

## Section 1: 10-Q (10-Q)

**United States**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-Q**

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
**For the quarterly period ended March 31, 2019**  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-11986 (Tanger Factory Outlet Centers, Inc.)  
Commission file number 333-3526-01 (Tanger Properties Limited Partnership)

**TANGER FACTORY OUTLET CENTERS, INC.**  
**TANGER PROPERTIES LIMITED PARTNERSHIP**  
(Exact name of Registrant as specified in its charter)

|  |                                      |
|--|--------------------------------------|
| <b>North Carolina (Tanger Factory Outlet Centers, Inc.)</b>    | <b>56-1815473</b>                    |
| <b>North Carolina (Tanger Properties Limited Partnership)</b>  | <b>56-1822494</b>                    |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**3200 Northline Avenue, Suite 360, Greensboro, NC 27408**  
(Address of principal executive offices)

**(336) 292-3010**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

|                                       |   |
|---------------------------------------|---|
| Tanger Factory Outlet Centers, Inc.   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |
| Tanger Properties Limited Partnership | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

|                                       |   |
|---------------------------------------|---|
| Tanger Factory Outlet Centers, Inc.   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |
| Tanger Properties Limited Partnership | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|   |  |
|---|--|
| Tanger Factory Outlet Centers, Inc.                         | Accelerated filer <input type="checkbox"/>         |
| Large accelerated filer <input checked="" type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/>              | Emerging growth company <input type="checkbox"/>   |

Tanger Properties Limited Partnership

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Tanger Factory Outlet Centers, Inc.

Tanger Properties Limited Partnership

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act).

Tanger Factory Outlet Centers, Inc.  Yes  No

Tanger Properties Limited Partnership  Yes  No

Securities registered pursuant to Section 12(b) of the Act:

Tanger Factory Outlet Centers, Inc.:

| Title of each class                | Trading Symbol(s) | Name of each exchange on which registered |
|------------------------------------|-------------------|---|
| Common Shares,<br>\$0.01 par value | SKT               | New York Stock Exchange                   |

Tanger Properties Limited Partnership:

None

As of May 2, 2019, there were 94,102,666 common shares of Tanger Factory Outlet Centers, Inc. outstanding, \$.01 par value.

## EXPLANATORY NOTE

This report combines the unaudited quarterly reports on Form 10-Q for the quarter ended March 31, 2019 of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership. Unless the context indicates otherwise, the term "Company" refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term "Operating Partnership" refers to Tanger Properties Limited Partnership and subsidiaries. The terms "we", "our" and "us" refer to the Company or the Company and the Operating Partnership together, as the text requires.

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States and Canada. The Company is a fully-integrated, self-administered and self-managed real estate investment trust ("REIT") which, through its controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. The outlet centers and other assets are held by, and all of the operations are conducted by, the Operating Partnership and its subsidiaries. Accordingly, the descriptions of the business, employees and properties of the Company are also descriptions of the business, employees and properties of the Operating Partnership. As the Operating Partnership is the issuer of our registered debt securities, we are required to present a separate set of financial statements for this entity.

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, Tanger GP Trust and Tanger LP Trust. Tanger GP Trust controls the Operating Partnership as its sole general partner. Tanger LP Trust holds a limited partnership interest. As of March 31, 2019, the Company, through its ownership of Tanger GP Trust and Tanger LP Trust, owned 94,102,666 units of the Operating Partnership and other limited partners (the "Non-Company LPs") collectively owned 4,960,684 Class A common limited partnership units. Each Class A common limited partnership unit held by the Non-Company LPs is exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's status as a REIT. Class B common limited partnership units, which are held by Tanger LP Trust, are not exchangeable for common shares of the Company.

Management operates the Company and the Operating Partnership as one enterprise. The management of the Company consists of the same members as the management of the Operating Partnership. These individuals are officers of the Company and employees of the Operating Partnership. The individuals that comprise the Company's Board of Directors are also the same individuals that make up Tanger GP Trust's Board of Trustees.

We believe combining the quarterly reports on Form 10-Q of the Company and the Operating Partnership into this single report results in the following benefits:

- enhancing investors' understanding of the Company and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminating duplicative disclosure and providing a more streamlined and readable presentation since a substantial portion of the disclosure applies to both the Company and the Operating Partnership; and
- creating time and cost efficiencies through the preparation of one combined report instead of two separate reports.

There are only a few differences between the Company and the Operating Partnership, which are reflected in the disclosure in this report. We believe it is important, however, to understand these differences between the Company and the Operating Partnership in the context of how the Company and the Operating Partnership operate as an interrelated consolidated company.

As stated above, the Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership through its wholly-owned subsidiaries, the Tanger GP Trust and Tanger LP Trust. As a result, the Company does not conduct business itself, other than issuing public equity from time to time and incurring expenses required to operate as a public company. However, all operating expenses incurred by the Company are reimbursed by the Operating Partnership, thus the only material item on the Company's income statement is its equity in the earnings of the Operating Partnership. Therefore, the assets and liabilities and the revenues and expenses of the Company and the Operating Partnership are the same on their respective financial statements, except for immaterial differences related to cash, other assets and accrued liabilities that arise from public company expenses paid by the Company. The Company itself does not hold any indebtedness but does guarantee certain debt of the Operating Partnership, as disclosed in this report.

The Operating Partnership holds all of the outlet centers and other assets, including the ownership interests in consolidated and unconsolidated joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from public equity issuances by the Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required through its operations, its incurrence of indebtedness or through the issuance of partnership units.

Noncontrolling interests, shareholder's equity and partner's capital are the main areas of difference between the consolidated financial statements of the Company and those of the Operating Partnership. The limited partnership interests in the Operating Partnership held by the Non-Company LPs are accounted for as partner's capital in the Operating Partnership's financial statements and as noncontrolling interests in the Company's financial statements.

To help investors understand the significant differences between the Company and the Operating Partnership, this report presents the following separate sections, as applicable, for each of the Company and the Operating Partnership:

- Consolidated financial statements;
- The following notes to the consolidated financial statements:
  - Debt of the Company and the Operating Partnership;
  - Shareholders' Equity, if applicable, and Partners' Equity;
  - Earnings Per Share and Earnings Per Unit;
  - Accumulated Other Comprehensive Income of the Company and the Operating Partnership;
- Liquidity and Capital Resources in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

This report also includes separate Item 4. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of the Company and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that the Company and Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

The separate sections in this report for the Company and the Operating Partnership specifically refer to the Company and the Operating Partnership. In the sections that combine disclosure of the Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the Company. Although the Operating Partnership is generally the entity that enters into contracts and joint ventures and holds assets and debt, reference to the Company is appropriate because the business is one enterprise and the Company operates the business through the Operating Partnership.

The Company currently consolidates the Operating Partnership because it has (1) the power to direct the activities of the Operating Partnership that most significantly impact the Operating Partnership's economic performance and (2) the obligation to absorb losses and the right to receive the residual returns of the Operating Partnership that could be potentially significant. The separate discussions of the Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company on a consolidated basis and how management operates the Company.

# TANGER FACTORY OUTLET CENTERS, INC. AND TANGER PROPERTIES LIMITED PARTNERSHIP

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PART I. - FINANCIAL INFORMATION

Item 1 - Financial Statements of Tanger Factory Outlet Centers, Inc.

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share data, unaudited)

|  | March 31, 2019      | December 31,<br>2018 |
|--|---------------------|----------------------|
| <b>Assets</b>  |                     |                      |
| Rental property:   |                     |                      |
| Land   | \$ 267,910          | \$ 278,428           |
| Buildings, improvements and fixtures   | 2,639,764           | 2,764,649            |
| Construction in progress   | —                   | 3,102                |
|  | 2,907,674           | 3,046,179            |
| Accumulated depreciation   | (941,193)           | (981,305)            |
| Total rental property, net   | 1,966,481           | 2,064,874            |
| Cash and cash equivalents  | 1,616               | 9,083                |
| Investments in unconsolidated joint ventures   | 97,654              | 95,969               |
| Deferred lease costs and other intangibles, net  | 106,170             | 116,874              |
| Operating lease right-of-use assets  | 87,679              | —                    |
| Prepays and other assets   | 94,224              | 98,102               |
| <b>Total assets</b>  | <b>\$ 2,353,824</b> | <b>\$ 2,384,902</b>  |
| <b>Liabilities and Equity</b>  |                     |                      |
| <b>Liabilities</b>   |                     |                      |
| Debt:  |                     |                      |
| Senior, unsecured notes, net   | \$ 1,137,145        | \$ 1,136,663         |
| Unsecured term loan, net   | 346,950             | 346,799              |
| Mortgages payable, net   | 86,572              | 87,471               |
| Unsecured lines of credit, net   | 12,117              | 141,985              |
| Total debt   | 1,582,784           | 1,712,918            |
| Accounts payable and accrued expenses  | 87,536              | 82,676               |
| Operating lease liabilities  | 92,354              | —                    |
| Other liabilities  | 87,707              | 83,773               |
| <b>Total liabilities</b>   | <b>1,850,381</b>    | <b>1,879,367</b>     |
| Commitments and contingencies  |                     |                      |
| <b>Equity</b>  |                     |                      |
| Tanger Factory Outlet Centers, Inc.:   |                     |                      |
| Common shares, \$.01 par value, 300,000,000 shares authorized, 94,102,666 and 93,941,783 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively | 941                 | 939                  |
| Paid in capital  | 780,936             | 778,845              |
| Accumulated distributions in excess of net income  | (276,491)           | (272,454)            |
| Accumulated other comprehensive loss   | (27,153)            | (27,151)             |
| Equity attributable to Tanger Factory Outlet Centers, Inc.   | 478,233             | 480,179              |
| Equity attributable to noncontrolling interests:   |                     |                      |
| Noncontrolling interests in Operating Partnership  | 25,210              | 25,356               |
| Noncontrolling interests in other consolidated partnerships  | —                   | —                    |
| <b>Total equity</b>  | <b>503,443</b>      | <b>505,535</b>       |
| <b>Total liabilities and equity</b>  | <b>\$ 2,353,824</b> | <b>\$ 2,384,902</b>  |

The accompanying notes are an integral part of these consolidated financial statements.



**TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except share data, unaudited)

|  | Three months ended<br>March 31, |                  |
|--|---------------------------------|------------------|
|  | 2019                            | 2018             |
| <b>Revenues:</b>   |                                 |                  |
| Rental revenues  | \$ 119,954                      | \$ 120,656       |
| Management, leasing and other services                                   | 1,342                           | 1,199            |
| Other revenues   | 1,859                           | 1,680            |
| <b>Total revenues</b>  | <b>123,155</b>                  | <b>123,535</b>   |
| <b>Expenses:</b>   |                                 |                  |
| Property operating   | 42,377                          | 42,218           |
| General and administrative   | 12,145                          | 11,112           |
| Depreciation and amortization  | 31,760                          | 33,123           |
| <b>Total expenses</b>  | <b>86,282</b>                   | <b>86,453</b>    |
| <b>Other income (expense):</b>   |                                 |                  |
| Interest expense   | (16,307)                        | (15,800)         |
| Gain on sale of assets   | 43,422                          | —                |
| Other income   | 224                             | 209              |
| <b>Total other income (expense)</b>                                      | <b>27,339</b>                   | <b>(15,591)</b>  |
| <b>Income before equity in earnings of unconsolidated joint ventures</b> | <b>64,212</b>                   | <b>21,491</b>    |
| Equity in earnings of unconsolidated joint ventures                      | 1,629                           | 2,194            |
| <b>Net income</b>  | <b>65,841</b>                   | <b>23,685</b>    |
| Noncontrolling interests in Operating Partnership                        | (3,315)                         | (1,217)          |
| Noncontrolling interests in other consolidated partnerships              | (195)                           | 370              |
| <b>Net income attributable to Tanger Factory Outlet Centers, Inc.</b>    | <b>\$ 62,331</b>                | <b>\$ 22,838</b> |
| <b>Basic earnings per common share:</b>                                  |                                 |                  |
| Net income   | \$ 0.66                         | \$ 0.24          |
| <b>Diluted earnings per common share:</b>                                |                                 |                  |
| Net income   | \$ 0.66                         | \$ 0.24          |

*The accompanying notes are an integral part of these consolidated financial statements.*



**TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands, unaudited)

|   | Three months ended March<br>31, |                  |
|---|---------------------------------|------------------|
|   | 2019                            | 2018             |
| <b>Net income</b>   | \$ 65,841                       | \$ 23,685        |
| Other comprehensive income (loss):  |                                 |                  |
| Foreign currency translation adjustments  | 1,949                           | (3,095)          |
| Change in fair value of cash flow hedges  | (1,952)                         | 2,739            |
| Other comprehensive loss  | (3)                             | (356)            |
| <b>Comprehensive income</b>   | 65,838                          | 23,329           |
| Comprehensive income attributable to noncontrolling interests                   | (3,509)                         | (829)            |
| <b>Comprehensive income attributable to Tanger Factory Outlet Centers, Inc.</b> | <b>\$ 62,329</b>                | <b>\$ 22,500</b> |

*The accompanying notes are an integral part of these consolidated financial statements.*

**TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

(In thousands, except share and per share data, unaudited)

|   | Common shares | Paid in capital | Accumulated distributions in excess of earnings | Accumulated other comprehensive loss | Equity attributable to Tanger Factory Outlet Centers, Inc. | Noncontrolling interests in Operating Partnership | Noncontrolling interests in other consolidated partnerships | Total equity |
|---|---------------|-----------------|---|--------------------------------------|--|---|---|--------------|
| <b>Balance, December 31, 2017</b>                                   | \$ 946        | \$ 784,782      | \$ (184,865)                                    | \$ (19,285)                          | \$ 581,578   | \$ 30,724   | \$ —  | \$ 612,302   |
| Net income  | —             | —               | 22,838  | —                                    | 22,838   | 1,217   | (370)   | 23,685       |
| Other comprehensive loss  | —             | —               | —   | (338)                                | (338)  | (18)  | —   | (356)        |
| Compensation under Incentive Award Plan                             | —             | 3,656           | —   | —                                    | 3,656  | —   | —   | 3,656        |
| Grant of 355,184 restricted common share awards, net of forfeitures | 3             | (3)             | —   | —                                    | —  | —   | —   | —            |
| Repurchase of 443,700 common shares, including transaction costs    | (4)           | (9,994)         | —   | —                                    | (9,998)  | —   | —   | (9,998)      |
| Withholding of 89,437 common shares for employee income taxes       | (1)           | (2,067)         | —   | —                                    | (2,068)  | —   | —   | (2,068)      |
| Contributions from noncontrolling interests                         | —             | —               | —   | —                                    | —  | —   | 445   | 445          |
| Adjustment for noncontrolling interests in Operating Partnership    | —             | 379             | —   | —                                    | 379  | (379)   | —   | —            |
| Common dividends (\$0.3425 per share)                               | —             | —               | (32,389)  | —                                    | (32,389)   | —   | —   | (32,389)     |
| Distributions to noncontrolling interests                           | —             | —               | —   | —                                    | —  | (1,711)   | (75)  | (1,786)      |
| <b>Balance, March 31, 2018</b>                                      | \$ 944        | \$ 776,753      | \$ (194,416)                                    | \$ (19,623)                          | \$ 563,658   | \$ 29,833   | \$ —  | \$ 593,491   |

*The accompanying notes are an integral part of these consolidated financial statements.*

**TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In thousands, except share and per share data, unaudited)

|   | Common shares | Paid in capital | Accumulated distributions in excess of earnings | Accumulated other comprehensive loss | Equity attributable to Tanger Factory Outlet Centers, Inc. | Noncontrolling interests in Operating Partnership | Noncontrolling interests in other consolidated partnerships | Total equity |
|---|---------------|-----------------|---|--------------------------------------|--|---|---|--------------|
| <b>Balance, December 31, 2018</b>                                   | \$ 939        | \$ 778,845      | \$ (272,454)                                    | \$ (27,151)                          | \$ 480,179   | \$ 25,356   | \$ —  | \$ 505,535   |
| Net income  | —             | —               | 62,331  | —                                    | 62,331   | 3,315   | 195   | 65,841       |
| Other comprehensive loss  | —             | —               | —   | (2)                                  | (2)  | (1)   | —   | (3)          |
| Compensation under Incentive Award Plan                             | —             | 3,910           | —   | —                                    | 3,910  | —   | —   | 3,910        |
| Grant of 242,167 restricted common share awards, net of forfeitures | 3             | (3)             | —   | —                                    | —  | —   | —   | —            |
| Withholding of 81,284 common shares for employee income taxes       | (1)           | (1,780)         | —   | —                                    | (1,781)  | —   | —   | (1,781)      |
| Contributions from noncontrolling interests                         | —             | —               | —   | —                                    | —  | —   | 18  | 18           |
| Adjustment for noncontrolling interests in Operating Partnership    | —             | (36)            | —   | —                                    | (36)   | 36  | —   | —            |
| Common dividends (\$0.705 per share) <sup>(1)</sup>                 | —             | —               | (66,368)  | —                                    | (66,368)   | —   | —   | (66,368)     |
| Distributions to noncontrolling interests                           | —             | —               | —   | —                                    | —  | (3,496)   | (213)   | (3,709)      |
| <b>Balance, March 31, 2019</b>                                      | \$ 941        | \$ 780,936      | \$ (276,491)                                    | \$ (27,153)                          | \$ 478,233   | \$ 25,210   | \$ —  | \$ 503,443   |

(1) Includes both a \$0.35 cash dividend per common share declared and paid during the first quarter of 2019 and a cash dividend declared in February 2019 payable in May 2019 of \$0.355 per common share.

