



## **ORDINARY GENERAL MEETING**

Thursday June 27, 2024, at 14:00 p.m.

At The Ellinikon Experience Centre  
(in the Hellinikon Metropolitan Park - Ag. Cosmas)

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## 1. Invitation to the Ordinary General Meeting of the Shareholders

**“LAMDA DEVELOPMENT HOLDING**  
**AND REAL ESTATE DEVELOPMENT SOCIETE ANONYME”**  
**S.A. Reg. no. (AR.M.A.E.) 3039/06/B/86/28**  
**General Electronic Commercial Registry (GEMI) No 003379701000**

**INVITATION**  
**to ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Pursuant to Law 4548/ 2018 «Reform of the law of Sociétés Anonymes» as modified and in force, and under article 16 of the Company’s Articles of Association, the Board of Directors of the Company «**LAMDA Development – Holding and Real Estate Development Société Anonyme**» (the “Company”), hereby convenes the Shareholders of the Company to an Ordinary General Meeting on Thursday, 27<sup>th</sup> of June 2024, at 14:00 p.m., at The Ellinikon Experience Centre (in the Hellinikon Metropolitan Park, Ag. Kosmas), in order to deliberate, discuss and decide upon the following items on the agenda:

### **ITEMS ON THE AGENDA**

1. Submission and approval of the corporate and consolidated Financial Statements of the Company pertaining to the fiscal year of 2023 (from 01.01.2023 to 31.12.2023), together with the relevant Reports of the Board of Directors and the Statutory Auditors.
2. Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company’s Statutory Auditors from any liability for compensation for the fiscal year 2023.
3. Appointment of Statutory Auditors / Auditing Company for the audit of the financial statements of the Company of the fiscal year of 2024 (from 01.01.2024 to 31.12.2024) and issuance of the annual tax certificate.
4. Submission for discussion of the Remuneration Report of article 112 of Law 4548/2018 for the fiscal year 2023.
5. Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018.

6. Submission of the Annual Audit Committee Management Report to the Shareholders for the fiscal year 01.01.2023-31.12.2023.
7. Submission of the Report of the Independent Non-Executive Members of the Company's Board of Directors pursuant to article 9 par. 5 of Law 4706/2020.
8. Granting of authorisation pursuant to article 98 par. 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to Boards of Directors or/and the management of other companies.
9. Other items and announcements.

In the event that at the initial (as above) meeting of the Ordinary General Meeting a quorum is not reached to decide on the items of the agenda, an Adjourned Ordinary General Meeting shall convene on Wednesday, 03.07.2024 at 12.00 noon, at the Company's registered office in Maroussi, 37<sup>A</sup> Kifissias Avenue (Golden Hall).

It is noted that shareholders are entitled to participate, all or some of them, those who wish, in the Ordinary General Meeting of the Company remotely in real time, via teleconference, pursuant to article 19 par. 5 of the Company's Articles of Association and article 125 of Law 4548/2018. Instructions on the procedure for the participation of shareholders in the Ordinary General Meeting via teleconference are provided below.

#### **Right of attendance and voting in the General Meeting**

Entitled to participate and vote in the General Meeting of 27<sup>th</sup> June 2024, or in any adjourned meeting, is anyone who appears as shareholder of common registered shares of the Company in the records of the Dematerialised Securities System (D.S.S.) managed by the "Hellenic Central Securities Depository Société Anonyme" (the "H.C.S.D."), on 22<sup>nd</sup> June 2024 (the "Record Date"), i.e. on the beginning of the fifth (5<sup>th</sup>) day before the date of the General Meeting. The Record Date applies also in case of an adjourned meeting as per the above.

The shareholder status is electronically certified by H.C.S.D. via direct electronic connection of the Company with the D.S.S. records. Therefore, in order to participate and vote in the General Meeting, the shareholder is not required to produce a relevant written certificate from H.C.S.D.. A shareholder may participate in the General Meeting on the basis of confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, unless the meeting refuses such participation for an important reason justifying its refusal, in compliance with the applicable provisions (art.19 par. 1 of L. 4569/2018, art. 124 par. 5 of L. 4548/2018).

Towards the Company, as shareholder entitled to participate and vote at the General Meeting is considered only persons registered, on the Record Date, in the DSS of the Société Anonyme H.C.S.D. or identified as such based on the relevant date through registered intermediaries or other intermediaries, in compliance with the provisions of legislation (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/6249/31.10.2023).

