

## **WASHINGTON PRIME GROUP INC. COMPENSATION COMMITTEE CHARTER**

### **Purpose**

The Compensation Committee is appointed by the Board of Directors (the "Board") of Washington Prime Group Inc. (the "Company") to discharge the Board's responsibilities relating to the establishment and administration of the Company's policies, programs and procedures for the annual and long-term compensation of the Company's executive officers. The Compensation Committee shall also administer the Company's and its subsidiaries equity-based compensation plans and programs.

### **Committee Membership**

The Compensation Committee shall consist of at least three directors. Each of the members of the Compensation Committee shall meet the independence standards under the corporate governance requirements of the New York Stock Exchange ("NYSE") and applicable rules of the Securities and Exchange Commission ("SEC"), including any enhanced independence standards applicable to members of compensation committees, and any other legal and regulatory requirements.

The members and Chairperson of the Compensation Committee shall be appointed by the Board. Compensation Committee members may be replaced by the Board. A majority of the members of the Compensation Committee present in person at a meeting shall constitute a quorum.

### **Committee Authority and Responsibilities**

1. In consultation with the executive officers, periodically review and, where necessary, make changes to, the Company's compensation philosophy.
2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers, evaluate the performance of the executive officers in light of those goals and objectives, and set the compensation levels of the executive officers based on this evaluation. In determining the long-term compensation incentive component of executive officers, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to the executive officers at comparable companies, and the awards given to the executive officers in past years.
3. The Compensation Committee shall annually review and approve the compensation structure for the Company's executive officers including salary, bonus and incentive compensation, as well as any special or supplemental benefits. The Compensation Committee shall also periodically review the executive officers' equity ownership interests in the Company and its subsidiaries in order to confirm compliance with the Company's stock ownership guidelines.
4. The Compensation Committee shall review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans. The Compensation

Committee shall be the designated committee to administer the Company's (or its subsidiary's) stock incentive plans, with all the powers delegated to the administrator under such plans, including, without limitation, making grants, allocations and awards under such plans, and determining the attainment of any goals established under such plans.

5. The Compensation Committee shall periodically review the Company's compensation and employee benefit plans and, where appropriate, suggest modifications to those plans, and shall review any proposed new employee benefit plans or amendments to existing benefit plans.
6. The Compensation Committee shall make recommendations to the Board regarding all equity based plans and other compensation arrangements which require approval by the Company's stockholders.
7. In making its decisions affecting executive compensation policies and practices, the Compensation Committee shall consider the results of voting on advisory proposals submitted to stockholders relating to executive compensation.
8. The Compensation Committee shall oversee the process for identifying and addressing any material risks relating to the Company's compensation policies and practices for all employees. The Compensation Committee shall consider the extent, if any, to which risks arising from the Company's compensation policies and practices are reasonably likely to have any material adverse effects. The Compensation Committee shall also consider the extent, if any, to which incentive compensation programs encourage unnecessary or excessive risk taking or illegal or improper behavior by employees.
9. The Compensation Committee shall approve and authorize the Company to enter into any employment agreements, severance arrangements, change in control agreements or provisions, or other compensation-related agreements, in each case as, when and if appropriate, with executive officers of the Company.
10. The Compensation Committee shall approve and periodically assess the effectiveness of any policies, plans or agreements concerning the recoupment of incentive compensation, or "clawback policies."
11. The Compensation Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A") prepared by management and, if appropriate, recommend the inclusion of the CD&A in the Company's Annual Report on Form 10-K and proxy statement and approve the Compensation Committee Report to be included in the proxy statement.
12. The Compensation Committee shall review and approve the Company's policies on perquisites and the value of perquisites for executive officers and directors. No changes in the Company's policies or perquisites for executive officers or directors shall be made without prior Compensation Committee approval.

13. The Compensation Committee shall have the sole authority to retain and terminate any consultant or other advisor engaged to assist the Compensation Committee in the performance of its duties, and shall have sole authority to approve any such consultant's or advisor's fees and other retention terms without consulting or obtaining the approval of the full Board or any officer of the Company. Approval of the Compensation Committee shall also be required in order for any such consultant or advisor to provide any services to the Company not related to executive or director compensation services provided to the Compensation Committee.
14. The Compensation Committee may select a consultant or other advisor only after considering factors relevant to assessing the consultant's or advisor's independence in accordance with applicable SEC and NYSE rules, including but not limited to any other services the consultant or other advisor is providing to the Company.
15. The Compensation Committee may form and delegate authority to subcommittees of directors or designated executive officers for any matter that does not affect the compensation of executive officers.
16. The Compensation Committee shall report its actions and any recommendations to the Board after each Compensation Committee meeting and shall conduct an annual performance evaluation of the Compensation Committee. The Compensation Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### **Meetings**

The Compensation Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. The Compensation Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Compensation Committee or to meet with any members of, or consultants or advisors to, the Compensation Committee.

All determinations of the Compensation Committee shall be made by a majority of its members in person at meetings duly called and held, except as specifically provided herein. Any decision or determination of the Compensation Committee reduced to writing and signed by all of the members of the Compensation Committee shall be fully as effective as if it had been made at a meeting duly called and held.