

GENERAL GROWTH PROPERTIES, INC.
NOMINATING & GOVERNANCE
COMMITTEE CHARTER
(As of February 5, 2003)

Purpose

The Nominating & Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Nominating & Governance Committee shall consist of no fewer than three members. The members of the Nominating & Governance Committee shall meet the independence requirements of the New York Stock Exchange (subject to the applicable transition rules, as in effect from time to time, set forth in the listing requirements of the New York Stock Exchange).

The members of the Nominating & Governance Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating & Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Nominating & Governance Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
3. The Nominating & Governance Committee shall 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.
4. The Nominating & Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.

6. The Nominating & Governance Committee shall make regular reports to the Board (including an annual report concerning succession planning).
7. The Nominating & Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating & Governance Committee shall annually review its own performance.
8. To the extent the Company is legally required by contract or otherwise (including pursuant to the terms of preferred stock issued by the Company) to provide third parties with the ability to nominate board members, the selection and nomination of such members need not be subject to the Nominating & Governance Committee's nominating process.

NGEDOCs:011813.0002:784217.6