

Remuneration Report 2023
according to article 112 of Law 4548/2018

LAMDA DEVELOPMENT S.A.

According to article 112 of L. 4548/2018, companies whose shares are listed in a regulated market are required to draft a clear and understandable remuneration report, which includes a complete overview of the total remuneration regulated by the remuneration policy of article 110 of L. 4548/2018 regarding the last fiscal year.

This remuneration report outlines the implementation of LAMDA's (the "Company") remuneration policy during the fiscal year 2023. The report shall be submitted for an advisory vote to the Ordinary General Meeting of the Shareholders ("AGM") of 27 June 2024.

Overview of LAMDA DEVELOPMENT S.A. performance during 2023

The Group's consolidated operating results (EBITDA) for FY 2023 reported profits of €206 million, an increase of 69% compared to FY 2022. Consolidated net profit after tax and minority interests (Net Profits) recorded a profit of €27 million compared to a loss of €31 million in FY 2022.

In FY 2023, the Group's Shopping Centres recorded new all-time high earnings. The operating profitability (Retail EBITDA - Earnings before interest, taxes, depreciation, amortization and other adjustments) of the operating Shopping Centres increased by 18% compared to 2022, and exceeded in absolute terms, for yet another year, the levels of 2019 (the last year before COVID-19). The valuations of the shopping centres also exceeded the historic highs of 2022, setting a new historic record of over €1.4 billion, with the value of the 4 Shopping Centres in operation setting a new historic record of €1.1 billion.

The flagship project of Ellinikon, continued its rapid advancement in 2023, making significant progress towards the implementation of the infrastructure projects, the completion of the studies, the tendering of building construction projects and, most importantly, sales. It is worth noting that 2023 is a milestone year for the project, as it was recorded as the first profitable year in terms of operating profitability, within just 2.5 years from the transfer of the shares of Hellinikon SMSA. Finally, the Gross Asset Value of Ellinikon increased for the third consecutive year, on a year-on-year basis (excluding the two commercial developments The Ellinikon Mall & Riviera Galeria), standing at €1.7 billion.

Moreover, in pursuing its strategy of developing its shopping centre portfolio, the Company completed the corporate transformation of the new Lamda Malls, which now includes the 4 operating shopping centres (The Mall Athens, Golden Hall, Designer Outlet Athens and Mediterranean Cosmos) as well as the 2 developments in Ellinikon (The Ellinikon Mall & Riviera Galleria).

Lastly, in July 2023, the wholly owned subsidiary Lamda Marinas Investments, in line with the implementation of its marina portfolio development strategy, was declared the preferred investor in the tender of the HRADF for the sub-concession of the right to build, operate, manage, maintain and exploit the Mega Yachts Marina in Corfu.

Remuneration Report disclosures

This report discloses:

- 1. The total remuneration granted or paid to the members of the Board, broken down into its individual components, the relevant fixed and variable remuneration percentages, including the remuneration of paragraph 2 of article 109, and an explanation of how the performance criteria are applied and how total remuneration complies with the approved Remuneration Policy.**

The annual gross fixed and variable remuneration, compensation and other benefits which were paid during the fiscal year 2023 (and 2022) to the CEO and the Members of the Board of Directors are set out in detail in Tables 1, 4 and 5 below.

It is clarified that Tables 1, 4 and 5 show the gross remuneration, while net remuneration is determined on the basis of the deductions and contributions burdening each beneficiary.

2. The annual change in the remuneration of the members of the Board of Directors, the Company's performance and the average remuneration of the company's full-time employees, excluding management officers, over the last five (5) fiscal years.

Table 4 sets out the annual change in the remuneration of the Members of the Board of Directors, indicators and figures concerning the performance and financial position of the Company, as well as the average of the gross annual remuneration, including benefits and variable remuneration, of the Company's average of employees, excluding the CEO, with respect to the Company's fiscal years 2023, 2022, 2021, 2020, and 2019.

It is clarified that Table 4 shows the gross remuneration.

With regards to the employees' average remuneration, this has been calculated as the total gross remuneration, including benefits and bonus, of full-time employees divided by the average of full-time employees each year.

Finally, it is noted that the financial data are based on the audited and published Annual Financial Statements of LAMDA DEVELOPMENT S.A. in respect to the 2019-2023 fiscal years that are posted on the Company's website www.lamdadev.com.

3. Remuneration of any kind from any company of the same group, as stated in article 32 of L. 4308/2014.

No remuneration by any Group company has been granted or paid to members of the Company's Board of Directors for FY 2023.

