Lordos Hotels (Holdings) Public Ltd

Reg. No. 5901 - Public Limited Liability Company

Management:
1 Neapoleos str., Lordos Forest Beach, Block 1, Office 1&2&3, 7041 Voroklini, Larnaka, P.O.Box 42881, 6503 Larnaka, Cyprus
Tel: +357 24 646880, Fax: +357 24 645880, http://www.lordos.com.cy, email: reception@lordos.com.cy

Registered Office *and* ***Secretary***:
3 Zenonos Sozou str., 1st Floor, 3105 Limassol, P.O.Box 51094, 3501 Limassol, Cyprus
Tel: +357 25 818444, Fax: +357 25 372282, email: lhh@adamides.com

NOTICE
OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of the Company will be held on **Wednesday 14th July, 2021** at **18:00** hours, at **The Golden Bay** hotel in **Larnaka**[1] when the following **Ordinary** business will be transacted:

A. To receive and consider the Management Reports, the Report as to the Corporate Governance, the Audited Annual Financial Statements of the Mother Company and the Audited Consolidated Financial Statements of the Company for the year 2020 and the Auditors' Report.[2]

B. To elect members of the Board of Directors.[3]

C. To fix the remuneration of the members of the Board of Directors.[4]

D. To appoint the Statutory Auditors of the Company and authorise the Board of Directors to determine their remuneration.[5]

June 2021

By order of the Board of Directors,
Adaminco Secretarial Limited,
Secretary of Lordos Hotels (Holdings) Public Limited

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[1] [Important Annotation in relation to the Coronavirus (COVID-19): See § 1 under 'Members' Rights and Relevant Documents']

[2] See post § 5 under 'Members' Rights and Relevant Documents'.

[3] See, also, § II. A. 5. of the Corporate Governance Report – pages 81-82 of the Annual Consolidated Report 2020: Greek version: http://oam.cse.com.cy/Announcement/announcementvariation/58624.

[4] The remunerations of the members of the Board of Directors decided by the previous Annual General Meeting are set out in § II.B of the Corporate Governance Report (at pages 82-83 of the Annual Consolidated Report 2020 – Greek version: http://oam.cse.com.cy/Announcement/announcementvariation/58624).

[5] Section 153 (2) of the Cyprus Companies Law, Cap. 113, as amended, *inter alia*, provides:
"(2) At any annual general meeting a retiring auditor, however appointed, shall be re-appointed without any resolution being passed unless - (a) he is not qualified for re-appointment or (b) a resolution has been passed at that meeting appointing somebody instead of him or providing expressly that he shall not be reappointed or (c) he has given the company notice in writing of his unwillingness to be re-appointed: [...]"
Section 76(1) of the Auditors Law of 2017 (L.53(I)/2017), as amended, provides the following:
"(1) The statutory auditor or the statutory audit firm are appointed by –(a) the general meeting of the shareholders or members of the audited entity [...]
(4) This Article must be read along with section 153 of the Cyprus Companies Law, Cap.113 as corrected"

See also post § 7, under 'Members' Rights and Relevant Documents'.

Members' Rights and Relevant Documents

1. **IMPORTANT ANNOTATION IN RELATION TO THE CORONAVIRUS (COVID-19):** Due to the conditions that have been created by the coronavirus pandemic (COVID-19) and in accordance with the guidelines in force at the time of the Annual General Meeting as such are issued by the Ministry of Health with regards to health and safety, if deemed necessary, the Company with appropriate prior announcement to the Cyprus Stock Exchange, may take further amending measures regarding the in-person presence of the Members and their proxies at the Annual General Meeting and/or differentiate the place, time and the way of conducting the Annual General Meeting.

2. The **Record Date** for the participation at the Annual General Meeting is Monday 12th July, 2021. Only Members registered in the Registry of the Cyprus Stock Exchange at the Record Date shall have the right to attend, vote and address the Annual General Meeting. Any change in the relevant Registry after the Record Date will not be counted in determining the right of any person to attend and vote at the Meeting.

3. The **Issued Ordinary Shares** of the Company, comprising its total issued share capital, at the Record Date are 35.009.157 and every ordinary share incorporates the right of one vote. The holder of an ordinary share of the Company is a Member of the Company.

4. Any Member entitled to attend, vote and address the Annual General Meeting, is **entitled to appoint a proxy** to attend, vote and speak in his stead. A proxy need not be a Member. The proxy document must be submitted at the Registered Office of the Company at 3, Zenonos Sozou str., 1st floor, 3105 Limassol, P.O. Box 51094, 3501 Limassol, Fax: +357 25 372282, lhh@adamides.com, at least 48 hours before the time fixed for the Meeting. Proxy may also be given in either **Form A** or **Form B**, attached hereto, or similar.

