

**WASHINGTON PRIME GROUP INC.
SUSTAINABILITY COMMITTEE CHARTER**

A. Purpose

The Sustainability Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of Washington Prime Group Inc. (the “**Company**” or “**WPG**”) and it exercises the Board’s authority in respect to those responsibilities delegated to it by the Board and is accountable to the Board for its performance. The purpose of the Committee is to: (1) review, assess, monitor and evaluate WPG’s efforts to address sustainability issues inherent to WPG’s business and operations; (2) review economic incentives for applicable projects offered by local, state or federal governments; (3) make an assessment and recommend, where appropriate, to the Board if WPG should pursue and adopt such incentives; and (4) perform such additional duties as stated in this charter or required by applicable laws or regulations. The Committee shall also assist the Board and the Company in fulfilling its responsibilities and objectives in matters related to implementing sustainable business practices and the Company’s role as a responsible corporate citizen; this includes but is not limited to, environmental performance and opportunities, community engagement and investment, and sustainable energy consumption.

B. Committee Membership

The Committee shall consist of at least three (3) incumbent directors of the Board in good standing. The members and Chairperson of the Committee shall be appointed by the Board. Committee members may be replaced or removed by the Board at any time during their tenure in accordance with the Company’s Governance Principles, bylaws, articles of incorporation and applicable law.

C. Committee Responsibilities

The Committee will have the following responsibilities:

- 1) understand the sustainability issues relevant to the Company (including its affiliates and asset holdings);
- 2) review, evaluate and endorse the Company’s overall strategic approach to sustainability that is developed by Company management;
- 3) review, evaluate and endorse relevant sustainability policies, frameworks, strategies and targets, including, but not limited to, any available economic incentives for applicable projects offered by local, state or federal governments;
- 4) provide input, guidance and advice to the development and prioritization of the Company’s sustainability programs and activities;
- 5) assist in the integration of sustainability considerations into the Company’s business planning and strategy, risk management, processes and culture;
- 6) Annually assess, if necessary, that there is alignment between community engagement and investment initiatives with the Company’s sustainability and business objectives;

- 7) Annually assess, if necessary, that there is appropriate reporting mechanisms to permit the review of the Company's sustainability performance and analyze the impact of the Company's sustainability policies and practices;
- 8) Annually assess, if necessary, that all voluntary and required non-financial disclosures regarding the Company's sustainability practices and policies are incorporated into the Company's periodic reporting process; and
- 9) Review the Company's compliance practices, if any, with relevant sustainability policies and their alignment with the Company's commitment to sustainability.

D. Meetings and Procedures

The Committee shall meet formally at least two (2) times per year and at such other times the Committee considers appropriate to fulfil its responsibilities. The Company's Chief Executive Officer and other Board members not members of the Committee may attend Committee meetings, but shall not have a vote on matters considered by the Committee. The Committee may act by written consent in accordance with the Company's bylaws and applicable law. A majority of the members of the Committee present in person at a meeting shall constitute a quorum.

The Committee Chairperson, or his or her designee, shall report the actions of the Committee and any recommendations to the Board after each Committee meeting and shall conduct an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. This Charter shall only be amended after such proposed amendment(s) is approved by the Committee and the Board; however, technical, corrective, administrative, or other non-substantive amendments to this Charter may be implemented following approval from the Committee's Chairperson or the Company's Chief Executive Officer.