



ORDINARY GENERAL MEETING

Wednesday June 21, 2023, at 12:00 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 Wednesday, 21st of June 2023, at 12:00 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 integrated Financial Statements of the Company pertaining to the fiscal year of 2022 (from 01.01.2022 to 31.12.2022), 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 2022.
3. Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2023 (from 01.01.2023 to 31.12.2023) and issuance of the annual tax certificate.
4. Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2022 (from 01.01.2022 to 31.12.2022).

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 remuneration report of article 112 Law 4548/2018 for voting for the fiscal year 2022.
7. Submission of the Annual Audit Committee Management Report to the Shareholders for the fiscal year 01.01.2022-31.12.2022.
8. 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.
9. Re-election of the Audit Committee of the Company.
10. Amendment of the Company's Articles of Association for its harmonisation with the provisions of the Hellenic Corporate Governance Code.
11. Approval of incentive plan for the staff.
12. Announcement of the election of a member of the Board of Directors in replacement of a resigned member and appointment thereof as independent.
13. Granting of approval for the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.
14. Granting of authorization pursuant to article 98, paragraph 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.
15. 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, 27.06.2023 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, as a whole or individually, if they wish so, in the Ordinary General Meeting of the Company virtually, in real time, via teleconference, pursuant to article 19 para. 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 21st June 2023, or in the Adjourned Ordinary General Meeting as the case may be, is any Shareholder that as of 16th June 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 (D.S.S.) administered by the Central Securities Depository SA. (The “CSD”). The as above Record 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 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. 4569/2018, 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 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 Record 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

The Company enables shareholders, if they wish so, to participate in the Ordinary General Meeting of June 21st, 2023, as well as any 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 21st June 2023 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/>.

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.

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) address 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 Dematerialised 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 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 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. Shareholders can contact for any questions and information with the Investor Relations Department via email at ir@lamdadev.com or by phone at +30 210 745 0600, 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 at +30 210 3366576, or by e-mail to athexagmteam@athexgroup.gr.

At the date of the General Meeting, in order to participate in its works the shareholders must log in on time through the Internet 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 smaller number).

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. 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 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 19.06.2023 at 12.00 for the first General Meeting and no later than 25.06.2023 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., (37A 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 21st, 2023, at the following address <https://www.lamdadev.com/en/investors-information/general-meetings-information-bulletins>. The aforementioned form must be filled, signed and submitted to the Company either in

physical form with verified signature by public authority, or sent digitally signed via use of qualified e-signature (qualified certificate), at the e-mail address ir@lamdadev.com, at least forty eight (48) hours prior to 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 opening 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, « 2. *Upon request of shareholders that represent at least 10% of the Relevant Equity Shares as well as of the Minority Shareholder, 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 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 decisions on each item on the agenda are available in hardcopy at the headquarters of the company LAMDA DEVELOPMENT S.A., (37^A Kifissias Av., Marousi 151 23, tel.: +30 210 7450600 • fax: +30 210 7450645), whereby shareholders may obtain copies. All of the aforementioned documents, including this Notice, as well as the total current number of shares and voting rights, are available in electronic format on the Company's website (www.lamdadev.com).

For further information, shareholders may contact the Shareholders Service Department of the Company on phone number +30 210 7450600 or at the e-mail address ir@lamdadev.com

Maroussi, 31.05.2023

The Board of Directors"

2. Proposed resolutions of the Board of Directors on the items of 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 2022 (from 01.01.2022 to 31.12.2022), together with the relevant Reports of the Board of Directors and the Certified Auditors.*

The Board of Directors proposes to the General Meeting the approval of the financial statements for the fiscal year starting on 1 January 2022 and ending on 31 December 2022, as well as of the relevant Reports of the Board of Directors and the Certified Auditors, as the above were approved by the Board of Directors at its meeting on 02.05.2023.

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 2022.*

The Board of Directors proposes 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 ending on 31.12.2022, as well as the discharge of the Certified Auditors "PricewaterhouseCoopers Auditing Company S.A." from all liability for compensation for the year 2022.

3. *Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2023 (from 01.01.2023 to 31.12.2023) and issuance of the annual tax certificate.*

The Board of Directors shall propose to the General Meeting to appoint the Audit Firm "PricewaterhouseCoopers Auditing Company S.A.", members of which are registered members of the Institute of Certified Public Accountants of Greece, to undertake the audit of the financial statements for the fiscal year 2023 (01.01.2023 through 31.12.2023), as well as the issuance of the annual tax certificate. Furthermore, the Board shall submit a proposal to determine the auditors' compensation, in accordance with the resolutions of the Supervisory Council of the Institute of Certified Public Accountants.

4. *Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2022 (from 01.01.2022 to 31.12.2022).*

The Board of Directors proposes to the General Meeting, the approval of the compensation paid to its members for their participation in its meetings during the fiscal year from 1 January 2022 through 31 December 2022, as well as the approval of the compensation paid to all executive members of the Board of Directors, for services rendered to the Company within the same financial year, which were preapproved by the General Meeting dated 22.06.2022.

