

**WASHINGTON PRIME GROUP INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

Purpose

The Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Washington Prime Group Inc. (the “Company”) to (1) address the broad range of issues surrounding the composition and operation of the Board, (2) develop and recommend to the Board the governance guidelines or principles applicable to the Company and the Board, (3) lead the Board in its annual review of the Board’s performance, (4) develop and recommend to the Board the candidates to be nominated for election as independent members of the Board, and (5) periodically review and make recommendations to the Board regarding compensation for independent members of the Board.

Committee Membership

The Committee shall consist of at least three directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange, and any other legal and regulatory requirements.

The members and Chairperson of the Committee shall be appointed by the Board. Members of the Committee may be replaced by the Board. A majority of the members of the Committee shall constitute a quorum.

Committee Authority and Responsibilities

The Committee shall:

1. Develop and recommend to the Board a set of corporate governance guidelines or principles applicable to the Company;
2. Review and reassess the adequacies of such guidelines or principles annually and recommend to the Board any changes deemed appropriate;
3. Develop policies on the size, composition and criteria applicable to the Board and its members;
4. Assist and generally advise the Board (as a whole) on corporate governance matters;
5. Periodically review, and if appropriate, recommend to the Board revisions to compensation policies and practices for independent members of the Board;
6. Monitor and periodically review, and if appropriate, recommend to the Board revisions to applicable share ownership guidelines for members of the Board;

7. Perform any other duties and functions assigned to the Committee as set forth in the governance guidelines or principles;
8. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Committee shall lead the evaluation of Board members by examining such factors as experience, business judgment, integrity, time and commitment, shareholdings, teamwork and independence;
9. Make a recommendation to the Board whether to accept a resignation tendered by an incumbent Director who, in an uncontested election, does not receive a majority of votes cast "for" his or her election or to accept an offer to resign from a Director who changes his or her primary job responsibility, occupation or business association;
10. In accordance with the Company's governance guidelines or principles, prescribe appropriate qualifications for independent members of the Board based upon the composition of the current Board and any other skills, experience or characteristics of prospective Board members needed or desired;
11. Review, consider and recommend candidates to fill new or vacant positions for independent members on the Board, including the persons to be nominated by the Board for election as independent members of the Board at the Company's annual meeting of shareholders;
12. Review and consider whether the service on another board by an independent member of the Board will adversely impact their ability to remain "independent" under applicable independence standards or will otherwise impair their ability to serve the Company;
13. Retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms;
14. Form and delegate authority to subcommittees when appropriate;
15. Make regular reports to the Board;
16. Obtain advice and assistance from internal or external legal, accounting or other advisors, and approve the fees and other terms and conditions associated with the retaining of any such external advisors;
17. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
18. Annually review the Committee's own performance.

Meetings

The Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. The Committee may request any officer or employee of the Company or the Company's

outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

All determinations of the 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 Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.