

**TANGER FACTORY OUTLET CENTERS, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER**

1. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tanger Factory Outlet Centers, Inc. shall have the following purposes and responsibilities:

- A. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
- B. Identify individuals believed to be qualified to become Board members and recommend to the Board individuals for the Board to nominate for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In recommending candidates for election or appointment to the Board, the Committee shall take into consideration any criteria approved by the Board and such other factors as the Committee deems appropriate. These factors may include the following:
- Personal qualities and characteristics, accomplishments and reputation in the business community;
 - Experience with businesses and other organizations of comparable size and current knowledge and contacts in the Company’s industry or other industries relevant to the Company’s business;
 - Experience and understanding of the Company’s business and financial matters affecting its business;
 - Ability and willingness to commit adequate time to Board and committee matters;
 - The fit of the individual’s skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
 - Diversity of viewpoints, background, experience and other demographics.
- C. Identify Board members qualified to fill vacancies on any committee of the Board (including the Nominating and Corporate Governance Committee) and make recommendations to the Board for the appointment of committee members. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any

other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

- D. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- E. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review those principles at least once a year.
- F. Prepare and issue the evaluation required under "Performance Evaluation" below.
- G. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
- H. Recommend to the Board such plan(s) or program(s) as it may deem appropriate for the orientation and continuing education of directors.
- I. Report its findings and actions to the Board on a regular basis and as requested by the Chairman of the Board, and not less than once each year.
- J. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

2. STRUCTURE AND OPERATIONS

A. Composition and Qualifications

The Committee shall consist of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company, each of whom is otherwise "independent" under the rules of the New York Stock Exchange, Inc. and each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

B. Appointment and Removal

Members of the Committee shall be appointed by the Board based on nominations recommended by the Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

C. Chairperson

The Board shall designate one member of the Committee as its chairperson. If the Board does not designate a chairperson, the members of the Committee shall designate a Chairman by the majority vote of the Committee membership.

3. **MEETINGS**

The chairperson (or in his or her absence, a member designated by the chairperson) shall preside at each meeting of the Committee and set the agenda for Committee meeting. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet at least once each year, or more frequently if circumstances dictate, at a time and place determined by the Chairperson.

Members of the Committee may participate in a meeting of the Committee through or by the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. The Committee may take action by unanimous written consent.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

4. **DELEGATION TO SUBCOMMITTEE**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee to the extent consistent with the Company's Articles of Incorporation, bylaws, Corporate Governance Guidelines, and applicable law and rules of markets in which the Company's securities are then trade.

5. **PERFORMANCE EVALUATION**

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee.

The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

6. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel, the Company's regular legal counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.