It is noted that the aforementioned remuneration is in accordance with the Remuneration Policy of the Company, as currently in force, as well as the provisions of the revised remuneration policy of the Company, in accordance with article 110 par. 2 of Law 4548/2018, which has been submitted for approval by the shareholders in this General Meeting, as per the more detailed provisions of Item 5 below.

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 Nomination Committee dated 26.05.2023, proposes 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 31.05.2023.

6. *Submission of the remuneration report of article 112 Law 4548/2018 for voting for the fiscal year 2022.*

The Board of Directors proposes the voting by the General Meeting of the Remuneration Report under article 112 of Law 4548/2018, which has been published on the Company website at the following address: www.lamdadev.com.

It is noted that the vote of the shareholders on the Remuneration Report is advisory, pursuant to article 112 para. 3 L. 4548/2018.

7. *Submission of the Annual Audit Committee Management Report to the Shareholders for the fiscal year 01.01.2022-31.12.2022.*

The Board of Directors brings to the Shareholders' attention the Audit Committee Management Report for the fiscal year of 01.01.2022 – 31.12.2022, which is submitted by the Audit Committee to the Ordinary General Meeting, pursuant to article 44 par. 1(i) of L. 4449/2017, as amended by article 74 par. 4 of L. 4706/2020 and in force. Moreover, 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 being made available to them solely for information purposes in relation to the work of the Audit Committee during the fiscal year 01.01.2022 – 31.12.2022.

8. *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 being made available to them solely for information purposes in relation to the obligations of the Independent Non-Executive Members of the Board of Directors.

9. Re-election of the Audit Committee of the Company.

The Board of Directors on the basis of the recommendation of the Remuneration and Nomination Committee of the Company dated 26.05.2023, proposes the re-election of the current Audit Committee of the Company, which was elected by the Extraordinary General Meeting of 22.10.2020, given that its term of office is coming to an end, as it was set for three years, starting from the date of said General Meeting.

In the above context, the Board of Directors notes that in accordance with article 44 of L. 4449/2017, as in force, the Audit Committee may be:

- a) a committee of the Board of Directors, consisting of non-executive members thereof; or
- b) independent committee, consisting of non-executive members of the Board of Directors and third persons; or
- c) independent committee, consisting solely of third persons.

It is mandatory that the majority of Audit Committee members are independent, as defined by applicable legislation, that possess skills set by article 44 of l. 4449/2017, as amended and in force.

Following the above, the Board of Directors of the Company proposes the re-election of the current Audit Committee of the Company, as follows:

A. Composition and term of the Audit Committee:

It is proposed that the Audit Committee remains an independent committee of case b) above, comprised of four (4) members, out of which three (3) members are members of the Board of Directors and one (1) is not a member of the Board of Directors of the Company – Third party Not related to the Company.

As regards members proposed by the Board of Directors, it is proposed that two of the members are independent non-executive members of the Board of Directors and the third is non-executive member of the Board of Directors. As for the fourth member of the Audit Committee, that is not a member of the Board of Directors, it is proposed that he or she maintains no professional, organizational, business, shareholding or other relationship with the Company and is fully independent from the later, meaning said person constitutes Third Party Not related to the Company and meeting the independence criteria of article 9 of L.4706/2020.

As such, the majority of the members of the Audit Committee will be independent of the Company, within the meaning of article 9 of L.4706/2020.

It is further proposed that the term of the Audit Committee is for three years, commencing from their election by the General Meeting of Shareholders of the Company and ending on the date of the Ordinary General Meeting of year 2026.

B. Persons Proposed for Re-election:

In the above context, the Board of Directors proposes that the General Meeting re-elects the members of the Audit Committee, i.e. Messrs.:

- a. Haritonas Kiriazis as member of the Audit Committee, having the capacity of independent, non-executive member of the Board of Directors of the Company,
- b. Ioannis Zafiriou as member of the Audit Committee, having the capacity of independent, non-executive member of the Board of Directors of the Company,
- c. Evgenia Paizi as member of the Audit Committee, having the capacity of non-executive member of the Board of Directors of the Company,
- d. Konstantinos Sfakakis as member of the Audit Committee, independent of the Company, maintaining no relationship with the Company.

Each of the persons above and the Committee as a whole fulfils the requirements provided by the Law and the Internal Rules of Operation of the Audit Committee.

