

SIMON PROPERTY GROUP, INC.
COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

Purpose

The Compensation and Human Capital Committee (the “Committee”) is appointed by the Board of Directors of Simon Property Group, Inc. (the “Company”) to discharge the Board’s responsibilities relating to (1) 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, (2) administration of the Company’s and its subsidiaries’ equity-based compensation plans and programs, and (3) oversight of human capital management, including but not limited to management succession planning, and talent recruitment, development and retention.

Committee Membership

The Committee shall consist of at least three directors. Each of the members of the 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 of the Committee shall be appointed by the Board. Committee members may be replaced by the Board. Committee members shall select a Chairperson. A majority of the members of the Committee present in person at a meeting shall constitute a quorum.

Committee Authority and Responsibilities

The Committee shall:

1. In consultation with the executive officers, periodically review and, where necessary, make changes to, the Company’s compensation philosophy.
2. 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, including, without limitation, the Chief Executive Officer, 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 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. If the Chairman of the Board is not an Independent Director, annually conduct an evaluation of the performance of the Chairman of the Board, which evaluations will be performed under the leadership of the Lead Independent Director, and the results of such

evaluations shall be communicated to the Independent Directors, as well as the Chief Executive Officer and Chairman of the Board.

4. 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 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.
5. Periodically review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans. The 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.
6. 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.
7. Make recommendations to the Board of Directors regarding all equity-based plans and other compensation arrangements which require approval by the Company's stockholders.
8. In making its decisions affecting executive compensation policies and practices, consider the results of voting on advisory proposals submitted to stockholders relating to executive compensation.
9. Oversee the process for identifying and addressing any material risks relating to the Company's compensation policies and practices for all employees. The 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 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.
10. 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.
11. Approve and periodically assess the effectiveness of any policies, plans or agreements concerning the recoupment of incentive compensation, or "clawback policies."
12. Meet prior to the filing of the Company's Annual Report on Form 10-K for the purpose of reviewing and discussing with management the Compensation Discussion and Analysis ("CD&A") prepared by management and, if appropriate, recommending the inclusion of

the CD&A in the Company's Form 10-K and the proxy statement and approving the Committee Report to be included in the proxy statement.

13. Review and approve the Company's policies on perquisites and the value of perquisites for executive officers and directors and approve any changes thereto.
14. Periodically review and approve or make recommendations to the Board, as appropriate, with respect to certain of the Company's human capital management strategies and policies, including with respect to matters such as management succession planning, workplace environment and culture, and talent recruitment, development and retention.
15. Have the sole authority to retain and terminate any consultant or other advisor engaged to assist the Committee in the performance of its duties, and 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 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 Committee.
16. Have authority to select a consultant or advisor to assist the Committee in carrying out its responsibilities, taking into consideration the consultant's or advisor's independence, and other factors required to be considered under applicable SEC and NYSE rules, as well as any other factors which the members of the Committee deem relevant.
17. Have authority to form and delegate authority to subcommittees of directors or designated executive officers for any matter that does not affect the compensation of executive officers.
18. Report its actions 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.

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 or advisors 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.