4. The number of shares and stock options granted or offered to Directors and key conditions for exercising the options, including the price and date of exercise, and any change thereof.

Before 2020, no shares or stock options have been granted to the CEO or to the Members of the Board of Directors.

The Extraordinary General Meeting of the Shareholders ("EGM") of 22 December 2020 approved the introduction of a stock incentive plan. Under this plan, stock options have been conditionally awarded to a selection of key employees, including the Company's CEO. No stock options have been awarded to other Members of the Board of Directors.

Table 2 presents the number of stock options awarded to the CEO during 2020 under LAMDA's Stock Options Plan, including the exercise price, possible vesting dates and the maximum number of options that might vest.

Also, at the Annual General Meeting of 21 June 2023, two new Stock Option Plans were approved: a) a stock options plan as part of the annual bonus of beneficiaries (the "*Performance Shares Plan*"); and b) a stock awards plan (the "*Restricted Stock Units Plan*").

Table 3 shows the number of shares received by the CEO as a result of his option to participate in the *Performance Shares Plan*. Accordingly, Table 2 shows the number of notional shares to which the CEO is entitled due to his participation in the *Restricted Stock Units Plan*.

No other member of the Board of Directors participates in these plans.

5. Options exercised on the part of the Board of Directors under the Company's Stock Option Plans.

The stock options have been awarded on 23 December 2020 under the Company's Stock Options Plan, with 22 December 2022 set as the first vesting date. Before 2020, no shares or stock options had been granted to the CEO or to the Members of the Board of Directors.

No options were exercised by the CEO for FY 2023.

With respect to the Notional Shares options, these were granted on 20 December 2023 under the Restricted Stock Unit Plan and the first vesting date was set as 7.4.2026. Prior to this date, no notional shares options may be exercised.

6. Information on the use of the variable remuneration recovery option.

Not applicable.

7. Information on any deviations from the remuneration policy, in application of paragraph 7 of article 110 of L. 4548/2018.

The Company fully complies with the Remuneration Policy.

8. Information on how the voting result on the FY 2022 Remuneration Report was taken into account by the Board of Directors.

During the General Meeting of the Company's Shareholders dated 21/06/2023, the Remuneration Report of the financial year 2022 was submitted for discussion and voting according to par. 3 of art. 112 of L.4548/2018. The Board of Directors informs in accordance with the above provision that the advisory vote of the shareholders on the Remuneration Report was positive by a percentage of **93.42%**

Remuneration of Executive Directors

The remuneration package of the CEO was set by the Board of Directors following relevant recommendations of the Remuneration & Nomination Committee and consists of a fixed salary and variable remuneration.

The table below presents each of the remuneration elements granted or paid out to the CEO in respect of Fiscal year 2023 (and 2022).

Table 1 - Total CEO remuneration for FY 2023 (and FY 2022)

Name	Title	Year	Annual fixed remuneration		Annual variable remuneration *			Long-term Incentive Plan **	Other remuneration ***	Other benefits ****	Total	% of fixed remuneration *****	% variable remuneration *****
					Annual variable remuneration	+20% for participation in Performance Shares	Amount due to Share price difference						
Odysseas Athanasiou	CEO	2023	Regular remuneration	€ 650,000	€ 1,039,350	€ 207,870	-€ 41,138	0	0	€ 90,288	€ 1,946,370	38.0%	62.0%
			One-off remuneration					€ 614,250	0	0	€ 614,250		
			Total remuneration	€ 650,000	€ 1,039,350	€ 207,870	-€ 41,138	€ 614,250	0	€ 90,288	€ 2,560,620		
		2022		€ 650,000	€ 933,400	€ 186,680	€ 1,975	0	0	€ 83,124	€ 1,855,180	39.5%	60.5%

* Annual variable pay amounts represent:

a) The annual authorised amount of variable remuneration approved by the Remuneration and Nomination Committee

b) *The amount resulting from the CEO's participation in the approved Performance Shares Plan*

c) *The difference between the reference price and the trading price on the Athens Stock Exchange on the date of the CEO's acceptance of the participation in the Performance Shares Plan*

The amount of the annual variable remuneration for the year 2022 differs from that reported in the 2022 Remuneration Report (€933,400), in order to reflect more accurately the benefit related to the value of the shares acquired in lieu of payment of the Annual Bonus in cash, under the "Stock options plan as part of the Annual Bonus" (Performance Shares Plan) launched in June 2023. Under this plan, it is possible to exchange all or part of the final bonus amount for shares in the company. The final number of shares to be awarded will be equal to the quotient of the bonus selected for conversion into shares, plus 20%, divided by a predetermined reference price (€5.67 for the FY 2022 and €6.67 for the FY 2023). The default reference price is approved by the Remuneration & Nomination Committee, together with the commencement of the Annual Bonus to be distributed to staff.