More specifically, according to information available to the Company and based on which the recommendation of the Remuneration and Nomination Committee of the Company dated 26.05.2023 was made, which is made available to the shareholders as document submitted to the General Meeting:

- a. Mr Hariton Kyriazis is a Civil Engineer, with an MBA from INSEAD and a PhD from London University on project management. He has worked as an executive in Greek manufacturing companies, as Secretary General at the Ministry of National Economy, and as a Tax or Advisory Senior Partner in the Athens offices of international audit firms. He served for 4 years as Executive Vice Chairman at SEV Hellenic Federation of Industries, and now works with SEV on Industrial Relations issues, participates in various Boards, and serves as Chairman or member in Audit Committees of listed and non-listed companies. Harry Kyriazis is a Deputy Member of the Governing Body of the International Labour Organization (“ILO”), and Chairman of the Social Committee of Business Europe. He has also served as Board member of the Hellenic Accounting and Auditing Standards Oversight Board (“HAASOB”), as Executive Committee member of the Foundation of Economic & Industrial Research (“IOBE”), and as Chairman of the Hellenic Association of Management Consulting Firms (“SESMA”). Mr. Kyriazis has adequate knowledge of the business sector in which the Company operates as he has been a member of the Company’s Audit Committee since 15.06.2017 and an independent non-executive member of the Company’s Board of Directors since 14.06.2018. During his tenure he has been involved in matters

of real estate development and investment and he participated in such capacity as a member in the making of important decisions by the Company's Board of Directors for the Hellinikon Project. Further to his PHD on management of technical and construction projects, during his professional career he has acted as consultant in the Real Estate Development sector (Development and Investment of Real Estate Property). He has been for over ten years an executive of companies in which he has formed consulting teams assigned to provide specialized services in the real estate development sector (financial studies, valuations of real estate property), in which the Company also operates, hence he has direct perception of such sector. Mr. Kyriazis is independent of the Company, as, save for his participation in the Company's Audit Committee and his membership in its Board of Directors, he holds a non-material number of shares and no other relationship with the Company.

b. Mr Ioannis Zafiriou holds a BA in Economics from Amherst College and an MBA in finance from NYU Stern School of Business in New York. He was member of the Managing Board of the Hellenic Financial Stability Fund from 2012 to 2015. Throughout the course of his international banking career, Mr. Ioannis Zafiriou has occupied a number of roles covering all areas of finance. He began working in New York City at Bankers Trust and subsequently moved to Milan (Italy) focusing on Italian government agencies, financial institutions and corporates in the area of derivatives. In that role, he introduced and structured derivative transactions in the Italian market. In 1990, he joined Credit Suisse's Investment Banking (Credit Suisse First Boston, CSFB) with a team of colleagues and established a subsidiary of the Credit Suisse Group focused on structuring derivative transactions in favour of global institutional clients of CSFB (governments, financial institutions, and corporates). In 1998, became the head of the European Fixed Income and Equities Group at CSFB with focus on European institutional clients. In this role he was managing a set of businesses involving debt capital markets, derivatives, foreign exchange and the structuring and sales teams of the European Investment Bank. The business covered a vast array of different asset classes including real estate, securitisation, issuing and sales of public securities in favour of clients, hedging structures of currencies and interest rates. In this role, he was a member of the Global management and Operating Committee of CSFB. In 2004, he moved to the Wealth Management Division of Credit Suisse and established a global investment banking unit, Credit Suisse Solution Partners. The objective of this group was to service the complex needs of the large institutional private clients of the Bank. It entailed structuring and executing share backed financing, mergers and acquisitions, investment structures and derivatives and real estate investments and financing. He was a member of the Management Board of the Bank's Private Banking. Mr Zafiriou has sufficient knowledge of the sector in which the Company operates. Given Mr Zafiriou's diverse roles in covering both institutional and private clients throughout his career, he was extensively involved in addressing all aspects of the real estate needs of that client base. This involvement entailed structuring financing of real estate assets in many geographic jurisdictions (Europe, Asia, US), generating real estate opportunities for real estate investors, disposals of real estate, hedging of interest rate or

currency risks, purchasing and sale of real estate vehicles, as well as structuring and executing, where possible, securitisation of real estate assets. Mr. Zafiriou is independent of the Company, as, save for his participation in the Audit Committee of the Company and his membership in its Board of Directors, he has no shareholding or other relationship with the Company.

c. Ms. Evgenia Paizi is Group Investment Officer at the SETE Family Office in Geneva. She joined the Latsis Group in 2001 and is involved in business development for the Group's activities in healthcare, asset management and other investments in Europe and the Middle East. She serves on the board of directors of companies in Switzerland, Luxembourg and Saudi Arabia. Prior to joining the Group, Mrs Paizi held positions in banking in Greece, including at the National Bank of Greece. She holds an MBA from INSEAD (2000) and a Bachelor of Science in Operations Research and Marketing from the Athens University of Economics and Business. Because of her tenure in the Company's Board of Directors since 2015, Ms. Paizi holds extensive knowledge of the business activities of the Company.

d. Mr Sfakakis has many years of experience in positions of responsibility of the Financial Operation of Business Groups, with extensive knowledge in Accounting, Corporate Taxation and Auditing.

