



## INVITATION

### ORDINARY GENERAL MEETING OF SHAREHOLDERS

Pursuant to Law 4548/ 2018 «Reform of the law of Sociétés Anonymes» as currently in force, and under article 16 of the Company’s Articles of Association, the Board of Directors of the Société Anonyme «**LAMDA Development – Holding and Real Estate Development Société Anonyme**» (the “Company”), hereby convenes the Shareholders of the Company to an Ordinary General Meeting on Wednesday, 23<sup>th</sup> of June 2021, at 12:00 p.m., at the hotel Hilton, “Hesperides” Hall, at 46, Vasilissis Sofias Avenue, 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 integrated Financial Statements of the Company pertaining to the fiscal year of 2020 (from 01.01.2020 to 31.12.2020), together with the relevant Reports of the Board of Directors and the Certified 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 Certified Auditors from any liability for compensation for the year 2020.
3. Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) and issuance of the annual tax certificate.
4. Approval of the amended Remuneration Policy of the Company, in accordance with article 110 par. 2 of Law 4548/2018.
5. Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and pre-approval of these fees for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) as well an advance payment of the Members of the Company’s Board of Directors for the period until the next Ordinary General Meeting in accordance with article 109 of Law 4548/2018.
6. Submission of the remuneration report of article 112 Law 4548/2018 for voting.
7. Approval of the Suitability Policy of the Members of the Board of Directors in accordance with par.3 of article 3 of L. 4706/2020.



8. Approval of the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.
9. Granting of authorization 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.
10. Submission of the Annual Audit Committee Management Report to the Shareholders for the fiscal year 01.01.2020-31.12.2020.
11. Other items and announcements

If there is no quorum present in the scheduled (pursuant to the above) Ordinary General Meeting as required for the decision-making process on the Agenda to be valid, an Adjourned Ordinary General Meeting shall convene on Tuesday, 29.06.2021 at 12.00 p.m., at the Company's registered office in Maroussi, 37<sup>A</sup> Kifissias Avenue (Golden Hall).

In light of the recent developments and measures adopted for the containment of the virus COVID-19, shareholders are entitled to participate, all or some of them, if they wish so, in the Ordinary General Meeting of the Company virtually, in real time, via teleconference, pursuant to article 19 par. 5 of the Company Articles of Association and article 125 of Law 4548/2018. Instructions for the participation of shareholders to the Ordinary General Meeting via teleconference are provided further below.

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

Entitled to vote in the General Meeting of 23<sup>th</sup> June 2021, or in the Adjourned Ordinary General Meeting as the case may be, is any Shareholder that as of 18<sup>th</sup> June 2021 (the "Recording Date"), i.e. on the beginning of the fifth (5<sup>th</sup>) day before the date of the General Meeting, appears as holder of the Company's ordinary registered shares in the accounts of the Dematerialized Securities System (D.S.S.) administered by the Central Securities Depository SA. (The "CSD"). The as above Recording Date applies also in case of an adjourned meeting as per the above.

Proof of shareholder's status is evidenced by CSD by electronic means via direct electronic connection of the Company with the DSS files. Therefore, the Shareholders do not have to produce a written certificate from CDS in order for them to vote in the General Meeting. A shareholder may participate in the General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the



intermediary, except if the General Meeting refuses said participation for good reason which justifies this refusal in line with the applicable provisions (art.19 par. 1 L. 4569/2018, art. 124 par. 5 L. 4548/2018).

Towards the Company, as shareholder entitled to participate and exercise voting right at the General Meeting is considered any person registered, on the Recording Date, in the records of the Dematerialized Securities System (“DSS”) of the Société Anonyme “HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.” (“HCSD”) or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (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/1007/16.03.2021).

The exercise of participation and voting rights does not presuppose that the shareholders’ shares are blocked or any other similar procedure which limits the possibility to sell and transfer these during the period between the Recording Date and the General Meeting.

Each ordinary registered share provides with the right of one vote.

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

In the context of measures adopted for the containment of the virus COVID-19 and for the implementation of every possible safety measure for the protection of the shareholders, personnel and the general public, the Company enables shareholders, if they wish so, to participate in the Ordinary General Meeting of June 23<sup>th</sup>, 2021, as well as any adjournment or reconvention thereof, via teleconference, pursuant to article 19 para. 5 of the Company Articles of Association and article 125 of Law 4548/2018.

Shareholders who wish to participate in the Ordinary General Meeting of 23.06.2021 or any adjourned meeting thereof remotely in real time via teleconference, without their physical presence, they or their proxy, are required to set up and use an electronic account in the electronic platform that has been developed by the Athens Exchange Group S.A. to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/>.

In order to access the electronic platform a personal computer, a smartphone or a tablet is required, with a browser installed, and internet access. In order for a Shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile number are required by the Shareholder or his/her proxy.



In case that upon entering the electronic platform the above data entered by the Shareholder are not identical with the data that have been registered in the Intangible Securities System and have been notified to the Company by "Hellenic Central Securities Depository S.A." in the context of shareholder identification facilitation services at General Meetings at a distance 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 must update his above details in order to create the account.

To this end, Shareholders are kindly requested to contact the Operator of the Securities Account in the DSS or any other intermediary, who provides custody services for the Company's shares, as the case may be, in order to notify and / or update their valid e-mail address (e-mail) and their mobile number for identification purposes.