*The accompanying notes are an integral part of these consolidated financial statements.*

**TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands, unaudited)

|   | Three months ended March 31, |                 |
|---|------------------------------|-----------------|
|   | 2019                         | 2018            |
| <b>OPERATING ACTIVITIES</b>   |                              |                 |
| Net income  | \$ 65,841                    | \$ 23,685       |
| Adjustments to reconcile net income to net cash provided by operating activities:   |                              |                 |
| Depreciation and amortization   | 31,760                       | 33,123          |
| Amortization of deferred financing costs  | 747                          | 783             |
| Gain on sale of assets  | (43,422)                     | —               |
| Equity in earnings of unconsolidated joint ventures                                 | (1,629)                      | (2,194)         |
| Equity-based compensation expense   | 3,818                        | 3,392           |
| Amortization of debt (premiums) and discounts, net                                  | 109                          | 101             |
| Amortization (accretion) of market rent rate adjustments, net                       | 480                          | 562             |
| Straight-line rent adjustments  | (1,970)                      | (1,948)         |
| Distributions of cumulative earnings from unconsolidated joint ventures             | 1,455                        | 2,198           |
| Changes in other assets and liabilities:  |                              |                 |
| Other assets  | 873                          | 1,714           |
| Accounts payable and accrued expenses   | (24,894)                     | (11,412)        |
| <b>Net cash provided by operating activities</b>                                    | <b>33,168</b>                | <b>50,004</b>   |
| <b>INVESTING ACTIVITIES</b>   |                              |                 |
| Additions to rental property  | (9,906)                      | (19,714)        |
| Additions to investments in unconsolidated joint ventures                           | (779)                        | (514)           |
| Net proceeds from sale of assets  | 128,248                      | —               |
| Additions to non-real estate assets   | (174)                        | (303)           |
| Distributions in excess of cumulative earnings from unconsolidated joint ventures   | 8,157                        | 4,494           |
| Additions to deferred lease costs   | (1,209)                      | (1,014)         |
| Other investing activities  | 2,936                        | 2,969           |
| <b>Net cash provided by (used) in investing activities</b>                          | <b>127,273</b>               | <b>(14,082)</b> |
| <b>FINANCING ACTIVITIES</b>   |                              |                 |
| Cash dividends paid   | (32,910)                     | (32,389)        |
| Distributions to noncontrolling interests in Operating Partnership                  | (1,735)                      | (1,711)         |
| Proceeds from revolving credit facility   | 135,200                      | 149,200         |
| Repayments of revolving credit facility   | (265,300)                    | (129,700)       |
| Repayments of notes, mortgages and loans  | (825)                        | (9,379)         |
| Repurchase of common shares, including transaction costs                            | —                            | (9,998)         |
| Employee income taxes paid related to shares withheld upon vesting of equity awards | (1,781)                      | (2,068)         |
| Additions to deferred financing costs   | (65)                         | (2,606)         |
| Proceeds from other financing activities  | 18                           | 445             |
| Payment for other financing activities  | (500)                        | (362)           |
| <b>Net cash used in financing activities</b>  | <b>(167,898)</b>             | <b>(38,568)</b> |
| Effect of foreign currency rate changes on cash and cash equivalents                | (10)                         | (28)            |
| Net decrease in cash and cash equivalents   | (7,467)                      | (2,674)         |
| <b>Cash and cash equivalents, beginning of period</b>                               | <b>9,083</b>                 | <b>6,101</b>    |
| <b>Cash and cash equivalents, end of period</b>                                     | <b>\$ 1,616</b>              | <b>\$ 3,427</b> |

*The accompanying notes are an integral part of these consolidated financial statements.*

Item 1 - Financial Statements of Tanger Properties Limited Partnership

**TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except unit data, unaudited)

|  | March 31, 2019      | December 31,<br>2018 |
|--|---------------------|----------------------|
| <b>Assets</b>  |                     |                      |
| Rental property:   |                     |                      |
| Land   | \$ 267,910          | \$ 278,428           |
| Buildings, improvements and fixtures   | 2,639,764           | 2,764,649            |
| Construction in progress   | —                   | 3,102                |
|  | 2,907,674           | 3,046,179            |
| Accumulated depreciation   | (941,193)           | (981,305)            |
| Total rental property, net   | 1,966,481           | 2,064,874            |
| Cash and cash equivalents  | 1,570               | 8,991                |
| Investments in unconsolidated joint ventures   | 97,654              | 95,969               |
| Deferred lease costs and other intangibles, net  | 106,170             | 116,874              |
| Operating lease right-of-use assets  | 87,679              | —                    |
| Prepays and other assets   | 93,826              | 97,832               |
| <b>Total assets</b>  | <b>\$ 2,353,380</b> | <b>\$ 2,384,540</b>  |
| <b>Liabilities and Equity</b>  |                     |                      |
| <b>Liabilities</b>   |                     |                      |
| Debt:  |                     |                      |
| Senior, unsecured notes, net   | \$ 1,137,145        | \$ 1,136,663         |
| Unsecured term loan, net   | 346,950             | 346,799              |
| Mortgages payable, net   | 86,572              | 87,471               |
| Unsecured lines of credit, net   | 12,117              | 141,985              |
| Total debt   | 1,582,784           | 1,712,918            |
| Accounts payable and accrued expenses  | 87,092              | 82,314               |
| Operating lease liabilities  | 92,354              | —                    |
| Other liabilities  | 87,707              | 83,773               |
| <b>Total liabilities</b>   | <b>1,849,937</b>    | <b>1,879,005</b>     |
| Commitments and contingencies  |                     |                      |
| <b>Equity</b>  |                     |                      |
| Partners' Equity:  |                     |                      |
| General partner, 1,000,000 units outstanding at March 31, 2019 and December 31, 2018   | 5,227               | 4,914                |
| Limited partners, 4,960,684 and 4,960,684 Class A common units, and 93,102,666 and 92,941,783 Class B common units outstanding at March 31, 2019 and December 31, 2018, respectively | 526,850             | 529,252              |
| Accumulated other comprehensive loss   | (28,634)            | (28,631)             |
| Total partners' equity   | 503,443             | 505,535              |
| Noncontrolling interests in consolidated partnerships  | —                   | —                    |
| <b>Total equity</b>  | <b>503,443</b>      | <b>505,535</b>       |
| <b>Total liabilities and equity</b>  | <b>\$ 2,353,380</b> | <b>\$ 2,384,540</b>  |

*The accompanying notes are an integral part of these consolidated financial statements.*

**TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except per unit data, unaudited)

|  | Three months ended March<br>31, |                 |
|--|---------------------------------|-----------------|
|  | 2019                            | 2018            |
| <b>Revenues:</b>   |                                 |                 |
| Rental revenues  | \$ 119,954                      | \$ 120,656      |
| Management, leasing and other services                                   | 1,342                           | 1,199           |
| Other revenues   | 1,859                           | 1,680           |
| <b>Total revenues</b>  | <b>123,155</b>                  | <b>123,535</b>  |
| <b>Expenses:</b>   |                                 |                 |
| Property operating   | 42,377                          | 42,218          |
| General and administrative   | 12,145                          | 11,112          |
| Depreciation and amortization  | 31,760                          | 33,123          |
| <b>Total expenses</b>  | <b>86,282</b>                   | <b>86,453</b>   |
| <b>Other income (expense):</b>   |                                 |                 |
| Interest expense   | (16,307)                        | (15,800)        |
| Gain on sale of assets   | 43,422                          | —               |
| Other income   | 224                             | 209             |
| <b>Total other income (expense)</b>                                      | <b>27,339</b>                   | <b>(15,591)</b> |
| <b>Income before equity in earnings of unconsolidated joint ventures</b> | <b>64,212</b>                   | <b>21,491</b>   |
| Equity in earnings of unconsolidated joint ventures                      | 1,629                           | 2,194           |
| <b>Net income</b>  | <b>65,841</b>                   | <b>23,685</b>   |
| Noncontrolling interests in consolidated partnerships                    | (195)                           | 370             |
| <b>Net income available to partners</b>                                  | <b>65,646</b>                   | <b>24,055</b>   |
| <b>Net income available to limited partners</b>                          | <b>64,983</b>                   | <b>23,814</b>   |
| <b>Net income available to general partner</b>                           | <b>\$ 663</b>                   | <b>\$ 241</b>   |
| <b>Basic earnings per common unit:</b>                                   |                                 |                 |
| Net income   | \$ 0.66                         | \$ 0.24         |
| <b>Diluted earnings per common unit:</b>                                 |                                 |                 |
| Net income   | \$ 0.66                         | \$ 0.24         |

*The accompanying notes are an integral part of these consolidated financial statements.*

**TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In thousands, unaudited)

|   | Three months ended<br>March 31, |                  |
|---|---------------------------------|------------------|
|   | 2019                            | 2018             |
| <b>Net income</b>   | \$ 65,841                       | \$ 23,685        |
| Other comprehensive income (loss):  |                                 |                  |
| Foreign currency translation adjustments  | 1,949                           | (3,095)          |
| Changes in fair value of cash flow hedges   | (1,952)                         | 2,739            |
| Other comprehensive loss  | (3)                             | (356)            |
| <b>Comprehensive income</b>   | 65,838                          | 23,329           |
| Comprehensive income (loss) attributable to noncontrolling interests in consolidated partnerships | (195)                           | 370              |
| <b>Comprehensive income attributable to the Operating Partnership</b>                             | <b>\$ 65,643</b>                | <b>\$ 23,699</b> |

*The accompanying notes are an integral part of these consolidated financial statements.*

**TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EQUITY**

(In thousands, except unit and per unit data, unaudited)

|  | General partner | Limited partners | Accumulated other comprehensive loss | Total partners' equity | Noncontrolling interests in consolidated partnerships | Total equity |
|--|-----------------|------------------|--------------------------------------|------------------------|---|--------------|
| <b>Balance, December 31, 2017</b>  | \$ 5,844        | \$ 626,803       | \$ (20,345)                          | \$ 612,302             | \$ —  | \$ 612,302   |
| Net income   | 241             | 23,814           | —                                    | 24,055                 | (370)   | 23,685       |
| Other comprehensive loss   | —               | —                | (356)                                | (356)                  | —   | (356)        |
| Compensation under Incentive Award Plan  | —               | 3,656            | —                                    | 3,656                  | —   | 3,656        |
| Grant of 355,184 restricted common share awards by the Company, net of forfeitures | —               | —                | —                                    | —                      | —   | —            |
| Repurchase of 443,700 units, including transaction costs                           | —               | (9,998)          | —                                    | (9,998)                | —   | (9,998)      |
| Withholding of 89,437 common units for employee income taxes                       | —               | (2,068)          | —                                    | (2,068)                | —   | (2,068)      |
| Contributions from noncontrolling interests  | —               | —                | —                                    | —                      | 445   | 445          |
| Common distributions (\$0.3425 per common unit)                                    | (342)           | (33,758)         | —                                    | (34,100)               | —   | (34,100)     |
| Distributions to noncontrolling interests  | —               | —                | —                                    | —                      | (75)  | (75)         |
| <b>Balance, March 31, 2018</b>   | \$ 5,743        | \$ 608,449       | \$ (20,701)                          | \$ 593,491             | \$ —  | \$ 593,491   |

|  | General partner | Limited partners | Accumulated other comprehensive loss | Total partners' equity | Noncontrolling interests in consolidated partnerships | Total equity |
|--|-----------------|------------------|--------------------------------------|------------------------|---|--------------|
| <b>Balance, December 31, 2018</b>                              | \$ 4,914        | \$ 529,252       | \$ (28,631)                          | \$ 505,535             | \$ —  | \$ 505,535   |
| Net income   | 663             | 64,983           | —                                    | 65,646                 | 195   | 65,841       |
| Other comprehensive loss                                       | —               | —                | (3)                                  | (3)                    | —   | (3)          |
| Compensation under Incentive Award Plan                        | —               | 3,910            | —                                    | 3,910                  | —   | 3,910        |
| Grant of 242,167 restricted common share awards by the Company | —               | —                | —                                    | —                      | —   | —            |
| Withholding of 81,284 common units for employee income taxes   | —               | (1,781)          | —                                    | (1,781)                | —   | (1,781)      |
| Contributions from noncontrolling interests                    | —               | —                | —                                    | —                      | 18  | 18           |
| Common distributions (\$0.705 per common unit) <sup>(1)</sup>  | (350)           | (69,514)         | —                                    | (69,864)               | —   | (69,864)     |
| Distributions to noncontrolling interests                      | —               | —                | —                                    | —                      | (213)   | (213)        |
| <b>Balance, March 31, 2019</b>                                 | \$ 5,227        | \$ 526,850       | \$ (28,634)                          | \$ 503,443             | \$ —  | \$ 503,443   |

(1) Includes both a \$0.35 cash dividend per common unit declared and paid during the first quarter of 2019 and a cash dividend declared in February 2019 payable in May 2019 of \$0.355 per common unit.