He graduated in 1974 from the Athens University of Economics and Business (ASOEE) with a degree in Business Administration and attended extensive post graduate programmes (Strategy and Leadership at IMD Business School Lausanne, and Balanced scorecard, Harvard Business School). In 1975 he commenced his professional career abroad at the international auditors' firm PEAT, MARWICK, MITCHELL & CO. Following his return in Greece he held, from 1976 to 1983, several senior positions of all operations in Finance at BRISTOL MAYERS INT'L CORPORATION and JOHNSON & JOHNSON HELLAS S.A. From November 1983 to December 2008, he worked at COCA-COLA TRIA EPSILON (CCHBC Greece S.A.I.C.) holding senior management positions in the Group's Financial operation, among which the position of Country CFO in January 2000 and the position of Corporate Finance and External Relations Director in March 2004. At the same time, he was a member of the working team responsible for the Mergers and Acquisitions of the same company's Group, including Real Estate at the acquisition of industrial properties. From 2006 to 2009 he served as Chairman of the Board of the Federation of Greek Soft Drinks Industries (SEVA). From 2011 until today he is an advisor of Management in the Hellenic Federation of Enterprises (SEV) on matters of Tax Policy. Since October 2014 he serves in the Board of Directors of the Hellenic Accounting and Auditing Standards Oversight Board (HAASOB). From 2008 until today he is a member or Chairman of the Boards of Directors or Audit Committees of listed Business Groups. He is a Regular Member of the Hellenic Branch of the International Fiscal Association (IFA), the Tax Committee of the Hellenic-American Chamber of Commerce and the Hellenic Chamber of Commerce.

He has extensive experience and expertise in the areas of mergers & acquisitions, corporate taxation and compliance with competition law and fair commercial practices, as well as in the Design and Implementation of corporate re-engineering procedures. Mr. Sfakakis has sufficient knowledge in the field in which the Company operates, as, during his professional career in other companies, he dealt with issues of acquisitions and investments in real estate and participated in business moves for the development and exploitation of real estate. Mr. Sfakakis is independent from the Company, as he has no shareholding, professional or other relationship, to date, with the Company and is a Third Party outside of it.

Furthermore, the Company's Remuneration and Nomination Committee examined and confirmed the suitability of the proposed members and in particular the fulfilment, in addition to the provisions of article 44 of Law 4449/2017, of the individual suitability criteria based on the current Suitability Policy of the Company, in particular in relation to the member proposed for election who is not a member of the Board of Directors, as the current members of the Board of Directors proposed for election have already been evaluated in this regard upon their election as members of the Board of Directors and on a periodic basis , in accordance with the applicable Suitability Policy of the Company. Likewise, the Company's Remuneration and Nomination Committee examined and found that the criteria for collective suitability of the members of the Audit Committee referred to in article 5.2.1 of the Company's Suitability Policy applied proportionally to the extent that they are consistent with the nature and operation of the Audit Committee are fulfilled, as stated in its recommendation to the Board of Directors dated 26.05.2023 which is made available to the shareholders in the context of the General Meeting.

Therefore, in view of the above, the Board of Directors finds, on the basis of the above-mentioned recommendation of the Company's Remuneration and Nomination Committee, that the proposed members of the Audit Committee as a whole have sufficient knowledge in the field in which the Company operates and meet the criteria of individual and collective suitability, to the extent that they are applied proportionally to the composition of the Audit Committee, provided for in the Company's Suitability Policy. Additionally, the majority of the proposed members are independent of the Company, within the meaning of article 9 of Law 4706/2020, while all its members have the required sufficient knowledge in auditing and accounting. Mr. Konstantinos Sfakakis, out of those, will be the member who, according to law, has the sufficient knowledge required by Law 4449/2017 in auditing or accounting and will mandatorily attend the meetings of the Audit Committee concerning the approval of the financial statements.

10. Amendment of the Company's Articles of Association for its harmonisation with the provisions of the Hellenic Corporate Governance Code.

The Board of Directors proposes to the General Meeting of the Company's shareholders the approval of the amendment of articles 10, 11 and 16 of its Articles of Association, in order to be harmonised with the provisions of the Hellenic Corporate Governance Code. In particular:

1. It is proposed that paragraph 3 of article 10 be amended so that the term of office of the Board of Directors is reduced from five (5) to three (3) years, not being able to exceed in any case four (4) years.

Following the above, paragraph 3 of article 10 is replaced as follows:

"3. The term of office of Board Directors members shall be three (3) years and may be extended until the first Ordinary General Meeting convened after the expiration of the said term, but cannot exceed four (4) years in total."

2. It is proposed that paragraph 1 of article 11 be amended for the adaption of the provision on the election of the Chair and Vice Chair of the Board of Directors to the provisions of the Corporate Governance Code applied by the Company, as follows:

"1. The Board of Directors shall elect, among its members and for its term of office, the Chair, Vice Chair, the Senior Independent Member and the CEO of the Company. The Board of Directors may elect one or more Vice Chairs or/and one or more CEOs of the Company out of its Members only, while determining their responsibilities. The Chair of the Board of Directors is a non-executive member of the Board of Directors. In the event that the Board of Directors appoints as Chair one of the executive members of the Board of Directors, it must appoint as a Vice Chair one of the non-executive members. If the Chair is an executive member of the Board of Directors, then any independent non-executive Vice Chair or, as the case may be, the Senior Independent Member do not deputize for the Chair in his executive duties. Notwithstanding the above, the offices of the CEO and the Chair or Vice Chair may be held by the same person."

