

**DEVELOPERS DIVERSIFIED REALTY CORPORATION
CHARTER OF THE EXECUTIVE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

A. Purposes of the Committee

The purposes of the Executive Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Developers Diversified Realty Corporation (the “Company”) are to:

- (i) discharge the Board’s responsibilities relating to the compensation of the Company’s executives and directors;
- (ii) oversee the Company’s compensation and employee benefit plans and practices; and
- (iii) produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with all applicable rules and regulations.

The Committee shall operate within the Corporate Governance Guidelines established by the Board, as may be amended from time to time.

B. Composition of the Committee

The members of the Committee shall be appointed by and serve at the pleasure of the Board. The Board has the sole authority to remove Committee members and to fill vacancies on the Committee.

1. *Size.* The Committee must be comprised of at least three directors.
2. *Independence.* Each member of the Committee must be independent under (i) criteria established by the Board in compliance with the listing standards of the New York Stock Exchange (“NYSE”), as in effect from time to time; (ii) as defined for purposes of applicable Federal securities laws and rules of the SEC; and (iii) as set forth in the Company’s Corporate Governance Guidelines.
3. *Non-Employee and Outside Directors.* Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other applicable standards of independence under the federal securities and tax laws and as set forth in the Company’s Corporate Governance Guidelines.
4. *Chairperson.* The members of the Committee will designate one member of the Committee to serve as its chairperson.

C. Meetings and Procedures of the Committee

1. *Minimum Number of Meetings and Agendas.* The Committee shall meet at least two times annually. The chairperson will, in conjunction with appropriate members of the Committee, establish the meeting calendar and set the agenda for each meeting. If members of management are requested to attend meetings, meetings will be scheduled according to their availability. All Committee members may suggest the inclusion of matters for the agenda.

2. *Special Meetings.* The chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee.

3. *Subcommittees.* The Committee may form subcommittees of not fewer than two members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

4. *Attendance by Outsiders.* The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee may request.

5. *Executive Session.* The Committee may, at its discretion, meet in executive session outside the presence of the Company's executive officers.

6. *Meeting Reports and Minutes.* Following each of its meetings, the Committee shall report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings and submit such minutes to the Company's corporate secretary for inclusion in the corporate records.

D. Committee Responsibilities

The Committee shall have the following responsibilities:

1. To review and approve periodically and at least annually the goals and objectives relevant to the compensation of the Chief Executive Officer and the Company's other executive officers, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

2. To review periodically and at least annually the Company's executive and employee compensation plans and, if the Committee deems it appropriate, recommend to the Board and shareholders, if required, the adoption of new plans or the amendment of existing plans.

3. To evaluate periodically and at least annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans, and set his or her compensation level based on this evaluation.

In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Company's

performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Company in past years.

4. To review and approve the compensation for executive officers (as that term is defined in the Securities Exchange Act of 1934), including the review and approval of the design and implementation of any incentive arrangements, equity compensation, and supplemental retirement programs. The Committee should consider the compensation's aggregate cost to the Company and its accounting treatment.

5. To review and approve grants and awards to executive officers subject to Section 16 of the Securities Exchange Act of 1934 and other participants under the Company's equity-based compensation plans. The Committee may delegate the approval of grants and awards to those participants not subject to Section 16 as provided in the applicable plan.

6. To evaluate periodically compensation for members of the Board and its committees and to review and approve changes in such compensation. Directors who are employees of the Company shall not be compensated for their service as a director (other than reimbursement of expenses incurred in attending board and committee meetings). In establishing compensation for directors, the Committee may take into account the responsibilities of directors in serving on the Board and its Committees and the compensation provided to directors of other publicly-traded companies.

7. To review and approve any employment, severance or termination arrangements to be made with any executive officer of the Company.

8. To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation or benefit plan.

9. To review and approve perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board.

10. To issue an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

11. To review all equity compensation plans and to approve such plans in its sole discretion, subject to shareholder approval, if required.

E. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance and this Charter. The Committee shall deliver to the Nominating and Corporate Governance Committee a report setting forth the results of its evaluation.

F. Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's responsibilities, and may retain, at the Company's expense, such independent

counsel and other advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate a compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Company.

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