*The accompanying notes are an integral part of these consolidated financial statements.*



**TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands, unaudited)

|   | Three months ended March 31, |                 |
|---|------------------------------|-----------------|
|   | 2019                         | 2018            |
| <b>OPERATING ACTIVITIES</b>   |                              |                 |
| Net income  | \$ 65,841                    | \$ 23,685       |
| Adjustments to reconcile net income to net cash provided by operating activities:   |                              |                 |
| Depreciation and amortization   | 31,760                       | 33,123          |
| Amortization of deferred financing costs  | 747                          | 783             |
| Gain on sale of assets  | (43,422)                     | —               |
| Equity in earnings of unconsolidated joint ventures                                 | (1,629)                      | (2,194)         |
| Equity-based compensation expense   | 3,818                        | 3,392           |
| Amortization of debt (premiums) and discounts, net                                  | 109                          | 101             |
| Amortization (accretion) of market rent rate adjustments, net                       | 480                          | 562             |
| Straight-line rent adjustments  | (1,970)                      | (1,948)         |
| Distributions of cumulative earnings from unconsolidated joint ventures             | 1,455                        | 2,198           |
| Changes in other assets and liabilities:  |                              |                 |
| Other assets  | 1,001                        | 1,903           |
| Accounts payable and accrued expenses   | (24,976)                     | (11,639)        |
| <b>Net cash provided by operating activities</b>                                    | <b>33,214</b>                | <b>49,966</b>   |
| <b>INVESTING ACTIVITIES</b>   |                              |                 |
| Additions to rental property  | (9,906)                      | (19,714)        |
| Additions to investments in unconsolidated joint ventures                           | (779)                        | (514)           |
| Net proceeds from sale of assets  | 128,248                      | —               |
| Additions to non-real estate assets   | (174)                        | (303)           |
| Distributions in excess of cumulative earnings from unconsolidated joint ventures   | 8,157                        | 4,494           |
| Additions to deferred lease costs   | (1,209)                      | (1,014)         |
| Other investing activities  | 2,936                        | 2,969           |
| <b>Net cash provided by (used) in investing activities</b>                          | <b>127,273</b>               | <b>(14,082)</b> |
| <b>FINANCING ACTIVITIES</b>   |                              |                 |
| Cash distributions paid   | (34,645)                     | (34,100)        |
| Proceeds from revolving credit facility   | 135,200                      | 149,200         |
| Repayments of revolving credit facility   | (265,300)                    | (129,700)       |
| Repayments of notes, mortgages and loans  | (825)                        | (9,379)         |
| Repurchase of units, including transaction costs                                    | —                            | (9,998)         |
| Employee income taxes paid related to shares withheld upon vesting of equity awards | (1,781)                      | (2,068)         |
| Additions to deferred financing costs   | (65)                         | (2,606)         |
| Proceeds from other financing activities  | 18                           | 445             |
| Payment for other financing activities  | (500)                        | (362)           |
| <b>Net cash used in financing activities</b>  | <b>(167,898)</b>             | <b>(38,568)</b> |
| Effect of foreign currency on cash and cash equivalents                             | (10)                         | (28)            |
| Net decrease in cash and cash equivalents   | (7,421)                      | (2,712)         |
| <b>Cash and cash equivalents, beginning of period</b>                               | <b>8,991</b>                 | <b>6,050</b>    |
| <b>Cash and cash equivalents, end of period</b>                                     | <b>\$ 1,570</b>              | <b>\$ 3,338</b> |

*The accompanying notes are an integral part of these consolidated financial statements.*

**TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES**

**TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES**

**CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Business**

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States and Canada. We are a fully-integrated, self-administered and self-managed real estate investment trust ("REIT") which, through our controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. As of March 31, 2019, we owned and operated 32 consolidated outlet centers, with a total gross leasable area of approximately 12.0 million square feet. We also had partial ownership interests in 8 unconsolidated outlet centers totaling approximately 2.4 million square feet, including 4 outlet centers in Canada.

Our outlet centers and other assets are held by, and all of our operations are conducted by, Tanger Properties Limited Partnership and subsidiaries. Accordingly, the descriptions of our business, employees and properties are also descriptions of the business, employees and properties of the Operating Partnership. Unless the context indicates otherwise, the term "Company" refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term, "Operating Partnership", refers to Tanger Properties Limited Partnership and subsidiaries. The terms "we", "our" and "us" refer to the Company or the Company and the Operating Partnership together, as the text requires.

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, Tanger GP Trust and Tanger LP Trust. Tanger GP Trust is the sole general partner of the Operating Partnership. Tanger LP Trust holds a limited partnership interest. As of March 31, 2019, the Company, through its ownership of Tanger GP Trust and Tanger LP Trust, owned 94,102,666 units of the Operating Partnership and other limited partners (the "Non-Company LPs") collectively owned 4,960,684 Class A common limited partnership units. Each Class A common limited partnership unit held by the Non-Company LPs is exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's REIT status. Class B common limited partnership units, which are held by Tanger LP Trust, are not exchangeable for common shares of the Company.

**2. Basis of Presentation**

The unaudited consolidated financial statements included herein have been prepared pursuant to accounting principles generally accepted in the United States of America and should be read in conjunction with the consolidated financial statements and notes thereto of the Company's and the Operating Partnership's combined Annual Report on Form 10-K for the year ended December 31, 2018. The December 31, 2018 balance sheet data in this Form 10-Q was derived from audited financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC's rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the financial statements for the interim periods have been made. The results of interim periods are not necessarily indicative of the results for a full year.

Certain prior period balances in the accompanying unaudited consolidated statements of operations have been reclassified or combined to conform to the current period presentation.

The Company currently consolidates the Operating Partnership because it has (1) the power to direct the activities of the Operating Partnership that most significantly impact the Operating Partnership's economic performance and (2) the obligation to absorb losses and the right to receive the residual returns of the Operating Partnership that could be potentially significant.

We consolidate properties that are wholly-owned and properties where we own less than 100% but control such properties. Control is determined using an evaluation based on accounting standards related to the consolidation of voting interest entities and variable interest entities ("VIE"). For joint ventures that are determined to be a VIE, we consolidate the entity where we are deemed to be the primary beneficiary. Determination of the primary beneficiary is based on whether an entity has (1) the power to direct the activities of the VIE that most significantly impact the entity's economic performance, and (2) the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. Our determination of the primary beneficiary considers all relationships between us and the VIE, including management agreements and other contractual arrangements.

Investments in real estate joint ventures that we do not control but may exercise significant influence on are accounted for using the equity method of accounting. These investments are recorded initially at cost and subsequently adjusted for our equity in the joint venture's net income or loss, cash contributions, distributions and other adjustments required under the equity method of accounting.

For certain investments in real estate joint ventures, we record our equity in the venture's net income or loss under the hypothetical liquidation at book value ("HLBV") method of accounting due to the structures and the preferences we receive on the distributions from our joint ventures pursuant to the respective joint venture agreements for those joint ventures. Under this method, we recognize income and loss in each period based on the change in liquidation proceeds we would receive from a hypothetical liquidation of our investment based on depreciated book value. Therefore, income or loss may be allocated disproportionately as compared to the ownership percentages due to specified preferred return rate thresholds and may be more or less than actual cash distributions received and more or less than what we may receive in the event of an actual liquidation.

We separately report investments in joint ventures for which accumulated distributions have exceeded investments in, and our share of net income or loss of, the joint ventures within other liabilities in the consolidated balance sheets because we are committed to provide further financial support to these joint ventures. The carrying amount of our investments in the Charlotte, Galveston/Houston, and Columbus joint ventures are less than zero because of financing or operating distributions that were greater than net income, as net income includes non-cash charges for depreciation and amortization.

"Noncontrolling interests in the Operating Partnership" reflects the Non-Company LP's percentage ownership of the Operating Partnership's units. "Noncontrolling interests in other consolidated partnerships" consist of outside equity interests in partnerships or joint ventures not wholly-owned by the Company or the Operating Partnership that are consolidated with the financial results of the Company and Operating Partnership because the Operating Partnership exercises control over the entities that own the properties. Noncontrolling interests are initially recorded in the consolidated balance sheets at fair value based upon purchase price allocations. Income is allocated to the noncontrolling interests based on the allocation provisions within the partnership or joint venture agreements.

### 3. Disposition of Properties

During the three months ended March 31, 2019, the Company closed on the sale of four non-core outlet centers for total gross proceeds of \$130.5 million.

The following table sets forth certain summarized information regarding the properties sold during the three months ended March 31, 2019:

| Property   | Location   | Date Sold  | Square Feet<br>(in 000's) | Net Sales<br>Proceeds<br>(in 000's) | Gain on Sale (in<br>000's) |
|--|--|------------|---------------------------|-------------------------------------|----------------------------|
| Nags Head, Ocean City,<br>Park City, and<br>Williamsburg | Nags Head, NC, Ocean City,<br>MD, Park City, UT, and<br>Williamsburg, IA | March 2019 | 878                       | \$ 128,248                          | \$ 43,422                  |

The rental properties sold did not meet the criteria to be reported as discontinued operations.

### 4. Investments in Unconsolidated Real Estate Joint Ventures

The equity method of accounting is used to account for each of the individual joint ventures. We have an ownership interest in the following unconsolidated real estate joint ventures:

| As of March 31, 2019  |                        |             |                           |  |  |
|---|------------------------|-------------|---------------------------|--|--|
| Joint Venture   | Outlet Center Location | Ownership % | Square Feet<br>(in 000's) | Carrying Value of<br>Investment (in<br>millions) | Total Joint Venture<br>Debt, Net<br>(in millions) <sup>(1)</sup> |
| Investments included in investments in unconsolidated joint ventures: |                        |             |                           |  |  |
| RioCan Canada   | Various                | 50.0%       | 924                       | \$ 97.7  | \$ 9.5   |
|   |                        |             |                           | \$ 97.7  |  |
| Investments included in other liabilities:                            |                        |             |                           |  |  |
| Columbus <sup>(2)</sup>   | Columbus, OH           | 50.0%       | 355                       | \$ (2.6)   | \$ 84.8  |
| Charlotte <sup>(2)</sup>  | Charlotte, NC          | 50.0%       | 399                       | (11.2)   | 99.5   |
| National Harbor <sup>(2)</sup>  | National Harbor, MD    | 50.0%       | 341                       | (5.0)  | 94.4   |
| Galveston/Houston <sup>(2)</sup>                                      | Texas City, TX         | 50.0%       | 353                       | (20.6)   | 79.7   |
|   |                        |             |                           | \$ (39.4)  |  |

As of December 31, 2018

| Joint Venture   | Outlet Center Location | Ownership % | Square Feet<br>(in 000's) | Carrying Value of<br>Investment (in<br>millions) | Total Joint Venture<br>Debt, Net<br>(in millions) <sup>(1)</sup> |
|---|------------------------|-------------|---------------------------|--|--|
| Investments included in investments in unconsolidated joint ventures: |                        |             |                           |  |  |
| RioCan Canada   | Various                | 50.0%       | 924                       | \$ 96.0  | \$ 9.3   |
|   |                        |             |                           | \$ 96.0  |  |
| Investments included in other liabilities:                            |                        |             |                           |  |  |
| Columbus <sup>(2)</sup>   | Columbus, OH           | 50.0%       | 355                       | \$ (1.6)   | \$ 84.7  |
| Charlotte <sup>(2)</sup>  | Charlotte, NC          | 50.0%       | 398                       | (10.8)   | 99.5   |
| National Harbor <sup>(2)</sup>  | National Harbor, MD    | 50.0%       | 341                       | (5.1)  | 94.5   |
| Galveston/Houston <sup>(2)</sup>                                      | Texas City, TX         | 50.0%       | 353                       | (15.0)   | 79.6   |
|   |                        |             |                           | \$ (32.5)  |  |

(1) Net of debt origination costs and including premiums of \$1.4 million as of March 31, 2019 and December 31, 2018.

(2) The negative carrying value is due to distributions exceeding contributions and increases or decreases from our equity in earnings of the joint venture.

Fees we received for various services provided to our unconsolidated joint ventures were recognized in management, leasing and other services as follows (in thousands):

|   | Three months ended<br>March 31, |          |
|---|---------------------------------|----------|
|   | 2019                            | 2018     |
| Fee:  |                                 |          |
| Management and marketing                                  | \$ 566                          | \$ 567   |
| Leasing and other fees                                    | 31                              | 46       |
| Expense reimbursements from unconsolidated joint ventures | 745                             | 586      |
| Total Fees  | \$ 1,342                        | \$ 1,199 |

Expense reimbursements from unconsolidated joint ventures were previously included in expense reimbursements in our 2018 10-Q. As these revenues are not related to leases, the 2018 amounts have been reclassified to management, leasing and other services on the consolidated statements of operations to conform to the current year presentation. See Note 17 for discussion of adoption of Accounting Standards Codification Topic 842 "Leases".

Our investments in real estate joint ventures are reduced by the percentage of the profits earned for leasing and development services associated with our ownership interest in each joint venture. Our carrying value of investments in unconsolidated joint ventures differs from our share of the assets reported in the "Summary Balance Sheets - Unconsolidated Joint Ventures" shown below due to adjustments to the book basis, including intercompany profits on sales of services that are capitalized by the unconsolidated joint ventures. The differences in basis (totaling \$4.0 million and \$4.1 million as of March 31, 2019 and December 31, 2018, respectively) are amortized over the various useful lives of the related assets.

Condensed combined summary financial information of unconsolidated joint ventures accounted for using the equity method is as follows (in thousands):

| <b>Condensed Combined Balance Sheets - Unconsolidated Joint Ventures</b> | March 31, 2019    | December 31,<br>2018 |
|--|-------------------|----------------------|
| <b>Assets</b>  |                   |                      |
| Land   | \$ 92,440         | \$ 91,443            |
| Buildings, improvements and fixtures                                     | 474,981           | 469,834              |
| Construction in progress   | 3,455             | 2,841                |
|  | 570,876           | 564,118              |
| Accumulated depreciation   | (119,996)         | (113,713)            |
| Total rental property, net   | 450,880           | 450,405              |
| Cash and cash equivalents  | 11,744            | 16,216               |
| Deferred lease costs and other intangibles, net                          | 8,098             | 8,437                |
| Prepays and other assets   | 15,963            | 25,648               |
| <b>Total assets</b>  | <b>\$ 486,685</b> | <b>\$ 500,706</b>    |
| <b>Liabilities and Owners' Equity</b>                                    |                   |                      |
| Mortgages payable, net   | \$ 367,933        | \$ 367,865           |
| Accounts payable and other liabilities                                   | 11,933            | 13,414               |
| Total liabilities  | 379,866           | 381,279              |
| Owners' equity   | 106,819           | 119,427              |
| <b>Total liabilities and owners' equity</b>                              | <b>\$ 486,685</b> | <b>\$ 500,706</b>    |

| <b>Condensed Combined Statements of Operations<br/>- Unconsolidated Joint Ventures</b> | Three months ended<br>March 31, |                  |
|--|---------------------------------|------------------|
|  | 2019                            | 2018             |
| <b>Revenues</b>  | <b>\$ 23,463</b>                | <b>\$ 23,997</b> |
| <b>Expenses:</b>   |                                 |                  |
| Property operating   | 9,790                           | 9,928            |
| General and administrative   | 90                              | 198              |
| Depreciation and amortization  | 6,110                           | 6,363            |
| Total expenses   | 15,990                          | 16,489           |
| <b>Other income (expense):</b>   |                                 |                  |
| Interest expense   | (4,134)                         | (3,077)          |
| Other income   | 66                              | 52               |
| Total other income (expense)   | \$ (4,068)                      | \$ (3,025)       |
| <b>Net income</b>  | <b>\$ 3,405</b>                 | <b>\$ 4,483</b>  |
| <b>The Company and Operating Partnership's share of:</b>                               |                                 |                  |
| Net income   | \$ 1,629                        | \$ 2,194         |
| Depreciation and amortization (real estate related)                                    | \$ 3,130                        | \$ 3,229         |

## 5. Debt Guaranteed by the Company

All of the Company's debt is held by the Operating Partnership and its consolidated subsidiaries.

The Company guarantees the Operating Partnership's obligations with respect to its unsecured lines of credit which have a total borrowing capacity of \$600.0 million. The Company also guarantees the Operating Partnership's unsecured term loan.