3. Finally, it is proposed that paragraph 2 of article 16 be amended for the update of the Board of Directors' responsibilities in relation to the preparation of the Company's financial statements, as follows:

"2. In carrying out its responsibilities, the Board of Directors shall have extensive powers, limited only by the actions or decisions that come within the competence of the General Meeting. The competencies of the Board of Directors include, but are not limited to, the powers to: convene the Shareholders' General Meetings, whether ordinary or extraordinary; set the agenda; prepare the financial statements in accordance with the provisions of Law 4548/2018 and submit them to the ordinary General meeting for approval, proposing at the same time the necessary amortizations of establishment costs, the required deductions for building up ordinary reserves; ensure that the annual financial statements, the annual management report, the annual corporate governance statement, the consolidated financial statements, the consolidated management reports and any consolidated corporate governance statement as well as the remuneration report stipulated in article 112 of the Law 4548/ 2018, are drafted and published, pursuant to legal provisions; propose the dividends to be distributed, define the installations and operations of the Company; fix the general expenditure; engage and dismiss personnel; keep minutes of the meetings; conclude contracts etc.; provide for the completing of the publication formalities provided in articles 12 and 13 of Law 4548/ 2018. However, the

responsibilities of the Board of Directors are without prejudice to Articles 19 and 99 to 101 of the Law 4548/ 2018.”

11. Approval of incentive plan for the staff.

The Board of Directors, following its resolution at the meeting on 07.02.2023, which took into account the relevant recommendation of the Remuneration and Nomination Committee dated 06.02.2023, proposes to the General Meeting the approval of two plans for the provision of stock awards to the Group’s staff, which are included in the new incentive plan for the staff. In particular, the Board of Directors proposes the approval of the following two plans, the terms of which are made available in detail to the shareholders:

- a) the **1st Plan for the provision of stock awards**: Optional acquisition of shares as part of the annual bonus of the beneficiaries of the plan – “Performance Shares Plan”.
- b) the **2nd Plan for the provision of stock awards**: Optional acquisition of shares as a discretionary benefit from the Company – “Restricted Stock Units Plan”

12. Announcement of the election of a member of the Board of Directors in replacement of a resigned member and appointment thereof as independent.

The Board of Directors announces to the General Meeting that by virtue of its decision dated 23.11.2022, taking into account the recommendation of the Remuneration and Nomination Committee dated 22.11.2022, elected Mr. Stefanos Kotsolis as its non-executive member, in replacement of a resigned member for the rest of his term, namely until 21.12.2025, in accordance with article 82 of L. 4548/2018 and paragraphs 5 and 8 of article 10 of the Company’s Articles of Association.

The Board of Directors further found, following a relevant review carried out by the Company's Remuneration and Nomination Committee, in accordance with the provisions of the law and the Company's Suitability Policy, that Mr. Kotsolis meets the individual suitability criteria and the Board of Directors as a whole, following the addition of Mr. Kotsolis, still meets the collective suitability criteria as provided by the Company's Suitability Policy. The CV of Mr. Kotsolis is posted on the Company's website, in accordance with article 18 of Law 4706/2020.

Furthermore, the Board of Directors found by virtue of its decision dated 23.11.2022, taking into account the recommendation of the Remuneration and Nomination Committee dated 22.11.2022, that Mr. Kotsolis meets the independence criteria provided for in paragraph 1 of article 9 of L. 4706 /2020, while he does not have any of the indicatively mentioned dependency relationships provided for in paragraph 2 of the same article.

Specifically, the Board of Directors examined and considered, among other things, the following in order to establish the fulfillment of the independence criteria of article 9 of L. 4706/2020 with respect to Mr. Kotsolis:

- a) the detailed CV of the above person, which includes information about his current and previous activity, as well as his participation in positions of other legal entities,
- b) the update from the Chair of the Company's Remuneration and Nomination Committee about the personal interview carried out in the context of his selection,
- c) the signed statement of the above person, according to which he confirms that he meets the independence requirements of article 9 of L. 4706/2020 and
- d) the results of the investigation conducted by the Remuneration and Nomination Committee, in order to confirm that the above person does not hold a percentage of voting rights higher than zero point five percent (0.5%) of the Company's share capital and that he is exempt from financial, business, family or other dependence relationships, which can affect his decisions and independent and objective judgment.

In view of the above, the Board of Directors proposes to the General Meeting the granting of the status of independent non-executive member to the member in question, maintaining the current composition of the Company's Board of Directors as at the date of the general meeting. With the above appointment by the general meeting, the Board of Directors of the Company will remain as it is, with five (5) independent non-executive members, namely Mr. Haritona Kyriazi, Kalypso – Maria Nomikou, Ioanna Papadopoulou, Ioanni Zafiriou and Stefano Kotsoli, who meet the criteria of independence of the article 9 of L. 4706/2020.