*** During the FY 2023, a one-off amount (€ 614,250) resulting from the Long-Term Incentive Plan provided for in the shareholders' agreement dated 5/2017 between Lamda Development and the Varde Partners investment organisation, regarding the latter's investment in Lamda Malls S.A. The plan provided for the granting of stock options or (if Lamda Malls S.A.'s shares have not been admitted to trading on the Athens Exchange by 31.12.2021) cash bonuses to certain beneficiaries, including the CEO.*

**** "Other compensation" refers to remuneration paid to the CEO as Member of the Board of Directors*

***** "Other benefits" refers, inter alia, to car allowance and fuel expenses, to a pension and medical scheme*

****** Fixed elements include "annual fixed remuneration", "other compensation" and "other benefits", whereas variable elements include "annual variable remuneration" and "long-term incentive"*

Annual variable remuneration

The annual variable remuneration (bonus), depends primarily on the progress of the Ellinikon Project milestones and also the Company's financial performance which is driven by the Shopping Centres. The objectives in relation to the progress of the Ellinikon project have been accomplished and relate mainly to the recording of significant sales through a notarial deed that resulted in the recognition of revenue and operating profit, a mere 2.5 years after the transfer of shares from the Greek State to Lamda Group, in the continued preparation of architectural and construction studies, the progress of commercial agreements, as well as the preparation for obtaining the required construction permits. Shopping centre performance improved significantly compared to 2022, recording - for yet another year - an all-time high in operating profitability.

The Annual General Meeting of Shareholders of 21 June 2023 approved the *Stock options plan as part of the annual bonus of beneficiaries* (the "Performance Shares Plan"), under which the beneficiaries are senior officers, including the CEO. Under this plan, it is possible to exchange all or part of the final bonus amount for shares in the company. This number of shares will be equal to the quotient of the Annual Bonus to be selected for conversion into shares divided by the reference price set at a predetermined time period prior to the approval of the Annual Bonus by the Remuneration and Nomination Committee. On the amount of the Annual Bonus that the Beneficiary opts to receive in the form of shares, an additional 20% will be awarded to the Beneficiary at the above Reference Price. If the beneficiaries opt upon the announcement of the final amount of the Annual Bonus to which they are entitled, to receive part or all of this amount in the form of Company shares, the Certificates will be issued to them at a one-off date within 3 months from the date of receipt by the Company of the Declaration of Acceptance. The shares incorporated in the Certificates will be delivered on a one-off basis to the Beneficiaries on a date to be selected by the Company within the period from 15.12 to 31.12 of each year.

Long-term incentive schemes

The Extraordinary General Meeting of Shareholders (“EGM”) of 22 December 2020 approved the introduction of a stock incentive plan. Under this plan, stock options have been conditionally awarded to a selection of key employees, including the Company’s CEO. This long-term incentive plan has been introduced to drive the Company forward with speed and focus, and to realize the ambitious objectives for the Company’s performance over the next two to six years. Naturally, these objectives are closely linked to the successful development and commercial exploitation of the Ellinikon Project. The long-term incentive scheme consists of an Initial Award of stock options that will vest in equal parts after two and three years, respectively, from the award date. Next to that, an Additional Award – equal to (at maximum) 50% of the initially awarded number of stock options – will become available if the weighted average share price amounts to or exceeds a pre-determined share price after three or four years from the award date. The vested stock options will be exercisable until 22 December 2026, after which date any unused options shall expire. The exercise price of the stock options is set to €6.70, which equals the share price under the 2019 options issue.

The Annual General Meeting of Shareholders of 21 June 2023 adopted the *Stock awards plan (the "Restricted Stock Units Plan")*. It is an optional stock option plan for senior officers of the company, including the CEO. With a reference date of 7 April 2023, the Company awards a notional number of shares per beneficiary at a reference price per notional share of € 5.95, which remains fixed throughout the duration of the Plan. The plan shall have a term of 6 years. After 3 years, the beneficiaries can exercise the option to receive free shares, up to 50% of the notional shares, while the remaining percentage of the notional shares for which they did not exercise the option will be exercisable until the expiry of the Plan in April 2029. The final number of shares that the beneficiaries may acquire will be equal to the quotient of the division:

the product of the difference resulting from the subtraction of the reference price (€5.95) from the trading price of the share on the date of exercise of the option multiplied by the notional number of shares for which the beneficiary has the right to demand to be awarded, divided by the trading price per share on the exercise date of the option.

