



Lordos Hotels (Holdings) Public Ltd

Reg. No. 5901 - Public Company of Limited Liability

Management:

10 Kantaras, 7081 Pyla, 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:

35 Thekla Lyssiots, Eagle Star House 1st Floor, 3030 Limassol, P.O.Box 51094, 3501 Lemesos, 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 22nd June, 2016** at **18.00 hours**, at **The Golden Bay hotel in Larnaka** when

I. The following **ordinary** business will be transacted:

- A. To receive and consider the Annual Report of the Directors, the Report as to the Corporate Governance, the Audited Annual Financial Statements of the Mother Company for the year 2015, the Audited Consolidated Financial Statements of the Company for the year 2015 and the Auditors' Report.¹
- B. To declare dividend.²
- C. To elect members of the Board of Directors.³
- D. To fix the remuneration of the members of the Board of Directors.⁴
- E. To appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration.⁵

May, 2016

By order of the Board,

Adaminco Secretarial Limited
Secretary of Lordos Hotels (Holdings) Public Limited

¹ See post § 5 under Members' Rights and Relevant Documents.

² The Board of Directors decided to propose for approval at the Annual General Meeting the payment of a dividend of €0.01 per share (2.94% in the nominal value of the share) which corresponds to 48.68% on the profits for the year. The proposed Record Date (beneficiary designation date) will be Wednesday 06/07/2016. The Record of this date will include the transactions carried out by the end of the trading day of Monday, 04/07/2016. Therefore, the cum dividend date will be 04/07/2016 and the ex-dividend date will be Tuesday, 05/07/2016. The investors who will accept shares based on off-floor transactions completed by the record date (entered in the Dematerialised Securities System) will also be beneficiaries. The dividend is proposed to be paid on 21/07/2016. The exact posting date will be announced. The announcement dated 27/04/2016 is relevant, <http://oam.cse.com.cy/Announcement/announcementvariation/26079>.

³ See, also, § II. A. 5. of the Corporate Governance Report – page 58 of the Annual Report and Consolidated Financial Statements (Greek version <http://oam.cse.com.cy/Announcement/AnnouncementVariation/26075>).

⁴ The remunerations of the members of the Board of Directors decided by the previous Annual General Meeting are set out in the Corporate Governance Report (at p. 59 of the Annual Report – Greek version <http://oam.cse.com.cy/Announcement/AnnouncementVariation/26075>).

⁵ Section 153 (2) of Cap. 113, as amended, *inter alia*, provides:

«2) At any annual general meeting outgoing auditor is reappointed regardless how appointed, without adopting a resolution unless - (a) he does not possess the qualifications for reappointment or (b) at that meeting it was decided that another person be appointed instead or expressly decided for him not to be reappointed or (c) has given the company a written notice of its unwillingness to be reappointed: [...]»

The Company's Auditors, Deloitte Limited, are qualified and have not given the Company written notice of their unwillingness to be reappointed.

Members' Rights and Relevant Documents

1. The **Record Date** for the participation at the Annual General Meeting is Monday 20th June, 2016. 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.
2. 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 ordinary share of the Company is a Member of the Company.
3. 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 35, Thekla Lyssiottis Str., Eagle Star House, 1st floor, 3030 Limassol, P.O. Box 51094, 3501 Limassol, Fax: +357 25 372282, lh@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.
4. 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.
5. The **Annual Report of the Company for the year 2015** (which includes the Statement of the Directors, the statutory Director's 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 10 Kantara Str, 7081 Pyla, Larnaka, P.O.Box: 42881, 6503 Larnaka (Tel: +357 24 646880, Fax: +357 24 645880) or from the Registered Office of the Company at 35, Thekla Lyssiottis Str., Eagle Star House, 1st Floor, 3030, P.O.Box 50194 - 3501, Lemesos (Tel: +357 25 818444, Fax: +357 25 372282), or electronically from the website of the Cyprus Stock Exchange (<http://oam.cse.com.cy/Announcement/announcementvariation/26079>)
- Greek version <http://oam.cse.com.cy/Announcement/AnnouncementVariation/26075>
or from the website of the Company
(Greek version http://www.lordos.com.cy/files/9314/6174/0372/LHH_ConsStand_2015_FS.pdf)
or from other similar websites as well as through enicolaou@lordos.com.cy or lh@adamides.com. The Annual Report of the Company for the year 2015 shall also be available in printed form at the place and time of the Annual General Meeting.
6. The Company by its announcement (<http://oam.cse.com.cy/Announcement/announcementvariation/26079>) dated 27/04/2016 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 and the addresses via which such right could be exercised. No related application has been received by the Company.
7. This notice is announced through the Cyprus Stock Exchange, is posted at the website of the Company <http://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

35, Thekla Lyssiotis Str., Eagle Star House, 1st Floor, 3030 Lemesos, P.O.Box 50194, 3501 Lemesos, 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 22nd June, 2016** at **18.00** hours, at **The Golden Bay hotel, Larnaka** and at any adjournment
thereof.

Signed this day of of the year 2016.

(Sgn) _____

Form B

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

To

Lordos Hotels (Holdings) Public Limited

35, Thekla Lyssiotis Str., Eagle Star House, 1st Floor, 3030 Lemesos, P.O.Box 50194, 3501 Lemesos, 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 22nd June, 2016** at **18.00** hours, at **The Golden Bay hotel, Larnaka** and at any adjournment
thereof.

Signed this day of of the year 2016.

(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*

**Strike out whichever is not desired.*