13. Granting of approval for the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.

The Board of Directors, following its relevant resolution, at the meeting of 26.05.2021, proposes to the General Meeting the approval of the acquisition of own shares in accordance with articles 49 and 50 of Law 4548/2018, for a period, not exceeding twenty-four (24) months, at a minimum purchase price of 0.30 Euro and a maximum purchase price of fourteen (14) Euro. The maximum number of own shares to be purchased, shall not exceed 10% of the paid-up share capital at any time, which at the date of the General Meeting amounts to 17,673,671 shares. For the purpose of calculating 10%, shares already purchased, that the Company holds, are included.

14. Granting of authorization pursuant to article 98, paragraph 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 proposes that the general Meeting authorizes, pursuant to article 98 para. 1 Law 4548/2018, to the members of the Board of Directors and Managers of the Company to participate in the Boards of Directors or/and management of third-party companies.

15. Other items and announcements

A. Announcement in relation to the new members of the Board of Directors, elected in replacement of resigned members

The Board of Directors intends to announce the Members it elected in replacement of resigned members.

B. Announcement in relation to the partial change in use of proceeds

The Board of Directors, following its resolution dated 02.05.2023, intends to announce the approval of the partial change in use of proceeds from the share capital increase, approved by virtue of the decision of the Extraordinary General Meeting of Shareholders dated 10.10.2019.

3. Documents brought to the attention of the General Meeting

The following documents are available to the shareholders through the Company's website

(www.lamdadev.com)

- Annual Financial Report as of 31.12.2022
- Revised Remuneration Policy
- Remuneration Report of 2022
- Management Report of the Audit Committee for the fiscal year of 01.01.2022 – 31.12.2022
- Report of the Independent Non-Executive Members of the Board of Directors
- Performance Shares Plan
- Restricted Stock Units Plan
- Recommendation of the Remuneration and Nomination Committee dated 22.11.2022 (on the suitability and independence of Mr. Kotsolis)
- Recommendation of the Remuneration and Nomination Committee dated 26.05.2023 on the suitability of the Audit Committee members
- The Company's Articles of Association including its amended articles, in track changes from their previous form.

4. Ballot

LAMDA DEVELOPMENT SOCIETE ANONYME

HOLDING AND REAL ESTATE DEVELOPMENT

Co Reg. No. 3039/06/B/86/28 G.E.M.I. 3379701000

BALLOT FOR THE ORDINARY GENERAL MEETING

DATED JUNE 21, 2023

(and the Adjourned Ordinary General Meeting as the case may be)

		FOR	AGAINST	ABSTAIN
ITEM 1:	Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2022 (from 01.01.2022 to 31.12.2022), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
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 Certified Auditors from any liability for compensation for the year 2022.			
ITEM 3:	Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2023 (from 01.01.2023 to 31.12.2023) and issuance of the annual tax certificate.			
ITEM 4:	Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2022 (from 01.01.2022 to 31.12.2022).			
ITEM 5:	Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018.			
ITEM 6:	Submission of the remuneration report of article 112 Law 4548/2018 for voting for the fiscal year 2022.			
ITEM 9:	Re-election of the Audit Committee of the Company.			

ITEM 10:	Amendment of the Company's Articles of Association for its harmonisation with the provisions of the Hellenic Corporate Governance Code.			
ITEM 11:	Approval of incentive plan for the staff.			
ITEM 12:	Announcement of the election of member of the Board of Directors in replacement of a resigned member and appointment thereof as independent.			
ITEM 13:	Granting of approval for the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.			
ITEM 14:	Granting of authorization pursuant to article 98, paragraph 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. 7, 8 and 15 of the Agenda, as stated in the Invitation to the Ordinary General Meeting of June 21st, 2022, are not included in the ballot, since they are not subject to voting by the Shareholders.

The Shareholder

Athens, 21.06.2023
Investor Service Division

5. Proxy form

PROXY FORM FOR PARTICIPATING IN THE ORDINARY GENERAL MEETING OF LAMDA DEVELOPMENT S.A. OF JUNE 21, 2023

The undersigned Shareholder of LAMDA DEVELOPMENT S.A.:

Full name / Corporate name:	
Address / Registered office:	
ID card N° / S.A. REG.N°:	
Phone number:	
Number of Shares (if no number is filled in, the representation will be valid for all the registered shares on the Record Date, as defined in the Invitation to the General Meeting):	
DSS share N°:	
Securities Account No:	
Operator:	
Full Name(s) of the duly authorized Representative(s) signing this proxy (to be filled only by legal entities):	

I hereby constitute and appoint ¹

Mr. Anastasios Giannitsis

Mr. Odysseas Athanasiou

or alternatively²

_____, son/daughter of....., resident of.....,

no.[@], [2] str., with ID Card/Passport No....., issued by.....

with mobile phone number:

Notes:

1. The aforementioned persons are members of the Board of Directors and/or Managing Directors of the Company that you can authorize to vote in your stead according to your instructions. If you do not provide specific instructions, it will be deemed that your proxies are authorized to vote "For" on all the items on the agenda, including item 2, which concerns the approval of the overall management of the Company according to article 108 of Law 4548/2018, as in force, and the exemption of Certified Auditors of the Company from any responsibility of compensation for the financial year 2022.