Further instructions for participation in the General Meeting by teleconference will be posted on the Company's website. The shareholders can contact for any questions and information with the Investor Relations Department via email at [ir@lamdadev.com](mailto:ir@lamdadev.com) or by phone at (+30) 2107450600, daily during working days and hours. Further to this, from the publication of this invitation until the end of the General Meeting, there will be a help desk to provide information and support to shareholders and their representatives by phone 210- 3366120, or by e-mail to [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

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

while through the online platform they will be able:

- c) to vote during in real time during the General Meeting on the items of the agenda,
- d) to receive information on the registration of their vote.



### **Attendance and Voting by Proxy**

Shareholders may attend the General Meeting and vote therein either in person or by proxy. With the exception of participation in the Ordinary General Meeting by proxy virtually, each shareholder may appoint up to three (3) proxies and if the shareholder is a legal entity they may appoint up to three (3) natural persons as proxies. In case any shareholder holds Company shares recorded in more than one securities accounts, such shareholder may appoint different proxies to represent the shares recorded in each securities account. A proxy acting for and on behalf of more than one 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 Operator of the Securities Account in the DSS or any other intermediary, who provides custody services for the Company's shares, 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 21.06.2021 at 12.00 for the first General Meeting and no later than 27.06.2021 at 12.00 for the Adjourned).

Proxy forms for the appointment of proxy to participate in the General Meeting, both in person and via teleconference, as the case may be, shall be available for the shareholders in printed form, at the premises of LAMDA DEVELOPMENT S.A., (37<sup>A</sup> Kifissias Av., , Maroussi 151 23, tel.: +30210 7450600 • fax: +30210 7450645) and in electronic form on the Company's website under documentation pertaining to the Ordinary General Meeting of June 23<sup>th</sup>, 2021, at the following address <https://www.lamdadev.com/en/investors-information/general-meetings-information-bulletins>.

Alternatively, shareholders may fill the digital authorization form via the application "e- Exousiodotisi" (<https://www.gov.gr/ipiesies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-exousiodotese>) using the pre-filled authorization document provided under documentation pertaining to the Ordinary General Meeting of June 23<sup>th</sup>, 2021, as well as the credentials of the General Secretariat of Information Systems of Public Administration (taxisnet) or e-banking credentials for digital authentication.

The aforementioned form must be filled, signed and submitted to the Company either in physical form with verified signature by public authority, or via the application e-Exousiodotisi as instructed above at the above-mentioned Company address, or in digital form at the e-mail address [ir@lamdadev.com](mailto:ir@lamdadev.com), no later than forty eight (48) hours prior the date of the General Meeting.

In case a proxy is appointed 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 or mobile number 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 abovementioned.

The proxy must notify the Company, before the commencement of the General Meeting, of every specific event that may be useful for 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 over 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 over the Company, or other legal person or entity controlled by such shareholder exercising control over the Company;
- c) an employee or certified auditor of the Company or of a shareholder exercising control over the Company, or any other legal person or entity controlled by such shareholder exercising control over the Company;
- d) a spouse or a first-degree relative of one of the natural persons mentioned under cases a) to c).

The appointment and the revocation or replacement of the proxy or representative are done 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 is done via email at the email address mentioned in the Invitation of the General Meeting or, in case of shareholders being identified through intermediaries, via the confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries.

### **Shareholders' Minority Rights**

1. Shareholders representing one-twentieth (1/20) of the Company's paid-up share capital may request:
  - a) that additional items be entered on the agenda of the General Meeting upon request to be submitted to the B.o.D at least fifteen (15) days prior to the General Meeting, accompanied by justification or a draft decision to be approved by the General Meeting.
  - b) that draft decisions on the items included on the initial or revised, as the case may be, agenda, be put at the shareholders' disposal at least six (6) days prior to the General Meeting, upon request to be submitted



to the Board of Directors at least seven (7) days prior to the General Meeting as stipulated in paragraph 3 of article 123 of Law 4548/ 2018.

2. Any shareholder may, by application to be submitted to the Company at least five (5) full days prior to the General Meeting, request that the General Meeting be provided with specific information by the Board of Directors, to the extent that said information is useful for them to make a valid assessment of the agenda items. Within the same time-limit, the shareholders may exercise the right provided for in par. 6(c) of article 141, provided that the relevant application 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 are entitled to ask, by application to be submitted to the Company at least five (5) full days before the General Meeting, that the General Meeting be provided by the Board of Directors with information regarding the course of the corporate affairs and the Company's financial standing.

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 39, par. 4 of Codified Law 2190/1920, 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 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 render the Company unable to perform its material obligations relating to the acquisition by the Minority Shareholder of the 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 (formally 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 Consolidated Lamda Holdings S.A. (or/and 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*

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<sup>1</sup> As defined in article 10(10) of the Articles of Association

<sup>2</sup> As defined in article 10(9) of the Articles of Association.



*established in any jurisdiction directly or indirectly with the purpose to hold such shares for it) 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 Company 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 decisions on each item on the agenda are available in hardcopy at the headquarters of the company LAMDA DEVELOPMENT S.A., (37<sup>A</sup> Kifissias Av., Marousi 151 23, tel.: +30210 7450600 • fax: 210 7450645), whereby shareholders may obtain copies. All of the aforementioned documents, including this Invitation, as well as the total current number of shares and voting rights, detailed information regarding minority rights and their terms of exercise, as well as forms for proxy voting are available in electronic format on the Company's website ([www.lamdadev.com](http://www.lamdadev.com)).

For further information, shareholders may contact Investor Relations Department of the Company on phone number 210 7450670 or at the e-mail address [ir@lamdadev.com](mailto:ir@lamdadev.com)

Maroussi, 26.05.2021

The Board of Directors