The Operating Partnership had the following principal amounts outstanding on the debt guaranteed by the Company (in thousands):

|                           | As of          |                   |
|---------------------------|----------------|-------------------|
|                           | March 31, 2019 | December 31, 2018 |
| Unsecured lines of credit | \$ 15,000      | \$ 145,100        |
| Unsecured term loan       | \$ 350,000     | \$ 350,000        |

## 6. Debt of the Operating Partnership

The debt of the Operating Partnership consisted of the following (in thousands):

|                                 | Stated Interest Rate (s) | Maturity Date               | As of March 31, 2019 |                           | As of December 31, 2018 |                           |
|---------------------------------|--------------------------|-----------------------------|----------------------|---------------------------|-------------------------|---------------------------|
|                                 |                          |                             | Principal            | Book Value <sup>(1)</sup> | Principal               | Book Value <sup>(1)</sup> |
| <b>Senior, unsecured notes:</b> |                          |                             |                      |                           |                         |                           |
| Senior notes                    | 3.875%                   | December 2023               | \$ 250,000           | \$ 246,823                | \$ 250,000              | \$ 246,664                |
| Senior notes                    | 3.750%                   | December 2024               | 250,000              | 247,855                   | 250,000                 | 247,765                   |
| Senior notes                    | 3.125%                   | September 2026              | 350,000              | 345,805                   | 350,000                 | 345,669                   |
| Senior notes                    | 3.875%                   | July 2027                   | 300,000              | 296,662                   | 300,000                 | 296,565                   |
| <b>Mortgages payable:</b>       |                          |                             |                      |                           |                         |                           |
| Atlantic City <sup>(2)(3)</sup> | 5.14%-7.65%              | November 2021-December 2026 | 33,454               | 35,375                    | 34,279                  | 36,298                    |
| Southaven                       | LIBOR + 1.80%            | April 2021                  | 51,400               | 51,197                    | 51,400                  | 51,173                    |
| Unsecured term loan             | LIBOR + 0.90%            | April 2024                  | 350,000              | 346,950                   | 350,000                 | 346,799                   |
| Unsecured lines of credit       | LIBOR + 0.875%           | October 2021                | 15,000               | 12,117                    | 145,100                 | 141,985                   |
|                                 |                          |                             | <b>\$ 1,599,854</b>  | <b>\$ 1,582,784</b>       | <b>\$ 1,730,779</b>     | <b>\$ 1,712,918</b>       |

(1) Including premiums and net of debt discount and debt origination costs.

(2) The effective interest rate assigned during the purchase price allocation to the Atlantic City mortgages assumed during the acquisition in 2011 was 5.05%.

(3) Principal and interest due monthly with remaining principal due at maturity.

Certain of our properties, which had a net book value of approximately \$178.5 million at March 31, 2019, serve as collateral for mortgages payable. We maintain unsecured lines of credit that provide for borrowings of up to \$600.0 million. The unsecured lines of credit include a \$20.0 million liquidity line and a \$580.0 million syndicated line. The syndicated line may be increased up to \$1.2 billion through an accordion feature in certain circumstances. As of March 31, 2019, letters of credit totaling approximately \$170,000 were issued under the lines of credit.

We provide guarantees to lenders for our joint ventures which include standard non-recourse carve out indemnifications for losses arising from items such as but not limited to fraud, physical waste, payment of taxes, environmental indemnities, misapplication of insurance proceeds or security deposits and failure to maintain required insurance. For construction and term loans, we may include a guaranty of completion as well as a principal guaranty ranging from 5% to 100% of principal. The principal guarantees include terms for release or reduction based upon satisfactory completion of construction and performance targets including occupancy thresholds and minimum debt service coverage tests. As of March 31, 2019, the maximum amount of unconsolidated joint venture debt guaranteed by the Company was \$19.4 million.

The unsecured lines of credit and senior unsecured notes include covenants that require the maintenance of certain ratios, including debt service coverage and leverage, and limit the payment of dividends such that dividends and distributions will not exceed funds from operations, as defined in the agreements, for the prior fiscal year on an annual basis or 95% of funds from operations on a cumulative basis. As of March 31, 2019, we believe we were in compliance with all of our debt covenants.

### Debt Maturities

Maturities of the existing long-term debt as of March 31, 2019 for the next five years and thereafter are as follows (in thousands):

| Calendar Year                           | Amount       |
|---|--------------|
| For the remainder of 2019               | \$ 2,545     |
| 2020                                    | 3,566        |
| 2021                                    | 72,193       |
| 2022                                    | 4,436        |
| 2023                                    | 254,768      |
| Thereafter                              | 1,262,346    |
| Subtotal                                | 1,599,854    |
| Net discount and debt origination costs | (17,070)     |
| Total                                   | \$ 1,582,784 |



## 7. Derivative Financial Instruments

The following table summarizes the terms and fair values of our derivative financial instruments, as well as their classifications within the consolidated balance sheets (notional amounts and fair values in thousands):

| Effective Date                             | Maturity Date    | Notional Amount   | Bank Pay Rate | Company Fixed Pay Rate | Fair Value      |                   |
|--|------------------|-------------------|---------------|------------------------|-----------------|-------------------|
|  |                  |                   |               |                        | March 31, 2019  | December 31, 2018 |
| <b>Assets (Liabilities)<sup>(1)</sup>:</b> |                  |                   |               |                        |                 |                   |
| April 13, 2016                             | January 1, 2021  | 175,000           | 1 month LIBOR | 1.03%                  | \$ 3,773        | \$ 4,948          |
| March 1, 2018                              | January 31, 2021 | 40,000            | 1 month LIBOR | 2.47%                  | (156)           | (6)               |
| August 14, 2018                            | January 1, 2021  | 150,000           | 1 month LIBOR | 2.20%                  | 180             | 807               |
| <b>Total</b>                               |                  | <b>\$ 365,000</b> |               |                        | <b>\$ 3,797</b> | <b>\$ 5,749</b>   |

(1) Asset balances are recorded in prepaids and other assets on the consolidated balance sheets and liabilities are recorded in other liabilities on the consolidated balance sheets.

The derivative financial instruments are comprised of interest rate swaps, which are designated and qualify as cash flow hedges, each with a separate counterparty. We do not use derivatives for trading or speculative purposes and currently do not have any derivatives that are not designated as hedges.

Changes in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in accumulated other comprehensive loss and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings.

The following table represents the effect of the derivative financial instruments on the accompanying consolidated financial statements (in thousands):

|   | Three months ended March 31, |          |
|---|------------------------------|----------|
|   | 2019                         | 2018     |
| <b>Interest Rate Swaps (Effective Portion):</b>       |                              |          |
| Amount of gain (loss) recognized in OCI on derivative | \$ (1,952)                   | \$ 2,739 |

## 8. Fair Value Measurements

Fair value guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers are defined as follows:

| Tier    | Description  |
|---------|--|
| Level 1 | Observable inputs such as quoted prices in active markets  |
| Level 2 | Inputs other than quoted prices in active markets that are either directly or indirectly observable                        |
| Level 3 | Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions |

### Fair Value Measurements on a Recurring Basis

The following table sets forth our assets and liabilities that are measured at fair value within the fair value hierarchy (in thousands):

|   | Total    | Level 1<br>Quoted Prices in<br>Active Markets for<br>Identical Assets<br>or Liabilities | Level 2<br>Significant<br>Observable Inputs | Level 3<br>Significant<br>Unobservable<br>Inputs |
|---|----------|---|---|--|
| <b>Fair value as of March 31, 2019:</b>         |          |   |   |  |
| <b>Asset:</b>                                   |          |   |   |  |
| Interest rate swaps (prepaids and other assets) | \$ 3,953 | \$ —  | \$ 3,953                                    | \$ —   |
| Total assets                                    | \$ 3,953 | \$ —  | \$ 3,953                                    | \$ —   |
| <b>Liabilities:</b>                             |          |   |   |  |
| Interest rate swaps (other liabilities)         | \$ 156   | \$ —  | \$ 156                                      | \$ —   |
| Total liabilities                               | \$ 156   | \$ —  | \$ 156                                      | \$ —   |

|   | Total    | Level 1<br>Quoted Prices in<br>Active Markets for<br>Identical Assets<br>or Liabilities | Level 2<br>Significant<br>Observable Inputs | Level 3<br>Significant<br>Unobservable<br>Inputs |
|---|----------|---|---|--|
| <b>Fair value as of December 31, 2018:</b>      |          |   |   |  |
| <b>Asset:</b>                                   |          |   |   |  |
| Interest rate swaps (prepaids and other assets) | \$ 5,755 | \$ —  | \$ 5,755                                    | \$ —   |
| Total assets                                    | \$ 5,755 | \$ —  | \$ 5,755                                    | \$ —   |
| <b>Liabilities:</b>                             |          |   |   |  |
| Interest rate swaps (other liabilities)         | \$ 6     | \$ —  | \$ 6  | \$ —   |
| Total liabilities                               | \$ 6     | \$ —  | \$ 6  | \$ —   |

Fair values of interest rate swaps are approximated using Level 2 inputs based on current market data received from financial sources that trade such instruments and are based on prevailing market data and derived from third party proprietary models based on well recognized financial principles including counterparty risks, credit spreads and interest rate projections, as well as reasonable estimates about relevant future market conditions.

### Other Fair Value Disclosures

The estimated fair value within the fair value hierarchy and recorded value of our debt consisting of senior unsecured notes, unsecured term loans, secured mortgages and unsecured lines of credit were as follows (in thousands):

|   | March 31, 2019 | December 31, 2018 |
|---|----------------|-------------------|
| Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities | \$ —           | \$ —              |
| Level 2 Significant Observable Inputs                                       | 1,116,493      | 1,085,138         |
| Level 3 Significant Unobservable Inputs                                     | 452,278        | 583,337           |
| Total fair value of debt  | \$ 1,568,771   | \$ 1,668,475      |
| Recorded value of debt  | \$ 1,582,784   | \$ 1,712,918      |

Our senior unsecured notes are publicly-traded which provides quoted market rates. However, due to the limited trading volume of these notes, we have classified these instruments as Level 2 in the hierarchy. Our other debt is classified as Level 3 given the unobservable inputs utilized in the valuation. Our unsecured term loan, unsecured lines of credit and variable interest rate mortgages are all LIBOR based instruments. When selecting the discount rates for purposes of estimating the fair value of these instruments, we evaluated the original credit spreads and do not believe that the use of them differs materially from current credit spreads for similar instruments and therefore the recorded values of these debt instruments is considered their fair value.

The carrying values of cash and cash equivalents, receivables, accounts payable, accrued expenses and other assets and liabilities are reasonable estimates of their fair values because of the short maturities of these instruments.

## 9. Shareholders' Equity of the Company

### *Dividend Declaration*

In January 2019, the Company's Board of Directors declared a \$0.35 cash dividend per common which was paid during the first quarter of 2019, to each shareholder of record on January 31, 2019, and the Trustees of Tanger GP Trust declared a \$0.35 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

In February 2019, the Company's Board of Directors declared a \$0.355 cash dividend per common share payable on May 15, 2019 to each shareholder of record on April 30, 2019, and the Trustees of Tanger GP Trust declared a \$0.355 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders. A liability in the amount of approximately \$35.2 million was recorded in accounts payable and accrued expenses in the consolidated balance sheet as of March 31, 2019.

### *Share Repurchase Program*

In May 2017, the Company announced that our Board of Directors authorized the repurchase of up to \$125.0 million of our outstanding common shares as market conditions warrant over a period commencing on May 19, 2017 and expiring on May 18, 2019. During 2017 and 2018, we repurchased an aggregate of approximately 2.8 million common shares on the open market at an average price of \$24.48, totaling approximately \$69.3 million.

In February 2019, the Company's Board of Directors authorized the repurchase of up to an additional \$44.3 million of our outstanding common shares for a total authorized amount of \$100.0 million. The Board of Directors also extended the expiration of the existing plan by two years to May 2021. Repurchases may be made from time to time through open market, privately-negotiated, structured or derivative transactions (including accelerated share repurchase transactions), or other methods of acquiring shares. The Company intends to structure open market purchases to occur within pricing and volume requirements of Rule 10b-18. The Company may, from time to time, enter into Rule 10b5-1 plans to facilitate the repurchase of its shares under this authorization.

Shares repurchased are as follows:

|   | Three months ended March 31, |          |
|---|------------------------------|----------|
|   | 2019                         | 2018     |
| Total number of shares purchased  | —                            | 443,700  |
| Average price paid per share  | \$ —                         | \$ 22.52 |
| Total price paid exclusive of commissions and related fees (in thousands) | \$ —                         | \$ 9,990 |

The remaining amount authorized to be repurchased under the program as of March 31, 2019 was approximately \$100.0 million.

## 10. Partners' Equity of the Operating Partnership

All units of partnership interest issued by the Operating Partnership have equal rights with respect to earnings, dividends and net assets. When the Company issues common shares upon the exercise of options, the grant of restricted common share awards, or the exchange of Class A common limited partnership units, the Operating Partnership issues a corresponding Class B common limited partnership unit to Tanger LP Trust, a wholly-owned subsidiary of the Company. Likewise, when the Company repurchases its outstanding common shares, the Operating Partnership repurchases a corresponding Class B common limited partnership unit held by Tanger LP Trust.

The following table sets forth the changes in outstanding partnership units for the three months ended March 31, 2019 and March 31, 2018:

|  | General Partnership Units | Limited Partnership Units |            |            |
|--|---------------------------|---------------------------|------------|------------|
|  |                           | Class A                   | Class B    | Total      |
| <b>Balance December 31, 2017</b>   | 1,000,000                 | 4,995,433                 | 93,560,536 | 98,555,969 |
| Grant of restricted common share awards by the Company, net of forfeitures | —                         | —                         | 355,184    | 355,184    |
| Repurchase of units  | —                         | —                         | (443,700)  | (443,700)  |
| Units withheld for employee income taxes                                   | —                         | —                         | (89,437)   | (89,437)   |
| <b>Balance March 31, 2018</b>  | 1,000,000                 | 4,995,433                 | 93,382,583 | 98,378,016 |
| <b>Balance December 31, 2018</b>   | 1,000,000                 | 4,960,684                 | 92,941,783 | 97,902,467 |
| Grant of restricted common share awards by the Company, net of forfeitures | —                         | —                         | 242,167    | 242,167    |
| Units withheld for employee income taxes                                   | —                         | —                         | (81,284)   | (81,284)   |
| <b>Balance March 31, 2019</b>  | 1,000,000                 | 4,960,684                 | 93,102,666 | 98,063,350 |

## 11. Earnings Per Share of the Company

The following table sets forth a reconciliation of the numerators and denominators in computing the Company's earnings per share (in thousands, except per share amounts):

|  | Three months ended March 31, |           |
|--|------------------------------|-----------|
|  | 2019                         | 2018      |
| <b>Numerator:</b>  |                              |           |
| Net income attributable to Tanger Factory Outlet Centers, Inc.                     | \$ 62,331                    | \$ 22,838 |
| Less allocation of earnings to participating securities                            | (611)                        | (263)     |
| Net income available to common shareholders of Tanger Factory Outlet Centers, Inc. | \$ 61,720                    | \$ 22,575 |
| <b>Denominator:</b>  |                              |           |
| Basic weighted average common shares   | 93,303                       | 93,644    |
| Diluted weighted average common shares   | 93,303                       | 93,644    |
| <b>Basic earnings per common share:</b>  |                              |           |
| Net income   | \$ 0.66                      | \$ 0.24   |
| <b>Diluted earnings per common share:</b>  |                              |           |
| Net income   | \$ 0.66                      | \$ 0.24   |

We determine diluted earnings per share based on the weighted average number of common shares outstanding combined with the incremental weighted average shares that would have been outstanding assuming all potentially dilutive securities were converted into common shares at the earliest date possible. There were no securities which had a dilutive effect on earnings per common share for the three months ended March 31, 2019 and 2018.