The exercise of such rights does not require the blocking of the beneficiary's shares or any other similar procedure which restricts the ability to sell and transfer them during the period between the Record Date and the General Meeting.

Each common registered share gives the right to one (1) vote.

### **Participation and Voting procedure at the General Meeting via teleconference**

The Company enables shareholders, if they wish so, to participate in the Ordinary General Meeting of June 27<sup>th</sup>, 2024, as well as any adjourned or postponed meeting thereof, via teleconference, pursuant to article 19 par. 5 of the Company's Articles of Association and article 125 of Law 4548/2018.

For shareholders who wish to participate in the Ordinary General Meeting of 27<sup>th</sup> June 2024 or any adjourned meeting thereof remotely in real time, via teleconference, without their physical presence, it is required to create and use an electronic account of the shareholder or any proxy thereof in the electronic platform that has been developed by the Athens Exchange Group S.A. to provide general meeting services remotely in real-time, via teleconference to listed companies on the website <https://axia.athexgroup.gr/>.

The online platform is provided by the H.C.S.D., while the ZOOM Meeting service provided by Zoom Video Communications Inc. is used for the video conference.

In order to access the electronic platform a personal computer, a smartphone or a tablet, with a browser installed, and internet access is required. For the creation of the shareholder or proxy account in the electronic platform above, a valid electronic mail (email) address and a mobile number of the shareholder or proxy are required.

In case that upon entering the electronic platform, the above data entered by the shareholder do not match the data that have been registered in the D.S.S. or the data that have been notified to the Company by H.C.S.D. in the context of shareholder identification facilitation services at general meetings remotely provided to issuers in accordance with Part 3 of decision no. 8 of the Board of

Directors of "Hellenic Central Securities Depository S.A.", " Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", the shareholder will have to update the details above in order to create the account.

To this end, shareholders are kindly requested to contact the Participant of the Securities Account in the D.S.S. or other intermediary, acting as custodian of the shareholder, through whom their shares are held, in order to notify and / or update their valid electronic mail address (e-mail) and mobile number for their identification.

Further instructions for participation in the general meeting via teleconference are posted on the Company's website. Shareholders may contact for any questions and information the Investor Relations Department of the Company via email at [ir@lamdadev.com](mailto:ir@lamdadev.com) or by phone at +30 210 745 0600, daily during working days and hours.

Moreover, from the publication hereof and until the end of the General Meeting, information and support will be provided to shareholders and their proxies on issues related to the conduct of the General Meeting through the AXIA e-SM platform (e.g. login, voting, etc.) at tel. +30 210 3366426 or by email to AXIAeShareholdersMeeting@athexgroup.gr.

On the date of the Ordinary General Meeting, in order to participate in its works via teleconference, shareholders must log in in time through the Online Platform, at least fifteen minutes (15') before the start time of the General Meeting announced in the Invitation and state the number of voting rights with which they will participate and vote in the General Meeting and, if they wish to amend it (to a smaller number).

Shareholders who will participate in the Ordinary General Meeting via teleconference in real time are taken into consideration for the formation of quorum and majority and will be able to effectively exercise their rights during the General Meeting. Therefore, Shareholders will be able:

a) to monitor through electronic or audio-visual means the conduct of the General Meeting,

b) to speak and address the General Meeting orally during the General Meeting,

while at the same time through the online platform they will be able:

c) to vote in real time during the General Meeting on the items of the agenda,

d) to receive information on the registration of their vote.

#### **Procedure for Participation and Voting by Proxy**

Shareholders may participate and vote in the General Meeting either in person or by proxy. With the exception of participation in the Ordinary General Meeting by proxy via teleconference, each natural person/shareholder may appoint up to three (3) proxies and legal persons/shareholders may appoint as their proxies up to three (3) natural persons. In case any shareholder owns shares of the Company, which appear in more than one securities accounts, such shareholder may appoint different proxies for the shares appearing in each securities account. A proxy acting for several shareholders may vote differently for each shareholder.

Especially for shareholders who wish to participate in the General Meeting or any Adjourned Meeting thereof by proxy remotely, in real time, it is noted that each shareholder or the Participant of the Securities Account in the D.S.S. or any other intermediary, acting as custodian of the shareholder, through whom his/her shares are held, will be able to appoint up to one (1) proxy, the appointment of whom must be done at least forty eight (48) hours prior to the date of the General Meeting (namely no later than 25.06.2024 at 14.00 for the initial General Meeting and no later than 01.07.2024 at 12.00 for the adjourned).

