

**GLIMCHER REALTY TRUST
AMENDED AND RESTATED NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER**

I. Purpose of the Committee

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Trustees (the “Board”) of Glimcher Realty Trust (the “Company”) to recommend to the Board:

- a) individuals qualified and eligible to become Board members;
- b) trustee nominees for the next annual meeting of the Company’s shareholders and, from time to time, fill vacancies on the Board;
- c) modifications or enhancements to the Company’s Corporate Governance Guidelines (the “Guidelines”); and
- d) trustee nominees for each Board committee and for the Chairperson of each committee.

The Committee shall also lead and advise the Board in its annual review and evaluation of the performance of the Board and its committees. Such activities shall be conducted in a manner consistent with the Guidelines.

II. Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange and/or that of any other national securities exchange upon which the Company’s securities are listed for trading, and any other applicable legal or regulatory requirements.

a) Appointment

The members of the Committee shall be appointed by the Board on an annual basis and each member shall serve until a successor is duly appointed and qualified. Committee members may be removed or replaced by the Board by a vote of the majority of the Board excluding the member of the Committee to be removed. There shall be a Chairman of the Committee, who shall be appointed by the Board. The elected Chairman will chair all Committee meetings and may cast the tie-breaking vote on any resolution or matter brought to a vote by the Committee.

b) Subcommittees

The Committee may establish a subcommittee of at least two Committee members from time to time for the purpose of considering issues or matters described below, but no decision concerning trustee nominees and Board or Board committee vacancies shall be delegated to a subcommittee.

c) Funding

The Company shall provide adequate funding for the operation of the Committee including, but not limited to, the funding for search firms or consultants to be used to identify trustee candidates or conducting any necessary studies or reviews.

III. Authority

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify trustee candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from legal, accounting or other advisors. The Committee may conduct studies to assist it in recruiting or attracting qualified candidates and may retain, at the Company's expense, such experts and advisors, as it deems necessary to assist in such matters.

III. Meetings

The Committee shall meet at least once annually, or more frequently as the Committee may from time to time determine to be appropriate. The Chairman, or a duly authorized designee of the Chairman, will establish a meeting calendar and set the agenda for each meeting. All Committee members may suggest the inclusion of matters for the agenda. The Chairman or a majority of the members of the Committee may call a special meeting of the Committee. Committee meetings may be held and Committee action may occur in any manner permitted by the Company's Bylaws, provided such action does not violate the federal securities laws, Guidelines, NYSE listing standards or any other applicable law or regulation.

Two or more Committee members, but no less than a majority of all Committee members, shall constitute a quorum. The vote of a majority of the Committee members present at any meeting at which a quorum is present shall be necessary to constitute the act of the Committee. Following each Committee meeting, the Committee Chairman, or a duly authorized designee of the Chairman, shall report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Chairman shall coordinate the taking of minutes at all Committee meetings and submit such minutes to the Company's Secretary for inclusion in the corporate records.

The Committee and its members shall have complete access to management. Should any member of the Committee believe that participation of management or outside advisors in any discussion of a particular subject would be advisable, they are encouraged to make such request to the Chairman.

IV. Committee Duties and Responsibilities. The Committee's policies and procedures should remain flexible in order to best react to changing conditions. The Committee shall have the authority of the Board to perform the following duties and fulfill the following responsibilities:

- The Committee shall review, at least annually, the size, structure and membership of the Board and its committees to assure that the proper skills and experience are represented on the Board and its committees and that the independence standards applicable to the Board and its committees have not been compromised.

- The Committee shall actively seek individuals qualified and eligible to become Board members and recommend such persons to the Board.
- The Committee shall formally propose the slate of trustees to be elected at each annual meeting of the Company's shareholders. In evaluating a candidate for trustee, the Committee shall consider factors that are in the best interests of the Company and its shareholders, including the knowledge, experience, integrity and judgment of possible candidates for nomination as trustees; their potential contribution to the diversity of backgrounds, experience and competencies which the Board desires to have represented; and their ability to devote sufficient time and effort to their duties as trustees.
- The Committee shall consider nominees recommended by shareholders for election to the Board, **provided** the names of such nominees, accompanied by relevant biographical information, are submitted to the Company in accordance with the Company's Bylaws, as the same may be amended from time to time, and any other policies adopted by the Company from time to time.
- As needed, the Committee shall consult with the Chief Executive Officer to keep abreast of management succession issues and management development activities and make periodic reports to the Board concerning its discussions with the CEO.
- The Committee shall develop and recommend to the Board an annual self-evaluation process of the Board and its committees, and shall oversee the annual self-evaluations.
- As needed, the Committee shall oversee the orientation program for new trustees and shall make recommendations to the Board regarding the continuing education of trustees. The Committee shall be responsible for overseeing the organization of Board retreats and finalizing the agenda for such retreats.

The Committee shall periodically review and reassess the adequacy of the Guidelines and Minimum Qualification and Process for Identifying and Evaluating Nominees and recommend any proposed changes to the Board for approval. The Committee shall also oversee the administration of the Guidelines. The Committee shall also:

- Oversee any solicitation of proxies from shareholders and, on an as needed basis, review and recommend changes to any shareholder proxy process.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter as needed, but no less than annually, and recommend any proposed changes or amendments to the Board for approval.
- The Committee shall annually review its own performance.
- The Committee shall make recommendations with respect to Board committee duties and, after consideration of the background of individual Board members, recommend annually and in the event of a vacancy in any committee, to the Board the assignment of members to committees and the designation of committee chairs. The Committee

shall consider periodic rotation of committee members, particularly committee chairs; however, the Committee is not required to recommend rotation of committee members on a specified timetable.

- The Committee shall be available to the Chairman of the Board and other trustees for consultation concerning candidates as trustees and perform such other functions that from time to time may be assigned by the Board.
- The Committee shall do such other things as may be required of like committees of publicly-traded companies under the laws of the United States of America, the federal securities laws, applicable listing standards of the NYSE and/or any other national securities exchange upon which the Company's securities are listed for trading.

V. Intent and Construction

This Charter is intended to comply with the requirements of the NYSE, the federal securities laws and the Guidelines, in the event of a question concerning its terms and provisions, it shall be construed in a manner consistent with those requirements and laws.

VI. Disclosure of the Charter

This Charter will be made available for public inspection on the Company's website to the extent required by the federal securities laws and applicable listing standards of the NYSE and/or any other national securities exchange upon which the Company's securities are listed for trading and/or all other applicable rules, regulations or statutes of any other state or governmental authority.

Adopted: December 9, 2005