Notional units granted under our equity compensation plan are considered contingently issuable common shares and are included in earnings per share if the effect is dilutive using the treasury stock method and the common shares would be issuable if the end of the reporting period were the end of the contingency period. For the three months ended March 31, 2019 and March 31, 2018 approximately 1.2 million and 1.0 million notional units were excluded from the computation, respectively, because these notional units either would not have been issuable if the end of the reporting period were the end of the contingency period or as they were anti-dilutive.

With respect to outstanding options, the effect of dilutive common shares is determined using the treasury stock method, whereby outstanding options are assumed exercised at the beginning of the reporting period and the exercise proceeds from such options and the average measured but unrecognized compensation cost during the period are assumed to be used to repurchase our common shares at the average market price during the period. For the three months ended March 31, 2019 and March 31, 2018, approximately 528,000 and 564,000 options were excluded from the computation, respectively, as they were anti-dilutive.

The assumed exchange of the partnership units held by the Non-Company LPs as of the beginning of the year, which would result in the elimination of earnings allocated to the noncontrolling interest in the Operating Partnership, would have no impact on earnings per share since the allocation of earnings to a common limited partnership unit, as if exchanged, is equivalent to earnings allocated to a common share.

Certain of the Company's unvested restricted common share awards contain non-forfeitable rights to dividends or dividend equivalents. The impact of these unvested restricted common share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted common share awards based on dividends declared and the unvested restricted common shares' participation rights in undistributed earnings. Unvested restricted common shares that do not contain non-forfeitable rights to dividends or dividend equivalents are included in the diluted earnings per share computation if the effect is dilutive, using the treasury stock method.

## 12. Earnings Per Unit of the Operating Partnership

The following table sets forth a reconciliation of the numerators and denominators in computing earnings per unit (in thousands, except per unit amounts):

|   | Three months ended March<br>31, |           |
|---|---------------------------------|-----------|
|   | 2019                            | 2018      |
| <b>Numerator:</b>   |                                 |           |
| Net income attributable to partners of the Operating Partnership        | \$ 65,646                       | \$ 24,055 |
| Less allocation of earnings to participating securities                 | (611)                           | (263)     |
| Net income available to common unitholders of the Operating Partnership | \$ 65,035                       | \$ 23,792 |
| <b>Denominator:</b>   |                                 |           |
| Basic weighted average common units                                     | 98,264                          | 98,640    |
| Diluted weighted average common units                                   | 98,264                          | 98,640    |
| <b>Basic earnings per common unit:</b>                                  |                                 |           |
| Net income  | \$ 0.66                         | \$ 0.24   |
| <b>Diluted earnings per common unit:</b>                                |                                 |           |
| Net income  | \$ 0.66                         | \$ 0.24   |

We determine diluted earnings per unit based on the weighted average number of common units outstanding combined with the incremental weighted average units that would have been outstanding assuming all potentially dilutive securities were converted into common units at the earliest date possible. There were no securities which had a dilutive effect on earnings per common unit for the three months ended March 31, 2019 and 2018.

Notional units granted under our equity compensation plan are considered contingently issuable common units and are included in earnings per unit if the effect is dilutive using the treasury stock method and the common units would be issuable if the end of the reporting period were the end of the contingency period. For the three months ended March 31, 2019 and March 31, 2018 approximately 1.2 million and 1.0 million units were excluded from the computation, respectively, because these notional units either would not have been issuable if the end of the reporting period were the end of the contingency period or because they were anti-dilutive.

With respect to outstanding options, the effect of dilutive common units is determined using the treasury stock method, whereby outstanding options are assumed exercised at the beginning of the reporting period and the exercise proceeds from such options and the average measured but unrecognized compensation cost during the period are assumed to be used to repurchase our common units at the average market price during the period. The market price of a common unit is considered to be equivalent to the market price of a Company common share. For the three months ended March 31, 2019, approximately 528,000 and 564,000 options were excluded from the computation, respectively, as they were anti-dilutive.

Certain of the Company's unvested restricted common share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the corresponding unvested restricted unit awards on earnings per unit has been calculated using the two-class method whereby earnings are allocated to the unvested restricted unit awards based on distributions declared and the unvested restricted units' participation rights in undistributed earnings. Unvested restricted common units that do not contain non-forfeitable rights to dividends or dividend equivalents are included in the diluted earnings per unit computation if the effect is dilutive, using the treasury stock method.

### 13. Equity-Based Compensation of the Company

We have a shareholder approved equity-based compensation plan, the Incentive Award Plan of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (as amended and restated on April 4, 2014, the "Plan"), which covers our non-employee directors, officers, employees and consultants. For each common share issued by the Company, the Operating Partnership issues one corresponding unit of partnership interest to the Company's wholly-owned subsidiaries. Therefore, when the Company grants an equity-based award, the Operating Partnership treats each award as having been granted by the Operating Partnership. In the discussion below, the term "we" refers to the Company and the Operating Partnership together and the term "shares" is meant to also include corresponding units of the Operating Partnership.

We recorded equity-based compensation expense in general and administrative expenses in our consolidated statements of operations as follows (in thousands):

|                                  | Three months ended<br>March 31, |          |
|----------------------------------|---------------------------------|----------|
|                                  | 2019                            | 2018     |
| Restricted common shares         | \$ 2,513                        | \$ 2,376 |
| Notional unit performance awards | 1,262                           | 937      |
| Options                          | 43                              | 79       |
| Total equity-based compensation  | \$ 3,818                        | \$ 3,392 |

Equity-based compensation expense capitalized as a part of rental property and deferred lease costs were as follows (in thousands):

|   | Three months ended<br>March 31, |        |
|---|---------------------------------|--------|
|   | 2019                            | 2018   |
| Equity-based compensation expense capitalized | \$ 92                           | \$ 264 |

## Restricted Common Share and Restricted Share Unit Awards

During February 2019, the Company granted approximately 309,000 in restricted common shares and restricted share units to the Company's non-employee directors and the Company's senior executive officers. The grant date fair value of the awards ranged from \$19.01 to \$21.73 per share. The non-employee directors' restricted common shares vest ratably over a three year period and the senior executive officers' restricted shares (other than our Chief Executive Officer's) vest ratably over a three or five year period. Our Chief Executive Officer's restricted shares vest on the first anniversary of the grant date and his restricted share units vest in two equal installments on the second and third anniversaries of the grant date. For the restricted shares and units issued to our Chief Executive Officer, the award agreements require him to hold shares or units issued to him for a minimum of three years following vesting or the share issuance date, as applicable. Compensation expense related to the amortization of the deferred compensation is being recognized in accordance with the vesting schedule of the restricted shares.

For certain shares that vest during the period, we withhold shares with value equivalent up to the employees' maximum statutory obligation for the applicable income and other employment taxes, and remit cash to the appropriate taxing authorities. The total number of shares withheld upon vesting were approximately 81,000 and 89,000 for the three months ended March 31, 2019 and 2018, respectively. The total number of shares withheld was based on the value of the restricted common shares on the vesting date as determined by our closing share price on the day prior to the vesting date. Total amounts paid for the employees' tax obligation to taxing authorities were \$1.8 million for the three months ended March 31, 2019 and \$2.1 million for the three months ended March 31, 2018. These amounts are reflected as financing activities within the consolidated statements of cash flows.

### 2019 Outperformance Plan

In February 2019, the Compensation Committee of the Company approved the general terms of the Tanger Factory Outlet Centers, Inc. 2019 Outperformance Plan (the "2019 OPP"). The 2019 OPP is a long-term incentive compensation plan. Recipients may earn units which may convert into restricted common shares of the Company based on the Company's absolute share price appreciation (or absolute total shareholder return) and its share price appreciation relative to its peer group (or relative total shareholder return) over a three-year measurement period. Any shares earned at the end of the three-year measurement period are subject to a time-based vesting schedule, with 50% of the shares vesting immediately following the measurement period, and the remaining 50% vesting one year thereafter, contingent upon continued employment with the Company through the vesting date (unless terminated prior thereto (a) by the Company without cause, (b) by participant for good reason or, with respect to our Chief Executive Officer, retirement or (c) due to death or disability).

The following table sets forth 2019 OPP performance targets and other relevant information about the 2019 OPP:

| Performance targets <sup>(1)</sup>                            |               |
|---|---------------|
| <i>Absolute portion of award:</i>                             |               |
| Percent of total award  | 33.3%         |
| Absolute total shareholder return range                       | 19.1% - 29.5% |
| Percentage of units to be earned                              | 20%-100%      |
| <i>Relative portion of award:</i>                             |               |
| Percent of total award  | 66.7%         |
| Percentile rank of peer group range <sup>(2)</sup>            | 30th - 80th   |
| Percentage of units to be earned                              | 20%-100%      |
| Maximum number of restricted common shares that may be earned | 531,827       |
| Grant date fair value per share                               | \$ 12.09      |

- (1) The number of restricted common shares received under the 2019 OPP will be determined on a pro-rata basis by linear interpolation between total shareholder return thresholds, both for absolute total shareholder return and for relative total shareholder return amongst the Company's peer group.
- (2) The peer group is based on companies included in the FTSE NAREIT Retail Index.



The fair values of the 2019 OPP awards granted during the three months ended March 31, 2019 were determined at the grant dates using a Monte Carlo simulation pricing model and the following assumptions:

|  |      |
|--|------|
| Risk free interest rate <sup>(1)</sup> | 2.6% |
| Expected dividend yield <sup>(2)</sup> | 5.3% |
| Expected volatility <sup>(3)</sup>     | 24%  |

- (1) Represents the interest rate as of the grant date on US treasury bonds having the same life as the estimated life of the restricted unit grants.
- (2) The dividend yield is calculated utilizing the dividends paid for the previous five-year period.
- (3) Based on a mix of historical and implied volatility for our common shares and the common shares of our peer index companies over the measurement period.

#### 14. Accumulated Other Comprehensive Income (Loss) of the Company

The following table presents changes in the balances of each component of accumulated comprehensive income (loss) for the three months ended March 31, 2019 (in thousands):

|  | Tanger Factory Outlet Centers, Inc.<br>Accumulated Other Comprehensive Income<br>(Loss) |                     |             | Noncontrolling Interest in Operating<br>Partnership Accumulated Other<br>Comprehensive Income (Loss) |                     |            |
|--|---|---------------------|-------------|--|---------------------|------------|
|  | Foreign<br>Currency   | Cash flow<br>hedges | Total       | Foreign<br>Currency  | Cash flow<br>hedges | Total      |
| <b>Balance December 31, 2018</b>   | \$ (32,610)   | \$ 5,459            | \$ (27,151) | \$ (1,770)   | \$ 290              | \$ (1,480) |
| Other comprehensive income (loss) before reclassifications                           | 1,851   | (1,166)             | 685         | 98   | (62)                | 36         |
| Reclassification out of accumulated other comprehensive income into interest expense | —   | (687)               | (687)       | —  | (37)                | (37)       |
| <b>Balance March 31, 2019</b>  | \$ (30,759)   | \$ 3,606            | \$ (27,153) | \$ (1,672)   | \$ 191              | \$ (1,481) |

The following table presents changes in the balances of each component of accumulated comprehensive income (loss) for the three months ended March 31, 2018 (in thousands):

|  | Tanger Factory Outlet Centers, Inc.<br>Accumulated Other Comprehensive<br>Income (Loss) |                     |             | Noncontrolling Interest in Operating<br>Partnership Accumulated Other<br>Comprehensive Income (Loss) |                     |            |
|--|---|---------------------|-------------|--|---------------------|------------|
|  | Foreign<br>Currency   | Cash flow<br>hedges | Total       | Foreign<br>Currency  | Cash flow<br>hedges | Total      |
| <b>Balance December 31, 2017</b>   | \$ (24,360)   | \$ 5,075            | \$ (19,285) | \$ (1,329)   | \$ 269              | \$ (1,060) |
| Other comprehensive income (loss) before reclassifications                           | (2,938)   | 2,914               | (24)        | (157)  | 156                 | (1)        |
| Reclassification out of accumulated other comprehensive income into interest expense | —   | (314)               | (314)       | —  | (17)                | (17)       |
| <b>Balance March 31, 2018</b>  | \$ (27,298)   | \$ 7,675            | \$ (19,623) | \$ (1,486)   | \$ 408              | \$ (1,078) |

We expect within the next twelve months to reclassify into earnings as a decrease to interest expense approximately \$2.4 million of the amounts recorded within accumulated other comprehensive income related to the interest rate swap agreements in effect as of March 31, 2019.

## 15. Accumulated Other Comprehensive Income (Loss) of the Operating Partnership

The following table presents changes in the balances of each component of accumulated comprehensive income (loss) for the three months ended March 31, 2019 (in thousands):

|  | Foreign Currency | Cash flow hedges | Accumulated Other Comprehensive Income (Loss) |
|--|------------------|------------------|---|
| <b>Balance December 31, 2018</b>   | \$ (34,380)      | \$ 5,749         | \$ (28,631)                                   |
| Other comprehensive income (loss) before reclassifications                           | 1,949            | (1,228)          | 721   |
| Reclassification out of accumulated other comprehensive income into interest expense | —                | (724)            | (724)   |
| <b>Balance March 31, 2019</b>  | \$ (32,431)      | \$ 3,797         | \$ (28,634)                                   |

The following table presents changes in the balances of each component of accumulated comprehensive income (loss) for the three months ended March 31, 2018 (in thousands):

|  | Foreign Currency | Cash flow hedges | Accumulated Other Comprehensive Income (Loss) |
|--|------------------|------------------|---|
| <b>Balance December 31, 2017</b>   | \$ (25,689)      | \$ 5,344         | \$ (20,345)                                   |
| Other comprehensive income (loss) before reclassifications                           | (3,095)          | 3,070            | (25)  |
| Reclassification out of accumulated other comprehensive income into interest expense | —                | (331)            | (331)   |
| <b>Balance March 31, 2018</b>  | \$ (28,784)      | \$ 8,083         | \$ (20,701)                                   |

We expect within the next twelve months to reclassify into earnings as a decrease to interest expense approximately \$2.4 million of the amounts recorded within accumulated other comprehensive income related to the interest rate swap agreements in effect as of March 31, 2019.

## 16. Supplemental Cash Flow Information

We purchase capital equipment and incur costs relating to construction of facilities, including tenant finishing allowances. Expenditures included in accounts payable and accrued expenses were as follows (in thousands):

|  | As of<br>March 31, 2019 | As of<br>March 31, 2018 |
|--|-------------------------|-------------------------|
| Costs relating to construction included in accounts payable and accrued expenses | \$ 12,791               | \$ 18,978               |

Dividends payable were as follows (in thousands):

|                   | As of<br>March 31, 2019 | As of<br>March 31, 2018 |
|-------------------|-------------------------|-------------------------|
| Dividends payable | \$ 35,199               | \$ —                    |

Interest paid, net of interest capitalized was as follows (in thousands):

|               | Three months ended March 31,<br>2019 | Three months ended March 31,<br>2018 |
|---------------|--------------------------------------|--------------------------------------|
| Interest paid | \$ 16,022                            | \$ 15,903                            |

Information related to non-cash assets and liabilities recorded as a result of the adoption of Accounting Standards Codification Topic 842 "Leases" ("ASC 842") as of March 31, 2019 was as follows (in thousands):

|  | March 31, 2019 |
|--|----------------|
| Non-Cash operating lease right-of-use assets exchanged for operating lease liabilities | \$ 87,679      |
| Non-Cash operating lease liabilities exchanged for operating right-of-use assets       | 92,354         |

The difference between the recorded operating lease liabilities and operating right-of-use assets represents the accrued straight-line rent liability of \$5.0 million and our prepaid rent balances of \$307,000 previously recognized under Accounting Standards Codification Topic 840 "Leases" ("ASC 840") that were reclassified to the operating leases right-of use assets under ASC 842.