Proxy forms for the appointment of proxy to participate in the General Meeting, either in person or via teleconference, as the case may be, shall be available to the shareholders: a) in printed form, at the premises of the Company, (37A Kifissias Ave., Maroussi 151 23, tel.: +30210 7450600 • fax: +30210 7450645) and b) in electronic form on the Company's website as part of the information material for the Ordinary General Meeting of June 27<sup>th</sup>, 2024, at the following address <https://www.lamdadev.com/en/investors-information/general-meetings-information-bulletins.html>.

The above form is either submitted completed and signed at the above address of the Company with a certified signature by a competent authority, or digitally sent signed using a qualified e-signature (qualified certificate), via e-mail to [ir@lamdadev.com](mailto:ir@lamdadev.com) at least forty-eight (48) hours prior to the date of the General Meeting.

In case of proxy appointment, for his/her participation in the Ordinary General Meeting remotely, in real time via teleconference, upon receipt of the authorization credentials from the Company, and based on the email address and mobile phone of the proxy or representative, as stated in the proxy or representative form, an account in the electronic platform is created by the Company for the proxy or representative, who will be notified via email in order to activate his/her account and be able to exercise the shareholder's rights as per the above.

The proxy must notify the Company, before the start of the General Meeting, of any specific event that may be useful to the shareholders to assess the risk of the proxy serving interests other than those of the shareholder.

A conflict of interests may arise, in particular, when the proxy is:

- a) a shareholder exercising control of the Company, or any other legal person or entity controlled by such shareholder;
- b) a member of the Board of Directors or the management, in general, of the Company or of a shareholder exercising control of the Company, or other legal person or entity controlled by such shareholder exercising control of the Company;
- c) an employee or auditor of the Company or a shareholder exercising control thereof, or any other legal person or entity controlled by such shareholder exercising control of the Company;
- d) a spouse or a first-degree relative of any of the natural persons mentioned under cases a) to c).

The appointment and the revocation or replacement of the proxy or representative shall be made in writing or through electronic means that are submitted to the Company at least forty-eight (48) hours before the date set for the General Meeting. The notification of the appointment and revocation or replacement of a proxy through electronic means shall be made via email to the email address mentioned in the Invitation of the General Meeting or, in case of shareholders being identified through intermediaries, via the confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries.

### **Minority Rights of Shareholders**

1. Shareholders representing one-twentieth (1/20) of the Company's paid-up share capital may request:
  - a) the inclusion in the agenda of the General Meeting of additional items, upon their request to be notified to the Board of Directors at least fifteen (15) days prior to the General Meeting, accompanied by a justification or a draft decision for approval by the General Meeting.
  - b) that draft decisions for the items included in the initial or any revised agenda are made available to shareholders at least six (6) days prior to the General Meeting, pursuant to paragraph 3 of article 123 of Law 4548/ 2018, upon their request to be notified to the Board of Directors at least seven (7) days prior to the General Meeting.



2. Any shareholder may request the provision by the Board of Directors to the General Meeting of specific information on the Company's affairs, to the extent it is relevant to the items of the agenda, upon request submitted to the Company at least five (5) full days prior to the General Meeting. Within the same deadline, the shareholders may exercise the right provided for in subparagraph c of paragraph 6 of article 141, provided that the relevant request is submitted by shareholders representing one-twentieth (1/20) of the Company's paid-up share capital.

3. Shareholders representing one-tenth (1/10) of the Company's paid-up share capital may request the provision by the Board of Directors to the General Meeting of information on the course of corporate affairs and the state of the assets of the Company, upon request to be submitted to the Company at least five (5) full days prior to the General Meeting.