5. Every **Member has the right** to ask questions relating to the items of the agenda of the Annual General Meeting, subject to any measures the Company may adopt for the ascertainment of the Member's identity, as well as to parameters relating to the planning and the good order of the Annual General Meeting, the confidentiality and the business interests of the Company. Subject to what is mentioned in relation to the Record Date, any Member is entitled to attend, vote and address the Annual General Meeting.

6. The **Annual Report of the Company for the year 2020** (which includes the Statement of the Directors, the Management Report, the Auditors Report, the Audited Financial Statements of the Company, the Audited Consolidated Financial Statements and the Report as to the Corporate Governance) is available and can be received either in printed form from the Management Offices at 1 Neapoleos str., Lordos Forest Beach, Block 1, Office 1&2&3, 7041 Voroklini, Larnaka, P.O.Box 42881, 6503 Larnaka (Tel: +357 24 646880, Fax: +357 24 645880) or from the Registered Office of the Company at 3, Zenonos Sozou str., 1st floor, 3105 Limassol, P.O. Box 51094, 3501 Limassol (Tel: +357 25 818444, Fax: +357 25 372282), or electronically from the website of the Cyprus Stock Exchange (Greek version: http://oam.cse.com.cy/Announcement/announcementvariation/58624) or from the website of the Company, (Greek version: https://lordos.com.cy/financial-statements/) or from other similar websites as well as through enicolaou@lordos.com.cy or lhh@adamides.com. The Annual Report of the Company for the year 2020 shall also be available in printed form at the place and time of the Annual General Meeting.

7. The Company by its announcement (Greek version: http://oam.cse.com.cy/Announcement/announcementvariation/58624) dated 20/05/2021 reminded that Member or Members holding at least 5% of the issued share capital representing at least 5% of the total voting rights of all the members entitled to vote at the Meeting, have the right to add items or to table draft resolution as an item in the agenda of the Annual General Meeting as provided for by section 127B of the Companies Law and provision D.2.1.e) of the Corporate Governance Code and informed as to the time within which (at least 42 days prior to the date of the Annual General Meeting) and the addresses via which such right could be exercised. No related application has been received by the Company.

8. The Company's Auditors, KPMG Limited, expressed their wish to continue to providing their services (Management Report – page 9 of the Annual Report 2020). The Audit Committee of the Company recommends the reappointment of KPMG Limited as the Statutory Auditors, according to paragraph 2 of article 16 of the Regulation no. 537/2017 of the European Parliament and of the Council and states that its recommendation is free from influence by a third party and that no contract clause exists between the Company or any of its subsidiaries and a third party restricting the choice by the General Meeting of Shareholders to certain categories or lists of statutory auditors or audit firms, as regards the appointment of a particular statutory auditor or audit firm to carry out the statutory audit of the Company or of any of its subsidiaries.

9. This Notice is announced through the Cyprus Stock Exchange, is posted at the website of the Company www.lordos.com.cy/ and will be sent in due time to the Members of the Company.

PROXY

Form A

To
Lordos Hotels (Holdings) Public Limited
3, Zenonos Sozou str., 1st floor, 3105 Limassol, P.O. Box 51094, 3501 Limassol, Fax: +357 25 372282, Email: lhh@adamides.com

I/We … … … … … … … … ...... … ...... … … … … … … … …of … .... … … … … ...... … … member/members of the above said Company hereby appoint .... … … …   … … … .... of… … … … … … … … … … … .... ….. or failing him ……………..... … … … … ...... … … … … .... of … … … … … … … … …   … … … … as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Wednesday 14th July, 2021** at **18.00** hours, at **The Golden Bay** hotel, **Larnaka** and at any adjournment thereof.

Signed this …… day of ………..... … … … … … of the year 2021.

(Sgn) ______________________________

Form B

Where it is desired to authorise for voting for or against the proposed resolution:

To
Lordos Hotels (Holdings) Public Limited
3, Zenonos Sozou str., 1st floor, 3105 Limassol, P.O. Box 51094, 3501 Limassol, Fax: +357 25 372282, Email: lhh@adamides.com

I/We … … … … … … … … ...... … ...... … … … … … … … …of … .... … … … … ...... … … member/members of the above said Company hereby appoint .... … … …   … … … .... of… … … … … … … … … … … .... ….. or failing him ……………..... … … … … ...... … … … … .... of … … … … … … … … …   … … … … as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Wednesday 14th July, 2021** at **18.00** hours, at **The Golden Bay** hotel, **Larnaka** and at any adjournment thereof.

Signed this …… day of ………..... … … … … … of the year 2021.

(Sgn) ______________________________

This form is to be used In Favour of or Against the resolution. Unless otherwise instructed the proxy will vote as he thinks just.

- In Favour of/Against* …
- In Favour of/Against* …
- In Favour of/Against* …
- In Favour of/Against* …
- In Favour of/Against* …
- In Favour of/Against* …

**Strike out whichever is not desired.*