2. If you appoint as your proxy a person other than one of the aforementioned persons but you do not provide specific instructions, the appointed proxy shall vote at their discretion

to represent me / the legal entity³ and to vote in my name and on my behalf / in the name of and on behalf of the legal entity³, acting jointly or separately⁴, as a holder of the total number of Company shares that give me/the legal entity³ the right to vote on the items of the agenda at the General Meeting of the Shareholders of the aforementioned Company, which shall convene on Wednesday, June 21st, 2023, at 12:00 pm, at The Ellinikon Experience Centre (in the Hellinikon Metropolitan Park, Ag. Kosmas), as well as the Adjourned Ordinary General Meeting as the case may be, as follows⁵:

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

² A proxy may be a natural person or a legal entity.

³ Please cross off as appropriate.

⁴ If you only choose one way cross off as appropriate. If more than one proxies are appointed that are authorized to act both ways (jointly and separately), and more than one come at the General Meeting, the first to appear shall be given priority over the rest.

⁵ Please mark the appropriate box with a tick (v)

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA			
<i>Including item 2, which pertains to the approval of the total management of the Company, pursuant to article 108 Law 4548/2018, as in force, and the discharge of the Auditors of the Company from any liability for the fiscal year of 2022.</i>			

or:

		FOR	AGAINST	ABSTAIN
ITEM 1:	Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2022 (from 01.01.2022 to 31.12.2022), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
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 Certified Auditors from any liability for compensation for the year 2022.			
ITEM 3:	Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2023 (from 01.01.2023 to 31.12.2023) and issuance of the annual tax certificate.			
ITEM 4:	Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2022 (from 01.01.2022 to 31.12.2022).			
ITEM 5:	Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018.			
ITEM 6:	Submission of the remuneration report of article 112 Law 4548/2018 for voting for the fiscal year 2022.			
ITEM 9:	Re-election of the Audit Committee of the Company.			

ITEM 10:	Amendment of the Company's Articles of Association for its harmonisation with the provisions of the Hellenic Corporate Governance Code.			
ITEM 11:	Approval of incentive plan for the staff.			
ITEM 12:	Announcement of the election of member of the Board of Directors in replacement of a resigned member and appointment thereof as independent.			
ITEM 13:	Granting of approval for the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.			
ITEM 14:	Granting of authorization pursuant to article 98, paragraph 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. 7, 8 and 15 of the Agenda, as stated in the Invitation to the Ordinary General Meeting of June 21st, 2022, are not included in the ballot, since they are not subject to voting by the Shareholders.

Any revocation of this proxy will be valid provided it has been notified either in writing to the Company, or by e-mail at ir@lamdadev.com at least forty-eight (48) hours prior to the relevant date of the General Meeting.

Athens, _____ (date)

Full name / corporate name

Signature

6. Proxy appointment form for participation via teleconference

**PROXY APPOINTMENT FORM FOR PARTICIPATING
IN THE ORDINARY GENERAL MEETING
OF LAMDA DEVELOPMENT S.A. DATED JUNE 21, 2023
VIA TELECONFERENCE**

The undersigned Shareholder of LAMDA DEVELOPMENT S.A.:

Full name / Corporate name:	
Address / Registered office:	
ID card N° / S.A. REG.N°:	
Phone number:	
Number of Shares (if no number is filled in, the representation will be valid for all the registered shares on the Record Date, as defined in the Invitation to the General Meeting):	
DSS share N°:	
Securities Account No:	
Operator:	
Full Name(s) of the duly authorized Representative(s) signing this proxy (to be filled only by legal entities):	

I hereby authorize

_____, son/daughter of....., resident of....., no....., str., with ID Card/Passport No....., issued by.....

with mobile phone number¹:.....

and e-mail address²:.....

Notes:

1. Please fill in the mobile phone number and e-mail of the proxy above, so that they are able to participate remotely in real time via teleconference in the Ordinary General Meeting of the Company's shareholders. If not provided participation shall not be possible.
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 representative will be notified by 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 grant specific voting instructions to the appointed by virtue hereof proxy, he/she will vote at will.

to represent me / the legal entity¹ and to vote in my name and on my behalf / in the name of and on behalf of the legal entity¹, as a holder of the total number of Company shares that give me/the legal entity¹ the right to vote on the items of the agenda at the General Meeting of the Shareholders of the aforementioned Company, which shall convene on Wednesday, June 21st, 2023, at 12:00 pm, at The Ellinikon Experience Centre (in the Hellinikon Metropolitan Park, Ag. Kosmas), as well as any adjourned ordinary general meeting as follows²:

¹ Please delete accordingly.

² Please mark your vote with a checkmark (✓).

