

**«LAMDA DEVELOPMENT HOLDINGS
AND REAL ESTATE DEVELOPMENT SOCIETE ANONYME»**

S.A. Reg. No. 3039/06/B/86/28

General Commercial Registry (GEMI) No. 003379701000

**INVITATION
TO THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS**

Pursuant to Law 4548 / 2018 «Reform of the law of Sociétés Anonymes» as in force today and under article 16 of the Company's Articles of Association, the Board of Directors of the Société Anonyme under the company name «**LAMDA Development – Holdings and Real Estate Development Société Anonyme**» (hereinafter the «**Company**»), hereby convenes the Shareholders of the Company to an Extraordinary General Meeting on Friday, September 15th, 2023, at 12.00 p.m., at the registered office of the Company at Maroussi, Attica, 37A Kifissias Avenue, 151 23 (within Golden Hall), in order to discuss and decide upon the following items on the agenda:

ITEMS ON THE AGENDA

1. Approval **(a)** of the Draft Demerger Agreement regarding the common demerger of the company «LAMDA OLYMPIA VILLAGE Single-Member Société Anonyme for Real Estate Development and Management» with distinctive title «L.O.V. S.M.S.A» via absorption by the Company and the company «LAMDA MALLS SERVICES AND REAL ESTATE DEVELOPMENT SOCIETE ANONYME» with distinctive title «LAMDA MALLS S.A.» and incorporation of a new company, **(b)** of the Transformation Balance Sheet of the company «LAMDA OLYMPIA VILLAGE Single-Member Société Anonyme for Real Estate Development and Management» with distinctive title «L.O.V. S.M.S.A» dated 31.12.2022, **(c)** of the Valuation Report of the assets (assets and liabilities) of the company «LAMDA OLYMPIA VILLAGE Single-Member Société Anonyme for Real Estate Development and Management» with distinctive title «L.O.V. S.M.S.A» dated 19.07.2023, pursuant to Article 17 of Law 4548/ 2018, as in force.
2. Approval of the common demerger of the company «LAMDA OLYMPIA VILLAGE Single-Member Société Anonyme for Real Estate Development and Management» with distinctive title «L.O.V. S.M.S.A» via absorption by the Company and by the company «LAMDA MALLS SERVICES AND REAL ESTATE DEVELOPMENT SOCIETE ANONYME» with distinctive title «LAMDA MALLS S.A.», and incorporation of a new company, pursuant to

the provisions of articles 55 par. 4, 75, 59-74 and 83-87 of Law 4601/2019 on corporate transformations, the provisions of Law 4548/2018 and the provisions of article 54 of Law 4172/2013 in conjunction with article 61 of Law 4438/2016, as in force.

3. Approval of all to date acts, actions and declarations of the Board of Directors and of the Company's representatives or proxies for the purposes of the common demerger of the company «LAMDA OLYMPIA VILLAGE Single-Member Société Anonyme for Real Estate Development and Management» with distinctive title «L.O.V. S.M.S.A».
4. Approval of the articles of association of the new (beneficiary) société anonyme that will be incorporated as a 100% subsidiary of the Company, as a result of the common demerger of the company «LAMDA OLYMPIA VILLAGE Single-Member Société Anonyme for Real Estate Development and Management» with distinctive title «L.O.V. S.M.S.A».
5. Appointment of a Company representative for the signing of the notarial deed of the Demerger.
6. Other items and announcements.

If there is no quorum present in the scheduled (pursuant to the above) Extraordinary General Meeting as required for the decision-making process on the items of the Agenda, an Adjourned Extraordinary General Meeting shall convene on Thursday, 21.09.2023, at 12.00 p.m., at the Company's registered seat.

It is noted that shareholders are entitled to participate, all or some of them, if they wish so, in the Extraordinary 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 for the participation of shareholders in the Extraordinary General Meeting via teleconference are provided further below.