4. Pursuant to article 23, par. 2, of the Articles of Association: *"Upon request of shareholders that represent at least 10% of the Relevant Equity Shares<sup>1</sup> as well as of the Minority Shareholder<sup>2</sup>, provided that the latter holds at that time in aggregate at least 10% of the Relevant Equity Shares, which request is submitted to the Company with the timeframe of Article 141, par. 6 of Law 4548/2018, the Board of Directors is obliged to provide the General Meeting with the following information: (a) non-confidential information regarding any event or development that occurs within the Company or which comes to the attention of the Company and which could reasonably be expected to cause a material change to the Group's business or the ceasing of operations or operation of any material operating subsidiaries, lead to the de-listing of the shares of the Company and/or conversion of the Company into a private company or make the Company unable to perform its material obligations relating to the acquisition by the Minority Shareholder of 12.83% of the share capital of the Company on 21.12.2017; and (b) material details of any formal third party written offer or approach (coming to the attention of the Board of Directors) which might reasonably be expected to lead to any sale or disposal or a series of sales or disposals by the shareholder Consolidated Lamda Holdings S.A. (or by persons affiliated to such shareholder) of securities (including shares, preferred shares, any convertible equity securities as well as rights to acquire or convert into shares and/or shareholder loans) that exceed in aggregate 5% of the securities issued from time to time by the Company or by any holding company, in which the share capital structure of the Company is replicated in all material respects, to any third party that is not an affiliate entity with such shareholder (or does not constitute a shareholder, partner, representative or agent of such affiliated entity established in any jurisdiction directly or indirectly with the purpose to hold such shares for it or another affiliated company) such sale or series of*

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<sup>1</sup> As defined in paragraph 12 of Article 10 of the Articles of Association.

<sup>2</sup> As defined in paragraph 11 of Article 10 of the Articles of Association.

*sales being completed through transfer of legal ownership against consideration during any twelve (12) month period starting on 03.07.2014 or any successive twelve month period, unless in the case of a bona fide sale on an arm's length basis by a securities holder where such holder holds those securities solely as collateral for any loan, credit, claim or liability properly granted on an arm's length basis."*

### **Available Documents and Information**

The full text of the documents to be submitted to the General Meeting and the draft resolutions on each item on the agenda are available in printed form at the Company's headquarters (37<sup>A</sup> Kifissias Ave., Marousi 151 23, tel.: +30 210 7450600, fax: +30 210 7450645), from where shareholders may obtain copies. All the afore documents, as well as this Invitation, the total number of current shares and voting rights, detailed information on minority rights and the terms of their exercise, as well as the forms for proxy voting, are available in electronic form on the Company's website ([www.lamdadev.com](http://www.lamdadev.com)).

For any information, Shareholders may contact the Company's Investor Relations Department at +30 210 7450600 and electronically at the email [ir@lamdadev.com](mailto:ir@lamdadev.com).

Maroussi, 29.05.2024

The Board of Directors

## 2. Draft resolutions of the Board of Directors

### ITEMS ON THE AGENDA

**1. *Submission and approval of the corporate and consolidated Financial Statements of the Company pertaining to the fiscal year of 2023 (from 01.01.2023 to 31.12.2023), together with the relevant Reports of the Board of Directors and the Statutory Auditors.***

The Board of Directors recommends to the General Meeting the approval of the financial statements for the fiscal year starting on 1 January 2023 and ending on 31 December 2023, as well as of the relevant Reports of the Board of Directors and the Statutory Auditors, as the above were approved by the Board of Directors at its meeting on 17.04.2024.

**2. *Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023.***

The Board of Directors recommends to the General Meeting the approval of the overall management by each member of the Company's Board of Directors individually, in their respective capacity, and by all members of the Board of Directors collectively, in accordance with article 108 of Law 4548/2018, as in force, for the fiscal year ended on 31.12.2023, as well as the exemption of the auditing company "PRICEWATERHOUSECOOPERS AUDITING COMPANY S.A." from any liability for compensation for the fiscal year 2023.

**3. *Appointment of Statutory Auditors / Auditing Company for the audit of the financial statements of the Company of the fiscal year of 2024 (from 01.01.2024 to 31.12.2024) and issuance of the annual tax certificate.***

The Board of Directors recommends to the General Meeting the appointment of the auditing company "ERNST & YOUNG (HELLAS) Chartered Auditors Accountants S.A.", members of which are registered with the Institute of Certified Public Accountants of Greece, for the audit of the financial statements of the fiscal year 2024 (01.01.2024 to 31.12.2024), as well as the issuance of the annual tax certificate. Furthermore, it is proposed to determine the auditors' remuneration, in accordance with the resolutions of the Supervisory Board of the Institute of Certified Public Accountants of Greece.

**4. *Submission for discussion of the Remuneration Report of article 112 of Law 4548/2018 for the fiscal year 2023.***

The Board of Directors recommends to the General Meeting the discussion and voting of the Remuneration Report of article 112 of Law 4548/2018, on which the Remuneration and Nominations Committee of the Company has expressed its assent to the Board of Directors, in accordance with par. c of article 11 of Law 4706/2020 and which is posted on the Company's website at the following address: [www.lamdadev.com](http://www.lamdadev.com).