## 17. Leases

On January 1, 2019, we adopted ASC 842, which supersedes ASC 840. We adopted ASC 842 using the modified retrospective approach, whereby there was no cumulative effect adjustments on the adoption and prior periods were not restated. There was no net cumulative effect adjustment to retained earnings as of January 1, 2019 as a result of this adoption. Accordingly, our leases and lease related costs, as both lessee and lessor, and lease related receivables, as lessor, are presented under ASC 842 as of and for the three months ended March 31, 2019 and under ASC 840 as of December 31, 2018 and for the three months ended March 31, 2018.

As a lessor, substantially all of our revenues are earned from arrangements that are within the scope of ASC 842. We utilized the practical expedient in ASU 2018-11 to account for lease and non-lease components as a single component which resulted in all of our revenues associated with leases being recorded as rental revenues in the consolidated statements of operations. As a result of the adoption of ASC 842, the amounts disclosed in our 2018 10-Q as base rentals, percentage rentals and expense reimbursements have now been combined into rental revenues on the consolidated statements of operations to conform to the current year presentation. In addition, certain amounts previously included in expense reimbursements in our 2018 10-Q, which are not related to leases have been reclassified to management, leasing and other services on the consolidated statements of operations to conform to the current year presentation, see Note 4 for additional details.

ASC 842 requires certain other accounting changes effective January 1, 2019 where prior year amounts are not reclassified or restated. Uncollectible tenant revenues previously recorded in general and administrative expense are recorded in rental revenues as a contra-revenue account in 2019. As a result of combining all components of a lease, all fixed contractual payments, including consideration received from certain executory costs, are now recognized on a straight line basis. For the three months ended March 31, 2019, we recorded a straight-line rent adjustment of \$1.5 million in rental revenues in our consolidated statements of operations to record revenues from executory costs on a straight-line basis. In addition, direct internal leasing costs are capitalized, however, indirect internal leasing costs previously capitalized are now expensed. We only capitalize the portion of these types of costs incurred that are a direct result of an executed lease. For the three months ended March 31, 2019, lease costs of approximately \$1.1 million were expensed which would have been capitalized under ASC 840.

As a lessee, the new standard also provides a number of optional provisions, known as practical expedients, which companies may elect to adopt to facilitate implementation. We elected the package of practical expedients which, among other items, precludes us from needing to reassess (1) whether any expired or existing contracts are or contain leases, (2) the lease classification of any expired or existing leases, and (3) initial direct costs for any existing leases.

#### *Information as Lessor Under ASC 842*

As of March 31, 2019, we were the lessor to over 2,300 stores in our 32 consolidated outlet centers, under operating leases with initial terms that expire from 2019 to 2032, with certain agreements containing extension options. We also have certain agreements which require tenants to pay their portion of reimbursable expenses such as common area expenses, utilities, insurance and real estate taxes.

For the three months ended March 31, 2019, the components of rental revenues are as follows (in thousands):

|   |                   |
|---|-------------------|
| Rental revenues - fixed                   | \$ 93,459         |
| Rental revenues - variable <sup>(1)</sup> | 26,495            |
| <b>Rental revenues</b>                    | <b>\$ 119,954</b> |

(1) Primarily includes rents based on a percentage of tenant sales volume and reimbursable expenses such as common area expenses, utilities, insurance and real estate taxes.

Future minimum lease receipts under non-cancelable operating leases as of March 31, 2019, excluding the effect of straight-line rent and variable rentals, are as follows (in thousands):

|                           |                     |
|---------------------------|---------------------|
| For the remainder of 2019 | \$ 241,203          |
| 2020                      | 308,442             |
| 2021                      | 270,437             |
| 2022                      | 235,196             |
| 2023                      | 200,954             |
| 2024                      | 166,256             |
| Thereafter                | 291,784             |
|                           | <b>\$ 1,714,272</b> |

*Information as Lessor Under ASC 840*

As of December 31, 2018, we were the lessor to over 2600 stores in our 36 consolidated outlet centers, under operating leases with initial terms that expire from 2019 to 2033. The majority of our leases contain provisions which provide additional rents based on tenants' sales volume. Percentage rentals are recognized when specified targets that trigger the contingent rent are met.

Future minimum lease receipts under non-cancelable operating leases as of December 31, 2018, excluding the effect of straight-line rent and variable rentals, are as follows (in thousands):

|            |                     |
|------------|---------------------|
| 2019       | \$ 285,343          |
| 2020       | 265,361             |
| 2021       | 229,553             |
| 2022       | 195,808             |
| 2023       | 164,845             |
| Thereafter | 364,844             |
|            | <b>\$ 1,505,754</b> |

*Information as Lessee Under ASC 842*

Adoption of the new standard resulted in the recording of operating lease right-of-use assets and operating lease liabilities, of \$90.4 million and \$95.1 million, respectively, as of January 1, 2019 equal to the present value of the minimum lease payments required under each lease. The difference between the recorded operating lease liability and operating right-of-use assets represents the accrued straight-line rent liability and our prepaid rent balances previously recognized under ASC 840. In March 2019, we sold our Ocean City outlet center, which had an operating lease right-of-use asset and operating lease liability of approximately \$2.5 million.

Our non-cancelable operating leases, with terms in excess of one year, have terms, including certain extension options, that expire from 2028 to 2101. Certain extension options, which are reasonably certain at inception, are used in the calculation of our operating lease right-of-use assets based on the economic life of the asset. Leases with an initial term of 12 months or less (short-term leases) are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term. The majority of our operating lease expense is related to ground leases at the following outlet centers: Myrtle Beach Hwy 17, Atlantic City, Sevierville, Riverhead, Foxwoods and Rehoboth Beach and the lease of our corporate office in Greensboro, North Carolina.

For the three months ended March 31, 2019, the components of lease costs are as follows (in thousands):

|                                     |                 |
|-------------------------------------|-----------------|
| Operating lease costs               | \$ 1,404        |
| Short-term lease costs              | 591             |
| Variable lease costs <sup>(1)</sup> | 78              |
| Total lease costs                   | <b>\$ 2,073</b> |

(1) Our variable lease costs relate to our ground leases where increases in payments are based on center financial performance.

The discount rate applied to measure each operating lease right-of-use asset and operating lease liability is based on our incremental borrowing rate ("IBR"). We consider the general economic environment and our credit rating and factor in various financing and asset specific adjustments to ensure the IBR is appropriate based on the intended use of the underlying lease. The lease term and discount rates are as follows:

|   |                |
|---|----------------|
|   | March 31, 2019 |
| Weighted - average remaining lease term (years) | 51             |
| Weighted - average discount rate                | 5.0%           |

Cash flow information related to leases for the three months ended March 31, 2019 (in thousands):

|   | March 31, 2019 |
|---|----------------|
| Operating cash outflows related to operating leases | \$ 1,403       |

Maturities of lease liabilities as of March 31, 2019 for the next five years and thereafter are as follows (in thousands):

|                                    |            |
|------------------------------------|------------|
| For the remainder of 2019          | \$ 4,168   |
| 2020                               | 5,568      |
| 2021                               | 5,613      |
| 2022                               | 5,669      |
| 2023                               | 5,709      |
| 2024                               | 5,765      |
| Thereafter                         | 226,837    |
| Total lease payments               | \$ 259,329 |
| Less imputed interest              | 166,975    |
| Present value of lease liabilities | \$ 92,354  |

#### *Information as Lessee Under ASC 840*

As of December 31, 2018, our non-cancelable operating leases have terms, including certain extension options, that expire from 2019 to 2101. Rental payments for these leases totaled approximately \$1.8 million for the three months ended March 31, 2018. As of December 31, 2018, the majority of our rental payments are related to ground leases at the following outlet centers: Myrtle Beach Hwy 17, Atlantic City, Ocean City, Sevierville, Riverhead, Foxwoods and Rehoboth Beach and the lease of our corporate office in Greensboro, North Carolina. The contingent portion of our ground lease payments is based on center performance and/or changes in an index.

For operating leases as of December 31, 2018, minimum lease payments for the next five years and thereafter are as follows (in thousands):

|                       |            |
|-----------------------|------------|
| 2019                  | \$ 7,526   |
| 2020                  | 7,311      |
| 2021                  | 7,140      |
| 2022                  | 7,127      |
| 2023                  | 7,167      |
| Thereafter            | 258,438    |
| Total minimum payment | \$ 294,709 |

## **18. New Accounting Pronouncements**

### *Recently adopted accounting standards (other than ASC 842 Leases)*

In October 2018, the FASB issued Accounting Standards Update ("ASU") 2018-16, Inclusion of the Secured Overnight Financing Rate (SOFR) Overnight Index Swap (OIS) Rate as a Benchmark Interest Rate for Hedge Accounting Purposes to Accounting Standards Codification 815. ASU 2018-16 expands the list of U.S. benchmark interest rates permitted in the application of hedge accounting by adding the OIS rate based on SOFR as an eligible benchmark interest rate. The mandatory effective date for calendar year-end public companies was January 1, 2019. The adoption of ASU 2018-16 as of January 1, 2019 did not have a material impact on our consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, Improvements to Nonemployee Share-Based Payment Accounting. ASU 2018-07 amends prior employee share-based payment guidance to include nonemployee share-based payment transactions for acquiring services or property. This ASU now aligns the determination of the measurement date, the accounting for performance conditions, and the accounting for share-based payments after vesting in addition to other items. The provisions of ASU 2018-07 were effective for us as of January 1, 2019 using a modified transition method upon adoption, and early adoption was permitted. The adoption of ASU 2018-07 as of January 1, 2019 did not have a material impact on our consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815), Targeted Improvements to Accounting for Hedging Activities. The new guidance made more financial and nonfinancial hedging strategies eligible for hedge accounting. It also amended the presentation and disclosure requirements and changed how companies assess effectiveness. It is intended to more closely align hedge accounting with companies' risk management strategies, simplify the application of hedge accounting, and increase transparency as to the scope and results of hedging programs. The adoption of ASU 2017-12 as of January 1, 2019 did not have a material impact on our consolidated financial statements.

*Recently issued accounting standards to be adopted*

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. ASU 2018-13 is intended to improve the effectiveness of disclosures required by entities regarding recurring and nonrecurring fair value measurements. ASU 2018-13 is effective for reporting periods beginning after December 15, 2019, with early adoption permitted. The adoption of ASU 2018-13 will not have a material impact on our consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13 to amend the accounting for credit losses for certain financial instruments. Under the new guidance, an entity recognizes its estimate of expected credit losses as an allowance, which the FASB believes will result in more timely recognition of such losses. In November 2018, the FASB released ASU No. 2018-19 "Codification Improvements to Topic 326, Financial Instruments - Credit Losses." This ASU clarifies that receivables arising from operating leases are not within the scope of Subtopic 326-20 "Financial Instruments - Credit Losses." Instead, impairment of receivables arising from operating leases should be accounted for under Subtopic 842-30 "Leases - Lessor." ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The adoption of this new guidance will not have a material impact on our consolidated financial statements.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion of our results of operations reported in the unaudited, consolidated statements of operations compares the three months ended March 31, 2019 with the three months ended March 31, 2018. The results of operations discussion is combined for Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership because the results are virtually the same for both entities. The following discussion should be read in conjunction with the unaudited consolidated financial statements appearing elsewhere in this report. Historical results and percentage relationships set forth in the unaudited, consolidated statements of operations, including trends which might appear, are not necessarily indicative of future operations. Unless the context indicates otherwise, the term "Company" refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term "Operating Partnership" refers to Tanger Properties Limited Partnership and subsidiaries. The terms "we", "our" and "us" refer to the Company or the Company and the Operating Partnership together, as the text requires.

### Cautionary Statements

Certain statements made below are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend for such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995 and have included this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies, beliefs and expectations, are generally identifiable by use of the words "believe", "expect", "intend", "anticipate", "estimate", "project", or similar expressions. Such forward-looking statements include, but are not limited to, statements regarding our: ability to raise additional capital, including via future issuances of equity and debt, and the use of proceeds from such issuances; results of operations and financial condition; capital expenditure and working capital needs and the funding thereof; repurchase of the Company's shares; potential developments, expansions, renovations, acquisitions or dispositions of outlet centers; compliance with debt covenants; renewal and re-lease of leased space; outcome of legal proceedings arising in the normal course of business; and real estate joint ventures. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other important factors which are, in some cases, beyond our control and which could materially affect our actual results, performance or achievements. Important factors which may cause actual results to differ materially from current expectations include, but are not limited to: our inability to develop new outlet centers or expand existing outlet centers successfully; risks related to the economic performance and market value of our outlet centers; the relative illiquidity of real property investments; impairment charges affecting our properties; our dispositions of assets may not achieve anticipated results; competition for the acquisition and development of outlet centers, and our inability to complete outlet centers we have identified; environmental regulations affecting our business; risk associated with a possible terrorist activity or other acts or threats of violence and threats to public safety; our dependence on rental income from real property; our dependence on the results of operations of our retailers; the fact that certain of our properties are subject to ownership interests held by third parties, whose interests may conflict with ours; risks related to uninsured losses; the risk that consumer, travel, shopping and spending habits may change; risks associated with our Canadian investments; risks associated with attracting and retaining key personnel; risks associated with debt financing; risk associated with our guarantees of debt for, or other support we may provide to, joint venture properties; the effectiveness of our interest rate hedging arrangements; uncertainty relating to the potential phasing out of LIBOR; our potential failure to qualify as a REIT; our legal obligation to make distributions to our shareholders; legislative or regulatory actions that could adversely affect our shareholders, including the recent changes in the U.S. federal income taxation of U.S. businesses; our dependence on distributions from the Operating Partnership to meet our financial obligations, including dividends; the risk of a cyber-attack or an act of cyber-terrorism and other important factors set forth under Item 1A - "Risk Factors" in the Company's and the Operating Partnership's Annual Report on Form 10-K for the year ended December 31, 2018.



## General Overview

As of March 31, 2019, we had 32 consolidated outlet centers in 19 states totaling 12.0 million square feet. We also had 8 unconsolidated outlet centers in 6 states or provinces totaling 2.4 million square feet. During the three months ended March 31, 2019, we closed on the sale of four non-core outlet centers for total gross proceeds of \$130.5 million, and total net proceeds of approximately \$128.2 million. The four properties are located in Nags Head, North Carolina; Ocean City, Maryland; Park City, Utah; and Williamsburg, Iowa and represented 6.8% of the Company's consolidated portfolio square footage.