Right of Attendance and Voting in the General Meeting

Entitled to participate and vote in the General Meeting of September 15th, 2023, or in the adjourned meeting as the case may be, is any Shareholder that as of September 10th, 2023 (the «Record Date»), i.e., on the beginning of the fifth (5th) 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 (DSS) administered by the «Hellenic Central Securities Depository Société Anonyme» (the «HCSD»). The Record Date applies also in case of an adjourned meeting as per above.

Proof of shareholder's status is evidenced by HCSD 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 HCSD 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).

As shareholder entitled to participate and exercise their voting right against the Company at the General Meeting is considered any person registered, on the Record 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. 4569/2019, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/1064/10.03.2022).

The exercise of said 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 Record Date and the General Meeting.

Each ordinary registered share provides one voting right.

Participation and Voting Procedure at the General Meeting via Teleconference

The Company enables shareholders, if they wish so, to participate in the Extraordinary General Meeting of September 15th, 2023, as well as any adjourned meeting or reconvention thereof, via teleconference, pursuant to article 19 par. 5 of the Company's Articles of Association and article 125 of Law 4548/2018.

Shareholders who wish to participate and vote at the Extraordinary General Meeting of September 15th, 2023 or at 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, via teleconference to listed companies on the website <https://axia.athexgroup.gr/>.

The online platform is provided by the company «Hellenic Central Securities Depository S.A.» (HCSD), while the ZOOM Meeting service provided by Zoom Video Communications Inc. is used for the video conference.

To access the electronic platform a personal computer, a smartphone or a tablet is required, with a browser installed, and internet access. For a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) address and a mobile phone number of said shareholder or his/her proxy are required.

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 Dematerialized Securities System or with the data that have been notified to the Company by «Hellenic Central Securities Depository S.A.» in the context of shareholder identification facilitation services at remote General Meetings provided to issuers in accordance with Part 3 of decision no. 8 of the Board of Directors of the Hellenic Central Securities Depository S.A., “Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service”, the shareholder shall notify and/or 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 shareholder's shares to notify and/or update their valid e-mail address (e-mail) and their mobile phone number for identification purposes.

Further instructions for participation in the General Meeting via teleconference will be posted on the Company's website. For any questions and information shareholders may contact the Company's Shareholders Services Department via email at ir@lamdadev.com or at +30 210 745 0600, daily, during working days and hours. Furthermore, from the publication of this invitation until closure of the General Meeting, information and support will be provided to the shareholders and their proxies at +30 210 3366576, or via e-mail at athexagmteam@athexgroup.gr.

At the date of the Extraordinary General Meeting, in order to participate in its works via teleconference, the shareholders shall log in on time through the Internet Platform, at least fifteen minutes (15') prior to the commencement 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).

The shareholders who will participate in the Extraordinary General Meeting via teleconference in real time, are considered for the formation of the quorum and the majority and will be able to effectively exercise their rights during the General Meeting. Therefore, the shareholders will be able:

a) to attend the General Meeting through electronic or audio-visual means,

- 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.

Participation and Voting procedure by proxy.

The shareholder participates in the General Meeting and votes therein either in person or by proxies. Subject to participation in the Extraordinary General Meeting by proxy via teleconference, each shareholder may appoint up to three (3) proxies and legal persons/shareholders may appoint up to three (3) natural persons as their proxies. In case that a shareholder holds shares of the Company, recorded in more than one securities account, such shareholder may appoint different proxies for the shares recorded in each securities account. A proxy acting on behalf of more than one shareholder may vote differently for each shareholder.

Especially for the shareholders who wish to participate in the General Meeting or any adjourned Meeting thereof remotely by proxy, 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 shareholder, through which its shares are held, shall be able to appoint up to one (1) proxy, the appointment of whom shall be made at least forty eight (48) hours prior to the date of the General Meeting (namely no later than 13.09.2023 at 12:00 p.m. for the initial General Meeting and no later than 19.09.2023 at 12:00 p.m. for the Adjourned).

Proxy forms for the appointment of proxies for the participation in the General Meeting, both in person and via teleconference, where applicable, shall be available for the shareholders a) on paper at the headquarters of LAMDA DEVELOPMENT S.A., (37^A Kifissias Avenue, Maroussi, 151 23, tel.: 210 7450600, fax: 210 7450645) and b) in electronic form on the Company' s website as part of the informational material for the Extraordinary General Meeting of September 15, 2023, at the following address www.lamdadev.com/investors-information/general-meetings-information-bulletins.