It is clarified that the vote of the shareholders on the Remuneration Report is advisory, in accordance with article 112 par. 3 of Law 4548/2018.

**5. *Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018.***

The Board of Directors, taking into account the recommendation of the Remuneration and Nominations Committee dated 17.05.2024, recommends to the General Meeting the approval of the revised Remuneration Policy of the Company, as such revision was approved by the Board of Directors at its meeting on 29.05.2024.

**6. *Submission of the Annual Audit Committee Management Report to the Shareholders for the fiscal year 01.01.2023-31.12.2023.***

The Board of Directors brings to the Shareholders' attention the Audit Committee Management Report for the fiscal year 01.01.2023 – 31.12.2023, which is submitted by the Audit Committee to the Ordinary General Meeting, pursuant to article 44 par. 1(i) of Law 4449/2017, as amended by article 74 par. 4 of Law 4706/2020 and in force. Furthermore, there will be a presentation to the Shareholders of the above report and the Activities of the Audit Committee by the Chairman of the Audit Committee.

It is noted that the Annual Audit Committee Management Report is not subject to voting by the shareholders and is brought to their attention solely for information purposes in relation to the work of the Audit Committee during the fiscal year 01.01.2023 – 31.12.2023.

**7. *Submission of the Report of the Independent Non-Executive Members of the Company's Board of Directors pursuant to article 9 par. 5 of Law 4706/2020.***

The Report of the Independent Non-Executive Members of the Board of Directors is brought to the attention of the shareholders, pursuant to article 9 par. 5 of Law 4706/2020.

It is noted that the Report of the Independent Non-Executive Members of the Board of Directors is not subject to voting by the shareholders and is brought to their attention solely for information purposes in relation to the obligations of the Independent Non-Executive Members of the Board of Directors.

**8. *Granting of authorisation pursuant to article 98 par. 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to Boards of Directors or/and the management of other companies.***

The Board of Directors recommends to the General Meeting the granting of authorisation, in accordance with article 98 par. 1 of Law 4548/2018, to the members of the Board of Directors and Managers to participate in the Boards of Directors or/and management of other companies.

**9. *Other items and announcements.***

**A. *Announcement in relation to the partial change in use of proceeds.***

The Board of Directors, following its resolution dated 20.12.2023, intends to announce to the General Meeting of Shareholders the approval of the partial change in use of the proceeds from the Share Capital Increase, approved by virtue of the decision of the Extraordinary General

Meeting of Shareholders dated 10.10.2019, amounting to **€640m** net. Further information is available on the Company's website and more specifically to the Company's Announcement dated 21.12.2023.

### **3. Documents submitted to the General Meeting**

The following documents are available to the shareholders on the Company's website ([www.lamdadev.com](http://www.lamdadev.com)):

- Annual Financial Report as at 31.12.2023.
- Revised Remuneration Policy.
- Remuneration Report for the year 2023.
- Annual Management Report of the Audit Committee for the fiscal year 01.01.2023 – 31.12.2023.
- Report of the Independent Non-Executive Members of the Board of Directors of the Company.

#### 4. Ballot

### LAMDA DEVELOPMENT SOCIETE ANONYME

### HOLDING AND REAL ESTATE DEVELOPMENT

S.A.Reg.No. 3039/06/B/86/28 Commercial Registry No. 3379701000

#### BALLOT FOR THE ORDINARY GENERAL MEETING

DATED JUNE 27, 2024

*(and any adjourned or interruption thereof)*

		FOR	AGAINST	ABSTAIN
<b>ITEM 1:</b>	Submission and approval of the corporate and consolidated Financial Statements of the Company pertaining to the fiscal year of 2023 (from 01.01.2023 to 31.12.2023), together with the relevant Reports of the Board of Directors and the Statutory Auditors.			
<b>ITEM 2:</b>	Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023.			
<b>ITEM 3:</b>	Appointment of Statutory Auditors / Auditing Company for the audit of the financial statements of the Company of the fiscal year of 2024 (from 01.01.2024 to 31.12.2024) and issuance of the annual tax certificate.			
<b>ITEM 4:</b>	Submission for discussion of the Remuneration Report of article 112 of Law 4548/2018 for the fiscal year 2023.			
<b>ITEM 5:</b>	Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018.			
<b>ITEM 8:</b>	Granting of authorisation pursuant to article 98 par. 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to Boards of Directors or/and the management of other companies.			