Table 2 – Overview of shares and options awarded to the CEO

Name	Title	Instrument	Award Date	Number of Options on 1.1.2023	Vesting date	Expiry date	Exercise date	Share price on award date	Fair value of option on the award date**	Number of Options on 31.12.2023	Share price on 31.12.2023
Odysseas Athanasiou	CEO	2020 Stock Options Plan	23/12/2020	€ 637,500	22/12/2022	23/12/2026	€ 6.70	€ 7.11	€ 3.33	€ 637,500	€ 6.76
		Options-Initial Number	23/12/2020	€ 637,500	22/12/2023	23/12/2026	€ 6.70	€ 7.11		€ 637,500	€ 6.76
		2020 Stock Options Plan Options Additional Number*	23/12/2020	0 *	22/12/2023 – 22/12/2025	23/12/2026	€ 6.70	€ 7.11		0 *	€ 6.76

Name	Title	Instrument	Award Date	Number of notional shares on 1.1.2023	Vesting date	Expiry date	Reference price	Share price on award date	Fair value of notional share on the award date***	Number of notional shares on 31.12.2023	Share price on 31.12.2023
Odysseas Athanasiou	CEO	2023 Stock Awards Plan (Restricted Stock Units Plan)	23/11/2023	0	07/04/2026 (up to 50%) 07/04/2027 (the balance)	07/04/2029	€ 5.95	€ 6.68	€ 3.54	€ 892,500	€ 6.76

* The number of additional options and their vesting period is based on the achievement of the predetermined average trading price of the share after three or four years from the date of award. No additional number of options have been granted in the year 2023.

** The fair value of stock options (23.12.2020: € 4.2 million) is estimated on the basis of a binomial options pricing model (including a Monte Carlo simulation), taking into account the terms and conditions under which the options were granted. The above amount represents the notional fair value of the options at the date of the grant and may differ materially from the actual value at the exercise date of the options.

The value of the stock options exercised under the 2020 Stock Option Plan is determined as the difference between the closing price of the share on the stock exchange on the exercise date of the option and the exercise price of the option. This value differs from the carrying amount included in the annual financial statements, where the fair value (at the time of acquisition) of the stock options is expensed over the period of the long-term incentive plan in accordance with IFRS 2 (2023: € 0.8 million, 2022: €1.6 million)

*** The fair value of free stock options (07.04.2023: € 3.2 million) is estimated on the basis of a binomial options pricing model (including a Monte Carlo simulation), taking into account the terms and conditions under which the free stock options were granted. The above amount represents the notional fair value of the options at the date of the grant and may differ materially from the actual value at the exercise date of the options.

The value of the free shares acquired under the Stock Awards Plan (the "Restricted Stock Units Plan") during the year is determined as the number of free shares acquired, multiplied by the closing price of the share on the stock exchange on the exercise date of the option. This value differs from the carrying amount included in the annual financial statements, where the fair value (at the time of acquisition) of the stock options is expensed over the period of the long-term incentive plan in accordance with IFRS 2 (2023: € 0.3 million) It is noted that if the trading price is lower than the reference price, no free shares shall be allocated to the beneficiary.

Both of the above Plans (2020 Stock Option Plan and Stock Award Plan) are not reflected in Table 1, as they do not constitute compensation for the years 2023 and 2022, respectively. They will be reflected in detail if they are practiced in the specific year of exercise.

Table 3 – Overview of the shares awarded to the CEO

Name	Title	Instrument	Award Date	Number of shares awarded in FY 2023	Price of share on the date of acceptance of participation in the Plan	Value of shares on the award date
Odysseas Athanasiou	CEO	2022 Stock options plan as part of the Annual Bonus of Beneficiaries	20/12/2023	197,545	€ 5.68	€ 1,122,056

Five-year overview

The table below presents the development of the actual total remuneration package of the CEO and of the other Members of the Board of Directors over a five-year period, compared to the financial performance (in terms of EBITDA) and to the development of the total remuneration package of the average employee population.

