

Remuneration Report of the members of the Board of Directors of REDS for the year 2021

1. Preamble

This Remuneration Report (the "Report") of the members of the Board of Directors (the "Board") of REDS (the "Company") was approved by the Board of Directors of the Company on the basis of its decision dated 01/07/2022, was audited for completeness by the Company's auditor and submitted for discussion at the Annual General Meeting of the Company's shareholders on 26/07/2022.

The Report was prepared in accordance with the EU shareholder rights directive (SRD II)¹, as incorporated in Greek law by Law 4548/2018 (Article 112) and taking into account the European Commission's draft Guidelines for the standardised presentation of the Report, which was put to public consultation on 1 March 2019.

This is the 3rd Report of this kind, which describes how the Remuneration for of the Company's Board of Directors ("Policy") is implemented, and it was submitted at the Annual General Meeting of the Company's shareholders on 26/07/2022 and is posted on the Company's website www.reds.gr and includes the salaries, the remuneration of the members of the Board of Directors, as well as any allowances or benefits of each member of the Company's Board of Directors, paid either by the Company or by any other associated company in accordance with article 99, par. 2(a) of Law 4548/2018.

Overview of the Group's results for 2021

The following significant events took place in 2021:

The segment's main activity for this fiscal year too was the operation of the retail shopping 'Smart Park', in Yialou, Spata, Attica.

For the financing needs of the new expansion, the subsidiary company and owner of "Smart Park" YIALOU EMPORIKI & TOURISTIKI SA signed a common bond loan agreement on 14/5/2020, with bondholders being the National Bank of Greece and Piraeus Bank by an amount of up to €41.5 million (36.5 million +5 million VAT), which includes the refinancing of the existing loan amounting to €15.3 million.

With regard to properties owned by the Group in Romania, the Board of Directors is reviewing factors affecting their utilisation.

Key figures of the Group's income statement

amounts in €	GROUP	
	1/131/12/2020	1/131/12/2021
Turnover	6,501,090	7,449,010
EBITDA	4,025,417	4,980,530
Operating results (EBIT)	2,259,344	3,201,624
Profit/(Loss) before taxes	720,530	1,338,044
Profit / (loss) after tax	110,997	1,052,537

¹ Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 as amended by Directive (EU) 2017/828 of the European Parliament and the Council of 17 May 2017.

2. Summary of the Remuneration Policy

The Policy applies to the remuneration of all members of the Company's BoD, for the executive members of which it envisages fixed and variable remuneration, while for the non-executive it only envisages stable remuneration.

The following table contains the main points of the remuneration policy for **executive members** of the BoD:

Type of remuneration	How it works	Maximum and how it links to performance
Fixed remuneration	Reviewed annually. It is structured consistently with the remuneration of non-executive BoD members. It is determined taking into account the fixed salary levels of other major companies of a similar size for posts with a similar object and responsibilities, the performance, position, the responsibilities and experience of the individual, the performance and wage developments of the Company, etc.	Increases are expected to be determined in accordance with the relevant remuneration market. Larger increases are possible in cases of wider competence or experience. Levels will be reviewed taking into account the performance of the individual and the Company.
Retirement allowance	A defined pension contribution plan is provided.	Maximum Company contribution : up to 10% of fixed salary.
Civil Liability Insurance	Civil liability insurance is provided at Group level.	Maximum compensation: € 10 mil. per claim.
Other benefits	Private health and life insurance, car, fuel allowance, etc.	There is no maximum level of benefits
Short-term incentive program (STIP)	At the beginning of the year, the NRC ² establishes performance measures and their weightings for the STIP; at the end of the year, it evaluates performance. 70% of any amount obtained is paid in cash. The remaining payment of 30% is deferred for two years and is made in cash or in shares which include rights to dividend equivalents at the date of their vesting. Payments under the STIP are subject to recovery for at least 3 years from payment in case of specific events.	Performance measures include financial and non-financial measures (80%) and individual performance (20%). Ceiling: 150% of the basic annual salary. 100% yield: variable fee equivalent to at most 50% of the annual variable remuneration. Minimum % yield: variable fee equivalent to at most 25% of the annual variable remuneration. Failure to achieve acceptable performance: no variable remuneration.

²Nomination and Remuneration Committee.