*It is noted that Items nos. 6, 7 and 9 of the Agenda, as listed in the Invitation to the Ordinary General Meeting of June 27<sup>th</sup>, 2024, are not included in the ballot, since they are not subject to voting by the Shareholders.*

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The Shareholder

Athens, 27.06.2024  
Investor Relations Department

## 5. Proxy appointment form

### PROXY APPOINTMENT FORM FOR THE PARTICIPATION IN THE ORDINARY GENERAL MEETING OF LAMDA DEVELOPMENT S.A. OF JUNE 27, 2024

The undersigned Shareholder of LAMDA DEVELOPMENT S.A. (the “Company”):

Full name / Corporate name	
Address / Registered office	
ID card No. / S.A.Reg.No.	
Phone number	
Number of Shares (if no number is filled out, the representation will be valid for the total of shares registered in the Share on the Record Date, as defined in the Invitation to the General Meeting)	
DSS share No	
Securities Account No	
Participant	
Full Name(s) of the Legal Representative(s) signing this proxy (to be filled out only by legal persons):	

I hereby constitute and appoint <sup>1</sup>

**Mr. Stefanos Kotsolis**

**Mr. Odysseas Athanasiou**

or alternatively<sup>2</sup>

\_\_\_\_\_, son/daughter of....., resident of.....,  
no....., ..... str., with ID Card/Passport No....., issued by.....  
with mobile phone number.....

Notes:

- The above are members of the Board of Directors and/or Managers of the Company whom you may authorize to vote according to your instructions. In case you do not provide specific instructions, they will be deemed to be authorised to vote "For" on all the items on the agenda, including item 2, concerning the approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023.*
- In case you appoint a third party other than the two mentioned above as your proxy and do not give specific instructions, he/she will vote at his/her discretion.*

to represent me / the legal entity<sup>3</sup> and to vote in my name and on my behalf / in the name and on behalf of the legal entity<sup>3</sup>, acting jointly or separately<sup>4</sup>, for the total number of shares of the Company for which I have/the legal entity has<sup>3</sup> the right to vote on the items of the agenda at the Ordinary General Meeting of the Shareholders of the above Company, which will convene on Thursday, June 27<sup>th</sup>, 2024, at 14:00 pm, at The Ellinikon Experience Centre (in the Hellinikon Metropolitan Park, Ag. Kosmas), as well as any adjourned or repeat meeting, as follows<sup>5</sup>:



<sup>1</sup> Please choose up to three (3) proxies and tick (v) the appropriate box.

<sup>2</sup> A natural or legal person may be appointed as proxy.

<sup>3</sup> Please delete accordingly.

<sup>4</sup> If you choose only one way, please delete accordingly. If more than one proxies is appointed that is authorised to act both ways (jointly and separately), and more than one attends at the General Meeting, the first attendee excludes the others.

<sup>5</sup> Please mark the appropriate box with a tick (v)

	FOR	AGAINST	ABSTAIN
<p><b>ALL ITEMS ON THE AGENDA</b></p> <p><i>Including item 2, concerning the approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023.</i></p>			

or:

		FOR	AGAINST	ABSTAIN
<b>ITEM 1:</b>	Submission and approval of the corporate and consolidated Financial Statements of the Company pertaining to the fiscal year of 2023 (from 01.01.2023 to 31.12.2023), together with the relevant Reports of the Board of Directors and the Statutory Auditors.			
<b>ITEM 2:</b>	Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023.			
<b>ITEM 3:</b>	Appointment of Statutory Auditors / Auditing Company for the audit of the financial statements of the Company of the fiscal year of 2024 (from 01.01.2024 to 31.12.2024) and issuance of the annual tax certificate.			
<b>ITEM 4:</b>	Submission for discussion of the Remuneration Report of article 112 of Law 4548/2018 for the fiscal year 2023.			

<b>ITEM 5:</b>	Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018.			
<b>ITEM 8:</b>	Granting of authorisation pursuant to article 98 par. 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to Boards of Directors or/and the management of other companies.			

*It is noted that Items nos. 6, 7 and 9 of the Agenda, as listed in the Invitation to the Ordinary General Meeting of June 27<sup>th</sup>, 2024, are not included in the ballot, since they are not subject to voting by the Shareholders.*

Any revocation hereof will be valid, provided that I notify it either in writing to the Company or electronically, at the email address [ir@lamdadev.com](mailto:ir@lamdadev.com) at least forty-eight (48) hours before the respective date of the General Meeting.