	FOR	AGAINST	ABSTAIN
<p>ALL ITEMS ON THE AGENDA</p> <p><i>Including item 2, which pertains to the approval of the total management of the Company, pursuant to article 108 Law 4548/2018, as in force, and the discharge of the Auditors of the Company from any liability for the fiscal year of 2022.</i></p>			

or:

		FOR	AGAINST	ABSTAIN
ITEM 1:	Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2022 (from 01.01.2022 to 31.12.2022), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
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 Certified Auditors from any liability for compensation for the year 2022.			
ITEM 3:	Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2023 (from 01.01.2023 to 31.12.2023) and issuance of the annual tax certificate.			
ITEM 4:	Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2022 (from 01.01.2022 to 31.12.2022).			
ITEM 5:	Approval of the revised Remuneration Policy of the Company in accordance with article 110 par. 2 of Law 4548/2018.			
ITEM 6:	Submission of the remuneration report of article 112 Law 4548/2018 for voting for the fiscal year 2022.			
ITEM 9:	Re-election of the Audit Committee of the Company.			

ITEM 10:	Amendment of the Company's Articles of Association for its harmonisation with the provisions of the Hellenic Corporate Governance Code.			
ITEM 11:	Approval of incentive plan for the staff.			
ITEM 12:	Announcement of the election of member of the Board of Directors in replacement of a resigned member and appointment thereof as independent.			
ITEM 13:	Granting of approval for the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.			
ITEM 14:	Granting of authorization pursuant to article 98, paragraph 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. 7, 8 and 15 of the Agenda, as stated in the Invitation to the Ordinary General Meeting of June 21st, 2022, are not included in the ballot, since they are not subject to voting by the Shareholders.

Any revocation of this proxy will be valid provided it has been notified either in writing to the Company, or by e-mail at ir@lamdadev.com at least forty-eight (48) hours prior to the relevant date of the General Meeting.

Athens, _____ (date)

Full name / corporate name

Signature

7. Pre-determined text of electronic authorisation for the proxy appointment for the participation in the Company's Ordinary General Meeting

Pre-determined 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 commercial 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^{1,2}

Mr. Anastasios Giannitsis

Mr. Odysseas Athanasiou

_____, son/daughter of....., resident of....., no.[@], [@] str., with ID Card/Passport No....., issued by..... with mobile phone number:..... and e-mail address:.....

Notes:

- 1. In case of authorization of proxy to participate in the Ordinary General Meeting physically, you may appoint as proxy one of the proposed members of the Board of Directors or/ and Managers of the Company, who you may authorize to vote as per your instructions. In case you do not provide specific instructions, proxies shall be presumed to be authorized to vote in favor of all items of the daily agenda, including item 2 for the approval of the total management of the Company under article 108 Law 4548/2018, as in force, and the discharge of the Auditors of the Company from any liability for the fiscal year of 2022.*
- 2. In case you appoint as proxy a third party, with the exception of the above-mentioned persons and you do not provide specific instructions to vote, he or she may vote at will.*

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 [by physical presence] / [remotely in real time via teleconference]*[please delete accordingly based on whether the proxy is appointed in order to participate in the General Meeting by physical presence or via teleconference]*, as a holder of the total number of Company shares that give me/the legal entity the right to vote on the items of the agenda at the Ordinary General Meeting of the Shareholders of the aforementioned Company, which shall convene on Wednesday, June 21st, 2023, at 12:00 pm, at The Ellinikon Experience Centre (in the Hellinikon Metropolitan Park, Ag. Kosmas), as well as any adjourned general meeting, as follows:

[please delete below under (1) in case your vote is not identical for all items of the agenda, or under (2), in case your vote is identical for all items of the agenda. If you do not provide specific instructions to the proxy, he/she shall 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 integrated Financial Statements of the Company pertaining to the fiscal year of 2022 (from 01.01.2022 to 31.12.2022), together with the relevant Reports of the Board of Directors and the Certified 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 Certified Auditors from any liability for compensation for the year 2022:

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

Item 3: Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2023 (from 01.01.2023 to 31.12.2023) and issuance of the annual tax certificate:

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

Item 4: Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2022 (from 01.01.2022 to 31.12.2022):

[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 6: Submission of the remuneration report of article 112 Law 4548/2018 for voting for the fiscal year 2022:

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

Item 9. Re-election of the Audit Committee of the Company:

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

Item 10. Amendment of the Company's Articles of Association for its harmonisation with the provisions of the Hellenic Corporate Governance Code:

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

Item 11. Approval of incentive plan for the staff:

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

Item 12. Announcement of the election of member of the Board of Directors in replacement of a resigned member and appointment thereof as independent:

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

Item 13: Granting of approval for the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018:

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

Item 14: Granting of authorization pursuant to article 98, paragraph 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. 7, 8 and 15 of the Agenda, as stated in the Invitation to the Ordinary General Meeting of June 21st, 2023, are not included in the ballot, since they are not subject to voting by the Shareholders.

Any revocation of this proxy will be valid provided it has been notified either in writing to the Company, or by e-mail at ir@lamdadev.com at least forty-eight (48) hours prior to the relevant date of the General Meeting.

Total number of shares and voting rights

The fully paid up share capital of the Company amounts to euro 53,021,014.50 divided into 176.736.715 common registered shares of a nominal value of euro 0.30 each. Each share embodies of one (1) voting right.