Long-term incentive program (LTIP)	Rolling Share Acquisition Plan with a maturation period of at least 3 years with a mandatory two-year vesting period. Performance measures and targets are set at the beginning of each maturation period. The Committee may adapt the measures and weights for future plans.	Vesting/maturation requirements: meet specific criteria on the share price and/or financial performance measures established by the NRC. For the 2020 program, the criteria are: adjusted earnings per share with 50% weighting and yield
	Essential changes shall be subject to prior consultation with the shareholders. Payments under the LTIP are subject to recovery for at least 3 years from the payment in case of specific events.	Capital Employed (ROCE) with a weighting of 50%. Ceiling: 150% of the basic annual salary, which exceptionally may reach 200%. The minimum acceptable performance guarantees 25% of the benefit. The maximum performance guarantees 100% of the benefit.
Guidelines on holding shares	Vesting of some or all of the shares acquired under the annual variable remuneration and LTIP (after tax) until the requirement for holding shares is reached.	They must obtain and maintain shares equal to at least to 200% of the fixed remuneration over two years.

The following table contains the main points of the remuneration policy for **non executive members** of the BoD

Structure and payment of remuneration	Determination of the remuneration level
<p>Fees</p> <p>Fixed fees shall be paid covering all meetings. Additional fees shall be paid for additional meetings.</p> <p>An additional fee is paid for participating in or chairing Committees.</p> <p>No variable remuneration or pension benefits are provided.</p>	<p>The ceiling is determined by the BoD on the recommendation of the NRC.</p> <p>The reference market: companies with similar capitalisation, revenue, profits, complexity, international presence, etc.</p>
<p>Civil Liability Insurance</p> <p>Civil liability insurance is provided.</p> <p>Expenses</p> <p>These include but are not limited to: travel and accommodation expenses for attending a Board meeting, participation in training programs, purchasing reading material.</p> <p>Procedure and control of payments</p> <p>They are paid on a monthly basis or at other regular intervals within the relevant financial year.</p>	<p>Determination of fees and increases: this takes into account market prices, working time for the position, any increase in the scale, scope or responsibilities of the role, etc.</p>

3. Total remuneration of members of the Board of Directors

The following tables contain remuneration of all types paid to members of the BoD by REDS Group companies. In particular, Table 1 contains records for each member of the Board of Directors regarding their total remuneration per Group company and per type of remuneration and Table 2 contains records for each member of the Board of Directors regarding their total remuneration per Group company other than REDS and per type of remuneration. Please note that the last table (Table 2) only lists those members of the BoD who received remuneration from Group companies other than REDS.

The individual fields in the tables contain the following information:

<i>Type of remuneration</i>	<i>Contents</i>
1. Fixed remuneration	<p>Basic remuneration: the salaries and fees paid to members of the BoD for services rendered to the Company including those based on specific agreements under the current legislative framework.</p> <p>Fee for participation in committees: fees for participation in or chairing BoD Committees and the Audit Committee.</p> <p>Other expenses: car rental, movement and maintenance costs, mobile telephony costs, private health and life insurance costs. They do not include travel and accommodation costs for attending BoD meetings.</p>
2. Variable remuneration	<p>Performance within the year: remuneration based on the short-term incentive program</p> <p>Performance in subsequent years: remuneration under the long-term incentive program, which matured in the specific financial year.</p>
3. Extraordinary remuneration	Non-recurring remuneration or allowances, such as retention bonus, severance compensation, relocation allowance, non-competition clause compensation, etc.
4. Retirement allowance	The Company's contribution to the pension plan.
5. Total remuneration	The sum of remuneration under Nos. 1,2,3 and 4.
6. Proportion of fixed/variable remuneration	Remuneration under No. 1 is deemed to be fixed remuneration, as is the fixed part of the Company's contribution to the pension plan. The remuneration under Nos. 2 and 3 and the variable part of the Company's contribution to the pension plan are deemed to be variable remuneration.

Table 1 - Total remuneration of members of the BoD by REDS S.A. (amounts in €)

Member's full name	Role	Company	(1) Fixed remuneration				(2) Variable remuneration	(3) Extraordinary remuneration	(4) Retirement Allowance	(5) Total remuneration	(6) Proportion of fixed/variable remuneration
			Payroll	Fee for participation in Committees	Corporate benefits	Amount of annual compensation	Through profits of previous fiscal years				
Christos Panagiotopoulos	Chairman, Executive Member	REDS SA				50,000				50,000	100% / 0%
Georgios Konstantinidis	Managing Director, executive member	REDS SA			4,870	203,335				208,205	100% / 0%
Ioanna Samprakou	Vice-Chairman, non-executive director	REDS SA				30,000				30,000	100% / 0%
Theodoros Pantalakis	Independent, non-executive member Member of Audit Committee	REDS SA		10,000		30,000				40,000	100% / 0%
Georgios Kountouris	Independent, non-executive director	REDS SA				30,000				30,000	100% / 0%
Konstantinos Toumpouros	Independent, non-executive member Member of Audit Committee	REDS AE		10,000		30,000				40,000	100% / 0%
Alexandra Stavropoulou	Member, non-executive member	REDS SA				30,000				30,000	100% / 0%
Ioannis Moraitis (1)	Chairman & Managing Director, executive member	REDS SA	51,972		3,950					55,922	100% / 0%
Grand total 2021			51,972	20,000	8,820	403,335				484,127	