Table 4 – Five-year overview

	2019	2020	2021	2022	2023
Remuneration / Annual change					
Odysseas Athanasiou CEO (appointed in May 2009) Total Regular Remuneration	€ 1,067,814	€ 1,370,563 +28%	€1,404,01 +2%	€ 1,855,180 +32%	€ 1,946,370 +5%
Odysseas Athanasiou CEO One-off remuneration	0	0	0	0	€ 614,250
BoD Members' remuneration	€ 310,000	€ 329,183 +6%	€ 592,714 +78%	€ 571,881 -4%	€ 732,736 +28%
Total Remuneration	€ 1,377,814	€ 1,699,746 +23%	€ 1,996,915 +17%	€ 2,427,061 +22%	€ 3,293.356 +36%
Company performance					
Key Performance Indicators (KPIs) defining variable remuneration (in mio €)					
Net Asset Value (NAV)	€ 1,155	€1,102 -5%	€1,362 +24%	€1,357 -0.4%	€ 1,392 +2.6%
EBITDA before valuations	€ 50.5	€ 24.2 -52%	€ 39.6 +64%	€ 54.4 +38%	€ 67.1 +23%
Average remuneration of employees on a Full-Time Equivalent basis					
Average employee remuneration	€ 91,606	€ 82,021 -10%	€ 67,832 -17%	€75,634 +12%	€ 78,497 +4%
Average number of employees	72	139	214	133	146

The average annual increase in the CEO's base salary over the five-year period was 9.6%

Average employee remuneration

The main driver for the variation in total and average pay levels during the five-year period is on one hand the variation in the annual variable remuneration element (bonus) and on the other hand, the remarkable increase in headcount over the years 2019 through to 2021 due to the needs of the Ellinikon Project.

More specifically, during 2019, relatively higher bonuses were paid to the Company's personnel. During the same year, in order to cover the needs of the Ellinikon Project, the Company hired senior, highly qualified, and therefore highly remunerated, management officers. In 2020, the Company's headcount doubled, however, the 2020 hires consisted of lower ranking personnel and therefore the corresponding remuneration levels are lower. In 2021 the average number of employees appears increased due to the fact that, although there was a significant transfer of employees to subsidiaries of the group, this took place at the end of the year (October 2021). The transfer of employees involved a significant number of senior officers, so the average number of employees appears to be

reduced. The year 2022 reflects a decrease in the number of employees due to the transfer, while the increase in average employee remuneration in the same year is due to the following reasons: a) Universal implementation of the already approved pay structure/bonus scheme, and harmonisation of remuneration and benefit packages based on the labour market research; b) Increase of the corporate performance index - which increases the total bonus amount for employees (corporate index: 1.25) - based on the company's results (increase in EBITDA & NAV/GAV compared to the previous year). In 2023 the number of employees continues to increase due to the needs of the project. The increase in average employee remuneration is mainly due to the increased corporate performance index (which was set at 1.50 due to the company's improved results and increased the total amount of employee bonuses).

During the five (5) year period there was no salary decrease to any of the Company's employees.

Outlook for 2024

Despite the current geopolitical developments, the Company is optimistic for the continued positive results of the Group's Shopping Centres and proceeds steadily with the implementation of the Ellinikon development project.

9. Remuneration of Non-Executive Directors

The gross remuneration amounts paid to non-executive members of the Board of Directors in 2023 and 2022 were as follows:

Table 5 - Total remuneration of Non-Executive Directors in 2023 (& 2022)

Name	2023	2022	Board entry date:	Board exit date:
Anastasios Yiannitsis	€ 113,104	€ 227,627	26.03.2015	21.06.2023
Evangelos Chronis	€ 40,000	€ 25,000	17.12.1999	
Fotios S. Antonatos		€ 10,417	16.06.2004	25.05.2022
Eftychios Vassilakis	€ 40,000	€ 25,000	30.05.2017	
Chariton (Harry) Kyriazis	€ 110,000	€ 83,004	14.06.2018	
Odysseas Kyriakopoulos		€ 6,250	17.03.2010	28.03.2022
Evgenia Paizi	€ 50,000	€ 35,000	26.03.2015	
Ioannis Zafeiriou	€ 70,000	€ 45,000	24.06.2020	
Vasileios Katsos	€ 45,000	€ 25,000	24.06.2020	
Aris Serbetis		€ 22,917	07.09.2020	23.11.2022
Calypso-Maria Nomikos	€ 45,000	€ 25,000	22.10.2020	
Ioanna Papadopoulou	€ 40,000	€ 25,000	22.10.2020	
Emmanuel L. Bussetil	€ 40,000	€ 14,583	25.05.2022	
Stefanos Kotsolis	€ 139,632	€ 2,083	23.11.2022	
Total	€ 732,736	€ 571,881		

In line with the Remuneration Policy 2023, the above amounts in Table 5 include the total remuneration of the Non-Executive Directors (some Board members also receive remuneration for their participation in company committees).

Non-Executive Directors do not receive variable compensation linked to Company results or other performance criteria. More specifically, non-Executive Directors are not entitled to annual bonuses, share allotment incentives or stock options, or to any supplemental pension scheme.