Athens, \_\_\_\_\_ (date)

\_\_\_\_\_  
Full name / corporate name

\_\_\_\_\_  
Signature

**6. Proxy appointment form for participation in the General Meeting Remotely in Real Time via Teleconference**

**PROXY APPOINTMENT FORM FOR THE PARTICIPATION  
IN THE ORDINARY GENERAL MEETING  
OF LAMDA DEVELOPMENT S.A. OF JUNE 27, 2024  
VIA TELECONFERENCE**

The undersigned Shareholder of LAMDA DEVELOPMENT S.A. (the “Company”):

Full name / Corporate name	
Address / Registered office	
ID card No. / Commercial Registry No.	
Phone number	
Number of Shares (if no number is filled out, the representation will be valid for the total of shares registered in the Share on the Record Date, as defined in the Invitation to the General Meeting):	
DSS share No (Investor Share)	
Securities Account No	
Participant	
Full Name(s) of the Legal Representative(s) signing this proxy (to be filled out only by legal persons)	

I hereby authorize

\_\_\_\_\_, son/daughter of....., resident of....., no....., ..... str., with ID Card/Passport No....., issued by..... with mobile phone number<sup>1</sup>:..... and e-mail address<sup>2</sup>:.....

**Notes:**

1. Please fill in the mobile phone number and e-mail of the proxy above, so that he/she can participate remotely in real time via teleconference in the Ordinary General Meeting of the Company's shareholders. Otherwise, he/she will not be able to participate in the Ordinary General Meeting.
2. Since in order to participate in the Ordinary General Meeting via teleconference, the Company will create a proxy account on the electronic voting platform and then the proxy will be notified via email to activate his/her account on the website <https://axia.athexgroup.gr> to be able to exercise the rights of the shareholder, each shareholder may appoint only one proxy for his/her remote participation in the Ordinary General Meeting. In case you do not give specific voting instructions to the appointed by virtue hereof proxy, he/she will vote at his/her discretion.

to represent me / the legal entity<sup>1</sup> and to vote in my name and on my behalf / in the name and on behalf of the legal entity<sup>1</sup> remotely in real time via teleconference for the total number of shares of the Company for which I have/the legal entity has<sup>1</sup> the right to vote on the items of the agenda at the Ordinary General Meeting of the Shareholders of the above Company, which will convene on Thursday, June 27<sup>th</sup>, 2024, at 14:00 pm, at The Ellinikon Experience Centre (in the Hellinikon Metropolitan Park, Ag. Kosmas), as well as any adjourned or repeat meeting, as follows<sup>2</sup>:

<sup>1</sup> Please delete accordingly.

<sup>2</sup> Please mark the appropriate box with a tick (v).

	FOR	AGAINST	ABSTAIN
<b>ALL ITEMS ON THE AGENDA</b>  <i>Including item 2, concerning the approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023.</i>			

or:

		FOR	AGAINST	ABSTAIN
<b>ITEM 1:</b>	Submission and approval of the corporate and consolidated Financial Statements of the Company pertaining to the fiscal year of 2023 (from 01.01.2023 to 31.12.2023), together with the relevant Reports of the Board of Directors and the Statutory Auditors.			
<b>ITEM 2:</b>	Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023.			
<b>ITEM 3:</b>	Appointment of Statutory Auditors / Auditing Company for the audit of the financial statements of the Company of the fiscal year of 2024 (from 01.01.2024 to 31.12.2024) and issuance of the annual tax certificate.			
<b>ITEM 4:</b>	Submission for discussion of the Remuneration Report of article 112 of Law 4548/2018 for the fiscal year 2023.			
<b>ITEM 5:</b>	Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018.			

<b>ITEM 8:</b>	Granting of authorisation pursuant to article 98 par. 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to Boards of Directors or/and the management of other companies.			
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*It is noted that Items nos. 6, 7 and 9 of the Agenda, as listed in the Invitation to the Ordinary General Meeting of June 27<sup>th</sup>, 2024, are not included in the ballot, since they are not subject to voting by the Shareholders.*

Any revocation hereof will be valid, provided that I notify it either in writing to the Company or electronically, at the email address [ir@lamdadev.com](mailto:ir@lamdadev.com) at least forty-eight (48) hours before the respective date of the General Meeting.

