

SIMON PROPERTY GROUP, INC.
NOMINATING COMMITTEE CHARTER

Purpose

The Nominating Committee is appointed by the Board of Directors (the "Board") of Simon Property Group, Inc. (the "Company") to develop and recommend to the Board the candidates to be nominated for election as Directors.

Committee Membership

The Nominating Committee shall consist of at least three Directors. The members of the Nominating Committee shall meet the independence requirements of the New York Stock Exchange and any other legal and regulatory requirements no later than the date on which such requirements become effective.

The members of the Nominating Committee shall be appointed by the Board and by the holders of the Company's Class B and Class C common stock, as provided in the Company's Charter. Nominating Committee members may be replaced by the Board. Nominating Committee members shall select a Chairperson. A majority of the members of the Nominating Committee shall constitute a quorum.

Committee Authority and Responsibilities

1. The Nominating Committee, in consultation with the Governance Committee of the Board and in accordance with the Company's Governance Principles, shall proscribe appropriate qualifications for Board members based upon the composition of the current Board and any other skills, experience or characteristics of prospective Board members needed or desired.
2. The Nominating Committee will review, consider and recommend candidates to fill new or vacant positions for independent Directors on the Board of Directors, including the persons to be nominated by the Board of Directors for election as independent Directors at the Company's annual meeting of shareholders.
3. The member(s) of the Nominating Committee appointed by the holders of the Class B common stock of the Company shall have the sole right to nominate that number of persons for election to the Board of Directors as prescribed by the Company's Charter for election by holders of such Class B common stock.
4. The member(s) of the Nominating Committee appointed by the holders of the Class C common stock of the Company shall have the sole right to nominate that number of persons for election to the Board of Directors as prescribed by the Company's Charter for election by holders of such Class C common stock.

5. The Nominating Committee may form and delegate authority to subcommittees when appropriate.
6. The Nominating Committee shall make regular reports to the Board.
7. The Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. The Nominating Committee shall annually review its own performance.
9. The Nominating Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have sole authority to approve the fees and other terms and conditions associated with the retaining of any such external advisors.

Meetings

The Nominating Committee shall meet at least once annually, or more frequently as circumstances dictate. The Nominating Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Nominating Committee or to meet with any members of, or consultants to, the Nominating Committee.

If the Chairperson of the Nominating Committee determines it is necessary or appropriate in order for the proper conduct of the Nominating Committee's business, any member of the Nominating Committee who cannot be in attendance at an Nominating Committee meeting may give the Chairperson of the Nominating Committee his or her written proxy to be used by the Nominating Committee Chairperson to assist in the conduct of business of such meeting. Any such written proxy shall be valid only for the meeting at which the applicable Nominating Committee member cannot be in attendance. All determinations of the Nominating Committee shall be made by a majority of its members present in person or by proxy at meetings duly called and held, except as specifically provided herein. Members of the Nominating Committee appointed by the holders of the Class B stock and Class C stock of the Company may elect to abstain from voting on those persons to be nominated for election as independent Directors of the Company in which event a majority of the remaining members of the Nominating Committee shall have the power to make such determination. Any decision or determination of the Nominating Committee reduced to writing and signed by all of the members of the Nominating Committee shall be fully as effective as if it had been made at a meeting duly called and held.