(*) AC: Audit Committee, NR Committee: Nomination and Remuneration Committee

Table 2 - Total remuneration of members of the BoD by REDS Group companies other than REDS S.A. (amounts in €)

Member's full name	Role	Company	(1) Fixed remuneration				(2) Variables	(3) Extraordinary remuneration	(4) Retirement allowance	(5) Total remuneration	(6) Proportion of fixed/variable remuneration
			Payroll	Fee for participation in Committees	Corporate benefits	Amount of annual compensation	Through profits of previous fiscal years				
Theodoros Xenidis (1)	Member, non-executive member	VIALOU SA	14,070		636					14,706	100% / 0%
Grand total 2021			14,070		636					14,706	

*(1) On 09.03.2021 he resigned as a member of the Board of Directors.

No remuneration in the form of shares and/or options was paid during the financial year 2021.

4. Use of clawback

The possibility of clawing back variable remuneration, as described in the Remuneration Policy, was not used during the financial year 2021

5. Compliance with the Remuneration Policy

5.1 Executive members

The Board of Directors, during the year 2021 and until 04/03/2021, had an executive member, the Chairman and CEO of the Company. In implementation of the policy and of the decisions of the Board of Directors, the Chairman's and Managing Director's fixed remuneration was established by a specific agreement (employment contract of indefinite duration), by taking into account the relevant criteria laid down in the Policy. Subsequently, on 05/03/2021, a new 7-member Board of Directors was elected at the Extraordinary General Meeting of 05/03/2021, where two executive members (the President and the CEO) and 5 non-executive members, of which 3 are independent non-executive members, were elected.

Furthermore, no retirement allowance was paid in 2021 as the Company did not implement this plan. Instead, there was civil liability coverage through an insurance contract, private health and life insurance, car fuel allowance.

Lastly, no short-or long-term incentive plans were set up in 2021.

5.2 Non-executive members

Non-executive members were paid fixed remuneration for their participation in the BoD.

Furthermore, neither variable remuneration nor pension benefit were paid, pursuant to the Policy.

6. Deviations from the Remuneration Policy

During the fiscal year 2021 there were no deviations from the Remuneration to be approved by the Policy Annual General Meeting.

7. Annual changes to remuneration and Company performance

Table 3 presents data on the annual change in the remuneration of the members of the Board of Directors by both REDS SA and the other companies of the REDS Group SA during the period 2017 - 2021, the average annual remuneration of the Company's employees, as well as performance indicators for the same period. However, it should be noted that:

- The members of the Board of Directors for the period from 01/01/2021 to 04/03/2021 were elected by the General Meeting of Shareholders on 11 July 2019, while the members of the Board of Directors from 05/03/2021 to 31/12/2021 were elected by the Extraordinary General Meeting of Shareholders on 5 March 2021.
- Remuneration policy for members of the BoD was first adopted in 2020,
- Performance indicators refer to consolidated financial data

Table 3

	2017	2018	2018 vs 2017(%)	2019	2019 vs 2018 (%)	2020	2020 vs 2019(%)	2021	2021 vs 2020 (%)	CAGR 201720 21
GROSS REMUNERATION (amounts in €)										
Gross remuneration of directors of REDS SA by REDS SA	263,104	263,104	0.0%	265,040	0.7%	274.982	3.8%	475.307	72.85%	15.9%
Gross remuneration of members of the Board of Directors from subsidiaries of REDS SA	84.425	84.425	0.0%	84.424	0.0%	109.171	29.3%	14,070	87,11	36.1%
Average gross remuneration of REDS SA staff	43,492	59.588	37.0%	58,476	-1.9%	58,798	0.6%	44,511	-24.30%	0.6%
GROSS REMUNERATION (amounts in €)										
Turnover	6,325	6,552	3.6%	6,872	4.9%	6,501	-5.4%	7,449	14.58%	4.2%
EBITDA	2,105	5,581	165.1%	3,039	-45.5%	4,025	32.8%	4,981	23,41%	24.0%
EBIT	845	4.250	403.0%	1,566	-63.1%	2,259	44.6%	3.202	41,37%	39.5%
Profit/ Loss before taxes	-913	2,722	-398.1%	361	-86.8%	721	101.4%	1,338	84,30	m. d.
Profit/loss after tax & minority rights	-1,515	1,544	-201.9%	-60	-103.9%	111	-292.4%	1,052	814,78	m. d.

Kifissia, 01/07/2022
The Board of Directors