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

In case of appointment of a proxy for participation in the Extraordinary General Meeting remotely, in real time, via teleconference, upon receipt of the authorization credentials by the Company, and based on the email address and the mobile phone number of the representative or proxy, as stated in the proxy or representative appointment 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 the account and be able to exercise the shareholder's rights as mentioned above.

The proxy is obliged to disclose to the Company, prior to the commencement of the General Meeting, any fact, that may be useful to the shareholders in assessing the risk of the proxy serving interests other than those of the shareholder.

A conflict of interest may arise particularly when the proxy is:

- a) a shareholder, controlling the Company, or any other legal person or entity, controlled by said shareholder;
- b) a member of the Board of Directors or of the general management of the Company or of the shareholder controlling the Company or another legal person or entity controlled by a shareholder controlling the Company;
- c) an employee or auditor of the Company or of a controlling shareholder or of another legal person or entity, controlled by a shareholder controlling the Company;
- d) a spouse or first-degree relative of one of the natural persons referred to in cases (a) to (c).

The appointment and revocation or replacement of the proxy or representative shall be made in writing or by electronic means submitted to the Company at least forty-eight (48) hours prior to the date set for the General Meeting. The notification of the appointment and the revocation or replacement of a proxy by electronic means shall be made via e-mail to the e-mail address indicated in the Invitation of the General Meeting or, in the case of shareholders identified through intermediaries, through the confirmations or notifications referred to in Articles 5 and 6 of Regulation (EU) 2018/1212 as provided by intermediaries.

Minority Shareholders Rights

1. Shareholders representing one twentieth (1/20) of the paid-up share capital of the Company may request:

- a) the inclusion of additional items in the agenda of the General Meeting, upon their request, which shall reach 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) for draft decisions on items included in the initial or any revised agenda to be made available to the shareholders, pursuant to paragraph 3 of article 123 of Law 4548/2018, at least six (6) days prior to the General Meeting, upon their request, which shall reach the Board of Directors at least seven (7) days prior to the General Meeting.

2. Any shareholder may request, upon application submitted to the Company at least five (5) full days prior to the General Meeting, the provision by the Board of Directors to the General Meeting of specific information on the Company's affairs, to the extent that these are relevant to the items on the agenda. Within the same deadline, the right provided for paragraph 6 (c) of article 141 may also be exercised, 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 paid-up share capital of the Company are entitled to request, upon application submitted to the Company at least five (5) full days prior to the General Meeting, the provision by the Board of Directors to the General Meeting of information on the course of corporate affairs and the state of the Company's assets.

4. Pursuant to article 23 par. 2 of the Articles of Association: *«Upon request of shareholders that represent at least 10% or more of the Relevant Equity Shares¹ as well as of the Minority Shareholder², provided that the latter holds at that time at least 10% or more of the Relevant Equity Shares, which (request) is submitted to the Company within 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 affairs or the ceasing of operation of any material operating subsidiaries, lead to the de-listing of the shares of the Company and/or transformation of the Company into a private company or make the Company unable to perform its material obligations relating to the acquisition of 12.83% of the share capital of the Company by the Minority Shareholder 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*

¹ As stated in paragraph 12 of article 10 of the Articles of Association.

² As stated in paragraph 11 of article 10 of the Articles of Association.

sales or disposals by the shareholder Consolidated Lamda Holdings S.A. (and/or by persons who constitute entities affiliated to said 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 of the agenda are available in printed form at the headquarters of the company LAMDA DEVELOPMENT S.A., (37^A Kifissias Avenue, Maroussi 151 23, tel.: +30 210 7450600, fax: +30 210 7450645) whereby shareholders can obtain copies. All the above documents, including 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, major shareholders may contact the Company's Shareholder Services Department at +30 210 7450600 or via email at ir@lamdadev.com.

Maroussi, 25.08.2023

The Board of Directors