



**“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, 27th of June 2024, at 14:00 p.m., at The Ellinikon Experience Centre (in the Metropolitan Park of the Metropolitan Pole of Elliniko - Agios 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^A 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 27th 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 22nd June 2024 (the “Record Date”), i.e. on the beginning of the fifth (5th) 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 27th, 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 27th 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 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 27th, 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 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 Shares¹ as well as of the Minority Shareholder², 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*

¹ As defined in paragraph 12 of Article 10 of the Articles of Association.

² As defined in paragraph 11 of Article 10 of the Articles of Association.



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 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^A 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).

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

Maroussi, 29.05.2024

The Board of Directors