The table below details our new developments, expansions and dispositions of consolidated and unconsolidated outlet centers that significantly impacted our results of operations and liquidity from January 1, 2018 to March 31, 2019 (square feet in thousands):

| Outlet Center                  | Quarter<br>Opened/Disposed | Consolidated Outlet Centers |                                | Unconsolidated Joint Venture<br>Outlet Centers |                                |
|--------------------------------|----------------------------|-----------------------------|--------------------------------|--|--------------------------------|
|                                |                            | Square Feet                 | Number of<br>Outlet<br>Centers | Square Feet                                    | Number of<br>Outlet<br>Centers |
| <b>As of January 1, 2018</b>   |                            | 12,930                      | 36                             | 2,370  | 8                              |
| Other                          |                            | (7)                         | —                              | 1  | —                              |
| <b>As of December 31, 2018</b> |                            | 12,923                      | 36                             | 2,371  | 8                              |
| Dispositions:                  |                            |                             |                                |  |                                |
| Nags Head                      | First Quarter              | (82)                        | (1)                            | —  | —                              |
| Ocean City                     | First Quarter              | (200)                       | (1)                            | —  | —                              |
| Park City                      | First Quarter              | (320)                       | (1)                            | —  | —                              |
| Williamsburg                   | First Quarter              | (276)                       | (1)                            | —  | —                              |
| Other                          |                            | 2                           | —                              | —  | —                              |
| <b>As of March 31, 2019</b>    |                            | 12,047                      | 32                             | 2,371  | 8                              |

The following table summarizes certain information for our existing outlet centers in which we have an ownership interest as of March 31, 2019. Except as noted, all properties are fee owned.

| <b>Consolidated Outlet Centers</b>                  | <b>Legal</b>       | <b>Square</b>     | <b>%</b>        |
|---|--------------------|-------------------|-----------------|
| <b>Location</b>                                     | <b>Ownership %</b> | <b>Feet</b>       | <b>Occupied</b> |
| Deer Park, New York                                 | 100                | 739,109           | 98              |
| Riverhead, New York <sup>(1)</sup>                  | 100                | 729,778           | 95              |
| Rehoboth Beach, Delaware <sup>(1)</sup>             | 100                | 557,353           | 97              |
| Foley, Alabama                                      | 100                | 554,673           | 94              |
| Atlantic City, New Jersey <sup>(1) (3)</sup>        | 100                | 489,706           | 80              |
| San Marcos, Texas                                   | 100                | 471,816           | 95              |
| Sevierville, Tennessee <sup>(1)</sup>               | 100                | 447,815           | 99              |
| Savannah, Georgia                                   | 100                | 429,089           | 97              |
| Myrtle Beach Hwy 501, South Carolina                | 100                | 426,523           | 98              |
| Jeffersonville, Ohio                                | 100                | 411,866           | 94              |
| Glendale, Arizona (Westgate)                        | 100                | 410,734           | 97              |
| Myrtle Beach Hwy 17, South Carolina <sup>(1)</sup>  | 100                | 403,425           | 100             |
| Charleston, South Carolina                          | 100                | 382,180           | 99              |
| Lancaster, Pennsylvania                             | 100                | 376,997           | 92              |
| Pittsburgh, Pennsylvania                            | 100                | 372,883           | 97              |
| Commerce, Georgia                                   | 100                | 371,408           | 94              |
| Grand Rapids, Michigan                              | 100                | 357,103           | 96              |
| Fort Worth, Texas                                   | 100                | 351,741           | 97              |
| Daytona Beach, Florida                              | 100                | 351,721           | 98              |
| Branson, Missouri                                   | 100                | 329,861           | 98              |
| Southaven, Mississippi <sup>(2) (3)</sup>           | 50                 | 324,703           | 94              |
| Locust Grove, Georgia                               | 100                | 321,082           | 97              |
| Gonzales, Louisiana                                 | 100                | 321,066           | 96              |
| Mebane, North Carolina                              | 100                | 318,886           | 99              |
| Howell, Michigan                                    | 100                | 314,438           | 92              |
| Mashantucket, Connecticut (Foxwoods) <sup>(1)</sup> | 100                | 311,539           | 93              |
| Tilton, New Hampshire                               | 100                | 250,107           | 96              |
| Hershey, Pennsylvania                               | 100                | 249,696           | 99              |
| Hilton Head II, South Carolina                      | 100                | 206,564           | 88              |
| Hilton Head I, South Carolina                       | 100                | 181,670           | 100             |
| Terrell, Texas                                      | 100                | 177,800           | 97              |
| Blowing Rock, North Carolina                        | 100                | 104,009           | 95              |
| <b>Totals</b>                                       |                    | <b>12,047,341</b> | <b>95</b>       |

(1) These properties or a portion thereof are subject to a ground lease.

(2) Based on capital contribution and distribution provisions in the joint venture agreement, we expect our economic interest in the venture's cash flow to be greater than our legal ownership percentage. We currently receive substantially all the economic interest of the property.

(3) Property encumbered by mortgage. See Notes 5 and 6 to the consolidated financial statements for further details of our debt obligations.

| Unconsolidated joint venture properties              | Legal       | Square           | %         |
|--|-------------|------------------|-----------|
| Location   | Ownership % | Feet             | Occupied  |
| Charlotte, North Carolina <sup>(1)</sup>             | 50          | 398,697          | 97        |
| Columbus, Ohio <sup>(1)</sup>                        | 50          | 355,245          | 95        |
| Ottawa, Ontario                                      | 50          | 355,013          | 94        |
| Texas City, Texas (Galveston/Houston) <sup>(1)</sup> | 50          | 352,705          | 97        |
| National Harbor, Maryland <sup>(1)</sup>             | 50          | 341,156          | 96        |
| Cookstown, Ontario                                   | 50          | 307,779          | 97        |
| Bromont, Quebec                                      | 50          | 161,449          | 77        |
| Saint-Sauveur, Quebec <sup>(1)</sup>                 | 50          | 99,405           | 94        |
| <b>Total</b>   |             | <b>2,371,449</b> | <b>95</b> |

(1) Property encumbered by mortgage. See Note 4 to the consolidated financial statements for further details of the joint venture debt obligations.

### Leasing Activity

The tables below show changes in rent (base rent and common area maintenance ("CAM")) for leases for new stores that opened or renewals that started during the respective trailing twelve month periods ended March 31, 2019 and 2018:

#### Trailing twelve months ended March 31, 2019<sup>(1),(2)</sup>

|           | # of Leases | Square Feet<br>(in 000's) | Average<br>Annual<br>Straight-line Rent<br>(psf) | Average<br>Tenant<br>Allowance (psf) | Average Initial<br>Term<br>(in years) | Net Average<br>Annual<br>Straight-line Rent<br>(psf) <sup>(3)</sup> |
|-----------|-------------|---------------------------|--|--------------------------------------|---------------------------------------|---|
| Re-tenant | 81          | 388                       | \$ 33.32   | \$ 45.13                             | 7.83                                  | \$ 27.56  |
| Renewal   | 280         | 1,404                     | \$ 34.37   | \$ 0.49                              | 3.82                                  | \$ 34.24  |

#### Trailing twelve months ended March 31, 2018<sup>(1)</sup>

|           | # of Leases | Square Feet<br>(in 000's) | Average<br>Annual<br>Straight-line Rent<br>(psf) | Average<br>Tenant<br>Allowance (psf) | Average Initial<br>Term<br>(in years) | Net Average<br>Annual<br>Straight-line Rent<br>(psf) <sup>(3)</sup> |
|-----------|-------------|---------------------------|--|--------------------------------------|---------------------------------------|---|
| Re-tenant | 84          | 415                       | \$ 34.32   | \$ 70.88                             | 8.55                                  | \$ 26.03  |
| Renewal   | 262         | 1,300                     | \$ 29.25   | \$ 0.25                              | 4.07                                  | \$ 29.19  |

(1) Excludes license agreements, seasonal tenants, and month-to-month leases.

(2) Excludes outlet centers sold in March 2019 (Nags Head, Ocean City, Park City, and Williamsburg Outlets Centers).

(3) Net average straight-line base rent is calculated by dividing the average tenant allowance costs per square foot by the average initial term and subtracting this calculated number from the average straight-line base rent per year amount. The average annual straight-line base rent disclosed in the table above includes all concessions, abatements and reimbursements of rent to tenants. The average tenant allowance disclosed in the table above includes landlord costs.

## RESULTS OF OPERATIONS

### Comparison of the three months ended March 31, 2019 to the three months ended March 31, 2018

#### NET INCOME

Net income in the 2019 period was \$65.8 million as compared to net income of \$23.7 million for the 2018 period. The increase in net income is primarily due to the \$43.4 million gain recorded on the sale of our Nags Head, Ocean City, Park City and Williamsburg outlet centers in March 2019.

In the tables below, information set forth for properties disposed includes the Nags Head, Ocean City, Park City and Williamsburg outlet centers sold in late March 2019.

#### RENTAL REVENUES

Rental revenues decreased \$702,000 in the 2019 period compared to the 2018 period. The following table sets forth the changes in various components of leasing revenues (in thousands):

|  | 2019              | 2018              | Increase/<br>(Decrease) |
|--|-------------------|-------------------|-------------------------|
| Rental revenues from existing properties                     | \$ 110,822        | \$ 111,564        | \$ (742)                |
| Rental revenues from properties disposed                     | 6,402             | 6,541             | (139)                   |
| Straight-line rent adjustments                               | 1,970             | 1,948             | 22                      |
| Lease termination fees                                       | 1,130             | 1,051             | 79                      |
| Amortization of above and below market rent adjustments, net | (370)             | (448)             | 78                      |
|  | <u>\$ 119,954</u> | <u>\$ 120,656</u> | <u>\$ (702)</u>         |

Rental revenues from existing properties decreased primarily due to lower average occupancy and rent modifications for certain tenants, in large part as a result of a number of bankruptcy filings and other tenant closures during 2018 and 2019.

As a result of combining all components of a lease, all fixed contractual payments, including consideration received from certain executory costs, are now recognized on a straight line basis. For the three months ended March 31, 2019, we recorded \$1.5 million in rental revenues in our consolidated statements of operations to record executory costs on a straight-line basis. These incremental straight-line rent adjustments were primarily offset by the write-off of straight-line rents related to certain bankrupt tenants.

#### OTHER REVENUES

Other revenues increased \$179,000 in the 2019 period as compared to the 2018 period. The following table sets forth the changes in various components of other revenues (in thousands):

|   | 2019            | 2018            | Increase/<br>(Decrease) |
|---|-----------------|-----------------|-------------------------|
| Other revenues from existing properties | \$ 1,805        | \$ 1,633        | \$ 172                  |
| Other revenues from properties disposed | 54              | 47              | 7                       |
|   | <u>\$ 1,859</u> | <u>\$ 1,680</u> | <u>\$ 179</u>           |

#### PROPERTY OPERATING EXPENSES

Property operating expenses increased \$159,000 in the 2019 period compared to the 2018 period. The following table sets forth the changes in various components of property operating expenses (in thousands):

|  | 2019             | 2018             | Increase/<br>(Decrease) |
|--|------------------|------------------|-------------------------|
| Property operating expenses from existing properties   | \$ 38,480        | \$ 38,617        | \$ (137)                |
| Properties operating expenses from properties disposed | 2,592            | 2,250            | 342                     |
| Other property operating expenses                      | 1,305            | 1,351            | (46)                    |
|  | <u>\$ 42,377</u> | <u>\$ 42,218</u> | <u>\$ 159</u>           |

### GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses increased \$1.0 million in the 2019 period compared to the 2018 period primarily as a result of the adoption of the lease accounting standard ASC 842 in 2019 which requires indirect internal leasing and legal costs to be expensed as incurred. In the 2018 period, a portion of these indirect costs were capitalized.

### DEPRECIATION AND AMORTIZATION

Depreciation and amortization costs decreased \$1.4 million in the 2019 period compared to the 2018 period. The following table sets forth the changes in various components of depreciation and amortization costs from the 2018 period to the 2019 period (in thousands):

|  | 2019             | 2018             | Increase/<br>(Decrease) |
|--|------------------|------------------|-------------------------|
| Depreciation and amortization from existing properties | \$ 30,504        | \$ 31,788        | \$ (1,284)              |
| Depreciation and amortization from properties disposed | 1,256            | 1,335            | (79)                    |
|  | <u>\$ 31,760</u> | <u>\$ 33,123</u> | <u>\$ (1,363)</u>       |

Depreciation and amortization decreased at our existing properties primarily due to the lower basis in our Jeffersonville property due to the impairment recorded in the third quarter of 2018.

### INTEREST EXPENSE

Interest expense increased \$507,000 in the 2019 period compared to the 2018 period primarily due to higher interest rates related to \$150.0 million of interest rate swap agreements. In August 2018, certain 30-day LIBOR interest rate swaps with a rate of 1.30% expired and were replaced with new interest rate swaps with a rate of 2.20%. In addition, the average 30-day LIBOR interest rate for our unsecured lines of credit was 2.50% in the 2019 period compared to 1.65% for the 2018 period. These two factors were partially offset by the utilization of operating cash flows to reduce amounts outstanding on our unsecured lines of credit during the past 12 months.

### GAIN ON SALE OF ASSETS

In March 2019, we sold our Nags Head, Ocean City, Park City and Williamsburg outlet centers for net proceeds of approximately \$128.2 million, which resulted in a gain on sale of assets of \$43.4 million. The proceeds from the sale of these unencumbered assets were used to pay down balances outstanding under our unsecured lines of credit.

### EQUITY IN EARNINGS OF UNCONSOLIDATED JOINT VENTURES

Equity in earnings of unconsolidated joint ventures decreased approximately \$565,000 in the 2019 period compared to the 2018 period. The decrease in equity in earnings of unconsolidated joint ventures was primarily due to higher LIBOR interest rate levels on variable rate mortgages at our unconsolidated joint ventures. The approximate average 30 day LIBOR rate for the 2019 period was 2.50% compared to 1.65% for the 2018 period.

In addition, interest rates on the outstanding mortgages at both our Charlotte and National Harbor joint ventures were converted from variable to fixed due to debt refinancings in 2018. In June 2018, the Charlotte joint venture closed on a \$100.0 million mortgage loan with a fixed interest rate of approximately 4.3% and a maturity date of July 2028. This loan replaced the \$90.0 million mortgage loan with an interest rate of LIBOR + 1.45%. In December 2018, the National Harbor joint venture closed on a \$95.0 million mortgage loan with a fixed interest rate of approximately 4.6% and a maturity date of January 2030. This loan replaced the \$87.0 million construction loan with an interest rate of LIBOR + 1.65%.

## LIQUIDITY AND CAPITAL RESOURCES OF THE COMPANY

In this "Liquidity and Capital Resources of the Company" section, the term "the Company" refers only to Tanger Factory Outlet Centers, Inc. on an unconsolidated basis, excluding the Operating Partnership.

The Company's business is operated primarily through the Operating Partnership. The Company issues public equity from time to time, but does not otherwise generate any capital itself or conduct any business itself, other than incurring certain expenses in operating as a public company, which are fully reimbursed by the Operating Partnership. The Company does not hold any indebtedness, and its only material asset is its ownership of partnership interests of the Operating Partnership. The Company's principal funding requirement is the payment of dividends on its common shares. The Company's principal source of funding for its dividend payments is distributions it receives from the Operating Partnership.

Through its ownership of the sole general partner of the Operating Partnership, the Company has the full, exclusive and complete responsibility for the Operating Partnership's day-to-day management and control. The Company causes the Operating Partnership to distribute all, or such portion as the Company may in its discretion determine, of its available cash in the manner provided in the Operating Partnership's partnership agreement. The Company receives proceeds from equity issuances from time to time, but is required by the Operating Partnership's partnership agreement to contribute the proceeds from its equity issuances to the Operating Partnership in exchange for partnership units of the Operating Partnership.

We are a well-known seasoned issuer with a shelf registration that expires in March 2021 that allows the Company to register unspecified various classes of equity securities and the Operating Partnership to register unspecified, various classes of debt securities. As circumstances warrant, the Company may issue equity from time to time on an opportunistic basis, dependent upon market conditions and available pricing. The Operating Partnership may use the proceeds to repay debt, including borrowings under its lines of credit, to develop new or existing properties, to make acquisitions of properties or portfolios of properties, to invest in existing or newly created joint ventures or for general corporate purposes.

The liquidity of the Company is dependent on the Operating Partnership's ability to make sufficient distributions to the Company. The Operating Partnership is a party to loan agreements with various bank lenders that require the Operating Partnership to comply with various financial and other covenants before it may make distributions to the Company. The Company also guarantees some of the Operating Partnership's debt. If the Operating Partnership fails to fulfill its debt requirements, which trigger the Company's guarantee obligations, then the Company may be required to fulfill its cash payment commitments under such guarantees. However, the Company's only material asset is its investment in the Operating Partnership.