Athens, \_\_\_\_\_ (date)

\_\_\_\_\_  
Full name / corporate name

\_\_\_\_\_  
Signature

## 7. Pre-formulated text of electronic authorisation for the proxy appointment for the participation in the Ordinary General Meeting of the Company

Pre-formulated text to be filled out in Step 1 of 4 of the relevant digital form

"I hereby declare that I am shareholder of the company under the name "LAMDA Development – Holdings and Real Estate Development Société Anonyme (the "Company") with D.S.S. share number (Investor Share) *[please insert your share number]*

I hereby authorize<sup>1,2</sup>

Mr. Stefanos Kotsolis

Mr. Odysseas Athanasiou

\_\_\_\_\_, son/daughter of....., resident of....., no....., ..... str., with ID Card/Passport No....., issued by..... with mobile phone number<sup>1</sup>:.....and e-mail address<sup>2</sup>:.....

Notes:

- 1. If you authorize a proxy to participate in the Ordinary General Meeting in person, you may appoint as a proxy one of the proposed members of the Board of Directors and/or Managers of the Company whom you may authorize to vote according to your instructions. In case you do not give specific instructions, they will be deemed to be authorised to vote "For" on all items of the agenda, including item 2, concerning the approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023.*
- 2. In case you appoint a third party other than the two mentioned above as your proxy and do not give specific instructions, he/she will vote at his/her discretion.*

to represent me / the legal entity and to vote in my name and on my behalf / in the name of and on behalf of the legal entity [in person] / [remotely in real time via teleconference][*Please delete accordingly based on whether the proxy is appointed to participate in the General Meeting in person or via teleconference*], for the total number of shares of the Company for which I have/the legal entity has the right to vote on the items of the Agenda at the Ordinary General Meeting of the Shareholders of the Company, which will convene on Thursday, June 27<sup>th</sup>, 2024, at 14:00 pm, at The Ellinikon Experience Centre (in the Hellinikon Metropolitan Park, Ag. Kosmas), as well as any adjourned or repeat meeting, as follows:

*[please delete below under (1) in case your vote is not the same for all items of the agenda, or under (2), in case your vote is the same for all items of the agenda. If you do not provide specific instructions to the proxy, he/she will vote at his/her discretion]*

(1) ON ALL ITEMS OF THE DAILY AGENDA [FOR / AGAINST / ABSTAIN]

*[please delete accordingly]*

(2) As per below on the items of the agenda:

Item 1. Submission and approval of the corporate and consolidated Financial Statements of the Company pertaining to the fiscal year of 2023 (from 01.01.2023 to 31.12.2023), together with the relevant Reports of the Board of Directors and the Statutory Auditors:

[FOR / AGAINST / ABSTAIN] *[please delete accordingly]*

Item 2. Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Statutory Auditors from any liability for compensation for the fiscal year 2023:

[FOR / AGAINST / ABSTAIN] *[please delete accordingly]*

Item 3: Appointment of Statutory Auditors / Auditing Company for the audit of the financial statements of the Company of the fiscal year of 2024 (from 01.01.2024 to 31.12.2024) and issuance of the annual tax certificate:

[FOR / AGAINST / ABSTAIN] *[please delete accordingly]*

Item 4: Submission for discussion of the Remuneration Report of article 112 of Law 4548/2018 for the fiscal year 2023:

[FOR / AGAINST / ABSTAIN] *[please delete accordingly]*

Item 5: Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018:

[FOR / AGAINST / ABSTAIN] *[please delete accordingly]*

Item 8: Granting of authorisation pursuant to article 98 par. 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to Boards of Directors or/and the management of other companies:

[FOR / AGAINST / ABSTAIN] *[please delete accordingly]*

*It is noted that Items nos. 6 and 7 of the Agenda, as listed in the Invitation to the Ordinary General Meeting of June 27<sup>th</sup>, 2024, are not included in the ballot, since they are not subject to voting by the Shareholders.*

Any revocation hereof will be valid, provided that I notify it either in writing to the Company or electronically, at the email address [ir@lamdadev.com](mailto:ir@lamdadev.com) at least forty-eight (48) hours before the respective date of the General Meeting.

## **8. Total number of shares and voting rights**

The share capital of the Company amounts to Euro 53,021,014.50, fully paid up and divided into 176,736,715 common registered shares of nominal value of Euro 0.30 each. Each share incorporates one (1) voting right.