The Company believes the Operating Partnership's sources of working capital, specifically its cash flow from operations and borrowings available under its unsecured lines of credit, are adequate for it to make its distribution payments to the Company and, in turn, for the Company to make its dividend payments to its shareholders and to finance its continued operations, growth strategy and additional expenses we expect to incur for at least the next twelve months. However, there can be no assurance that the Operating Partnership's sources of capital will continue to be available at all or in amounts sufficient to meet its needs, including its ability to make distribution payments to the Company. The unavailability of capital could adversely affect the Operating Partnership's ability to pay its distributions to the Company which will, in turn, adversely affect the Company's ability to pay cash dividends to its shareholders.

For the Company to maintain its qualification as a REIT, it must pay dividends to its shareholders aggregating annually at least 90% of its taxable income (excluding capital gains). While historically the Company has satisfied this distribution requirement by making cash distributions to its shareholders, it may choose to satisfy this requirement by making distributions of cash or other property, including, in limited circumstances, the Company's own shares.

As a result of this distribution requirement, the Operating Partnership cannot rely on retained earnings to fund its on-going operations to the same extent that other companies whose parent companies are not real estate investment trusts can. The Company may need to continue to raise capital in the equity markets to fund the Operating Partnership's working capital needs, as well as potential new developments, expansions and renovations of existing properties, acquisitions, or investments in existing or newly created joint ventures.

The Company currently consolidates the Operating Partnership because it has (1) the power to direct the activities of the Operating Partnership that most significantly impact the Operating Partnership's economic performance and (2) the obligation to absorb losses and the right to receive the residual returns of the Operating Partnership that could be potentially significant. The Company does not have significant assets other than its investment in the Operating Partnership. Therefore, the assets and liabilities and the revenues and expenses of the Company and the Operating Partnership are the same on their respective financial statements, except for immaterial differences related to cash, other assets and accrued liabilities that arise from public company expenses paid by the Company. However, all debt is held directly or indirectly at the Operating Partnership level, and the Company has guaranteed some of the Operating Partnership's unsecured debt as discussed below. Because the Company consolidates the Operating Partnership, the section entitled "Liquidity and Capital Resources of the Operating Partnership" should be read in conjunction with this section to understand the liquidity and capital resources of the Company on a consolidated basis and how the Company is operated as a whole.

In May 2017, the Company announced that our Board of Directors authorized the repurchase of up to \$125.0 million of our outstanding common shares as market conditions warrant over a period commencing on May 19, 2017 and expiring on May 18, 2019. During 2017 and 2018, we repurchased an aggregate of approximately 2.8 million common shares on the open market at an average price of \$24.48, totaling approximately \$69.3 million.

In February 2019, the Company's Board of Directors authorized the repurchase of up to an additional \$44.3 million of our outstanding common shares for a total remaining authorized amount of \$100.0 million. The Board of Directors also extended the expiration of the existing plan by two years to May 2021. Repurchases may be made from time to time through open market, privately-negotiated, structured or derivative transactions (including accelerated share repurchase transactions), or other methods of acquiring shares. The Company intends to structure open market purchases to occur within pricing and volume requirements of Rule 10b-18. The Company may, from time to time, enter into Rule 10b5-1 plans to facilitate the repurchase of its shares under this authorization.

Shares repurchased were as follows:

|   | Three months ended<br>March 31,<br>2019 | Three months ended<br>March 31,<br>2018 |
|---|---|---|
| Total number of shares purchased  | —                                       | 443,700                                 |
| Average price paid per share  | \$ —                                    | \$ 22.52                                |
| Total price paid exclusive of commissions and related fees (in thousands) | \$ —                                    | \$ 9,990                                |

The remaining amount authorized to be repurchased under the program as of March 31, 2019 was approximately \$100.0 million. For more information, see "Item 2. Unregistered Sales of Equity Securities and Use of Proceeds" in Part II of this Quarterly Report on Form 10-Q.

In January 2019, the Company's Board of Directors declared a \$0.35 cash dividend per common which was paid during the first quarter of 2019, to each shareholder of record on January 31, 2019, and the Trustees of Tanger GP Trust declared a \$0.35 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders. In February 2019, the Company's Board of Directors declared a \$0.355 cash dividend per common share payable on May 15, 2019 to each shareholder of record on April 30, 2019, and the Trustees of Tanger GP Trust declared a \$0.355 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

## LIQUIDITY AND CAPITAL RESOURCES OF THE OPERATING PARTNERSHIP

### *General Overview*

In this "Liquidity and Capital Resources of the Operating Partnership" section, the terms "we", "our" and "us" refer to the Operating Partnership or the Operating Partnership and the Company together, as the text requires.

Property rental income represents our primary source to pay property operating expenses, debt service, capital expenditures and distributions, excluding non-recurring capital expenditures and acquisitions. To the extent that our cash flow from operating activities is insufficient to cover such non-recurring capital expenditures and acquisitions, we finance such activities from borrowings under our unsecured lines of credit or from the proceeds from the Operating Partnership's debt offerings and the Company's equity offerings.

We believe we achieve a strong and flexible financial position by attempting to: (1) maintain a conservative leverage position relative to our portfolio when pursuing new development, expansion and acquisition opportunities, (2) extend and sequence debt maturities, (3) manage our interest rate risk through a proper mix of fixed and variable rate debt, (4) maintain access to liquidity by using our unsecured lines of credit in a conservative manner and (5) preserve internally generated sources of capital by strategically divesting of underperforming assets and maintaining a conservative distribution payout ratio. We manage our capital structure to reflect a long term investment approach and utilize multiple sources of capital to meet our requirements.

The following table sets forth our changes in cash flows (in thousands):

|   | Three months ended March 31, |            |             |
|---|------------------------------|------------|-------------|
|   | 2019                         | 2018       | Change      |
| Net cash provided by operating activities                       | \$ 33,214                    | \$ 49,966  | \$ (16,752) |
| Net cash provided by (used in) investing activities             | 127,273                      | (14,082)   | 141,355     |
| Net cash used in financing activities                           | (167,898)                    | (38,568)   | (129,330)   |
| Effect of foreign currency rate changes on cash and equivalents | (10)                         | (28)       | 18          |
| Net decrease in cash and cash equivalents                       | \$ (7,421)                   | \$ (2,712) | \$ (4,709)  |

### ***Operating Activities***

The decrease in net cash provided by operating activities in the 2019 period is primarily due to reductions in working capital.

### ***Investing Activities***

The primary cause for the increase in net cash provided by investing activities was due to the sale of our Nags Head, Ocean City, Park City and Williamsburg outlet centers for net proceeds of approximately \$128.2 million in the 2019 period. In addition, the 2019 period had lower levels of development activity than the 2018 period and higher amounts of distributions received from joint ventures.

### ***Financing Activities***

The primary cause for the increase in net cash used in financing activities was due the use of the proceeds from the sale of our Nags Head, Ocean City, Park City and Williamsburg outlet centers to pay down our unsecured lines of credit. During the 2018 period, we repurchased a portion of our outstanding common shares with a value of approximately \$10.0 million. No common share repurchases were made in the 2019 period.



## Capital Expenditures

The following table details our capital expenditures (in thousands):

|   | Three months ended March 31, |           | Change     |
|---|------------------------------|-----------|------------|
|   | 2019                         | 2018      |            |
| Capital expenditures analysis:                |                              |           |            |
| New outlet center developments and expansions | \$ 939                       | \$ 851    | \$ 88      |
| Major outlet center renovations               | 197                          | 900       | (703)      |
| Second generation tenant allowances           | 2,974                        | 2,926     | 48         |
| Other capital expenditures                    | 2,907                        | 1,823     | 1,084      |
|   | 7,017                        | 6,500     | 517        |
| Conversion from accrual to cash basis         | 2,889                        | 13,214    | (10,325)   |
| Additions to rental property-cash basis       | \$ 9,906                     | \$ 19,714 | \$ (9,808) |

## Potential Future Developments, Acquisitions and Dispositions

As of the date of this filing, we are in the initial study period for potential new developments. We may also use joint venture arrangements to develop other potential sites. There can be no assurance, however, that these potential future projects will ultimately be developed.

In the case of projects to be wholly-owned by us, we expect to fund these projects from amounts available under our unsecured lines of credit, but may also fund them with capital from additional public debt and equity offerings. For projects to be developed through joint venture arrangements, we may use collateralized construction loans to fund a portion of the project, with our share of the equity requirements funded from sources described above. See "Off-Balance Sheet Arrangements" for a discussion of unconsolidated joint venture development activities.

We intend to continue to grow our portfolio by developing, expanding or acquiring additional outlet centers. However, you should note that any developments or expansions that we, or a joint venture that we have an ownership interest in, have planned or anticipated may not be started or completed as scheduled, or may not result in accretive net income or funds from operations ("FFO"). See the section "Non-GAAP Supplemental Earnings Measures - Funds From Operations" below for further discussion of FFO. In addition, we regularly evaluate acquisition or disposition proposals and engage from time to time in negotiations for acquisitions or dispositions of properties. We may also enter into letters of intent for the purchase or sale of properties. Any prospective acquisition or disposition that is being evaluated or which is subject to a letter of intent may not be consummated, or if consummated, may not result in an increase in earnings or liquidity.

## Financing Arrangements

As of March 31, 2019, unsecured borrowings represented 95% of our outstanding debt and 92% of the gross book value of our real estate portfolio was unencumbered. The Company guarantees the Operating Partnership's obligations under our lines of credit. As of March 31, 2019, we had \$584.8 million available under our unsecured lines of credit after taking into account outstanding letters of credit of \$170,000.

We intend to retain the ability to raise additional capital, including public debt or equity, to pursue attractive investment opportunities that may arise and to otherwise act in a manner that we believe to be in the best interests of our shareholders and unitholders. The Company is a well-known seasoned issuer with a joint shelf registration on Form S-3 with the Operating Partnership, expiring in March 2021, that allows us to register unspecified amounts of different classes of securities. To generate capital to reinvest into other attractive investment opportunities, we may also consider the use of additional operational and developmental joint ventures, the sale or lease of outparcels on our existing properties and the sale of certain properties that do not meet our long-term investment criteria. Based on cash provided by operations, existing lines of credit, ongoing relationships with certain financial institutions and our ability to sell debt or issue equity subject to market conditions, we believe that we have access to the necessary financing to fund the planned capital expenditures for at least the next twelve months.

We anticipate that adequate cash will be available to fund our operating and administrative expenses, regular debt service obligations, and the payment of dividends in accordance with REIT requirements in both the short and long-term. Although we receive most of our rental payments on a monthly basis, distributions to shareholders and unitholders are made quarterly and interest payments on the senior, unsecured notes are made semi-annually. Amounts accumulated for such payments will be used in the interim to reduce the outstanding borrowings under our existing unsecured lines of credit or invested in short-term money market or other suitable instruments.

We believe our current balance sheet position is financially sound; however, due to the uncertainty and unpredictability of the capital and credit markets, we can give no assurance that affordable access to capital will exist between now and when our next significant debt matures, which is our unsecured lines of credit. The unsecured lines of credit expire in 2021, with a one-year extension option that may extend the maturity to 2022. At March 31, 2019, amounts outstanding under our unsecured lines of credit, which provide for borrowings up to \$600.0 million, totaled \$15.0 million.

The interest rate spreads associated with our unsecured lines of credit and our unsecured term loan are based on our current investment grade credit rating. If our credit rating is downgraded or upgraded, our interest rate spread would adjust accordingly.

The Operating Partnership's debt agreements require the maintenance of certain ratios, including debt service coverage and leverage, and limit the payment of dividends such that dividends and distributions will not exceed funds from operations, as defined in the agreements, for the prior fiscal year on an annual basis or 95% on a cumulative basis. We have historically been and currently are in compliance with all of our debt covenants. We expect to remain in compliance with all of our existing debt covenants; however, should circumstances arise that would cause us to be in default, the various lenders would have the ability to accelerate the maturity on our outstanding debt.

We believe our most restrictive covenants are contained in our senior, unsecured notes. Key financial covenants and their covenant levels, which are calculated based on contractual terms, include the following:

| <b>Senior unsecured notes financial covenants</b> | <b>Required</b> | <b>Actual</b> |
|---|-----------------|---------------|
| Total consolidated debt to adjusted total assets  | <60%            | 49%           |
| Total secured debt to adjusted total assets       | <40%            | 3%            |
| Total unencumbered assets to unsecured debt       | >150%           | 196%          |

## OFF-BALANCE SHEET ARRANGEMENTS

We have partial ownership interests in 8 unconsolidated outlet centers totaling approximately 2.4 million square feet, including 4 outlet centers in Canada. See Note 4 to the consolidated financial statements for details of our individual joint ventures, including, but not limited to, carrying values of our investments, fees we receive for services provided to the joint ventures, recent development and financing transactions and condensed combined summary financial information.

We may elect to fund cash needs of a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such funding is not typically required contractually or otherwise. We separately report investments in joint ventures for which accumulated distributions have exceeded investments in, and our share of net income or loss of, the joint ventures within other liabilities in the consolidated balance sheets because we are committed and intend to provide further financial support to these joint ventures. We believe our joint ventures will be able to fund their operating and capital needs during 2019 based on their sources of working capital, specifically cash flow from operations, access to contributions from partners, and ability to refinance debt obligations, including the ability to exercise upcoming extensions of near term maturities.

Our joint ventures are typically encumbered by a mortgage on the joint venture property. We provide guarantees to lenders for our joint ventures which include standard non-recourse carve out indemnifications for losses arising from items such as but not limited to fraud, physical waste, payment of taxes, environmental indemnities, misapplication of insurance proceeds or security deposits and failure to maintain required insurance. A default by a joint venture under its debt obligations may expose us to liability under the guaranty. For construction and mortgage loans, we may include a guaranty of completion as well as a principal guaranty ranging from 5% to 100% of principal. The principal guarantees include terms for release based upon satisfactory completion of construction and performance targets including occupancy thresholds and minimum debt service coverage tests. Our joint ventures may contain make whole provisions in the event that demands are made on any existing guarantees.

### *Debt of unconsolidated joint ventures*

The following table details information regarding the outstanding debt of the unconsolidated joint ventures and guarantees of such debt provided by us as of March 31, 2019 (dollars in millions):

| Joint Venture                           | Total Joint Venture Debt | Maturity Date | Interest Rate | Percent Guaranteed by the Operating Partnership | Maximum Guaranteed Amount by the Company |
|---|--------------------------|---------------|---------------|---|--|
| Charlotte                               | \$ 100.0                 | July 2028     | 4.27%         | —%  | \$ —                                     |
| Columbus                                | 85.0                     | November 2019 | LIBOR + 1.65% | 7.5%  | 6.4                                      |
| Galveston/Houston                       | 80.0                     | July 2020     | LIBOR + 1.65% | 12.5%   | 10.0                                     |
| National Harbor                         | 95.0                     | January 2030  | 4.63%         | —%  | —  |
| RioCan Canada                           | 9.4                      | May 2020      | 5.75%         | 31.9%   | 3.0                                      |
| Debt premium and debt origination costs | (1.4)                    |               |               |   |  |
|   | \$ 368.0                 |               |               |   | \$ 19.4                                  |

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Refer to our 2018 Annual Report on Form 10-K of the Company and the Operating Partnership for a discussion of our critical accounting policies which include principles of consolidation, acquisition of real estate, cost capitalization, impairment of long-lived assets and revenue recognition. There have been no material changes to these policies in 2019, other than the adoption of the Accounting Standards Codification Topic 842, Leases, described in Note 17 -Leases to the unaudited consolidated financial statements in Part I, Item I of this Quarterly Report on Form 10-Q.

## NON-GAAP SUPPLEMENTAL MEASURES

### Funds From Operations

Funds From Operations ("FFO") is a widely used measure of the operating performance for real estate companies that supplements net income (loss) determined in accordance with GAAP. We determine FFO based on the definition set forth by the National Association of Real Estate Investment Trusts ("NAREIT"), of which we are a member. In December 2018, NAREIT issued "NAREIT Funds From Operations White Paper - 2018 Restatement" which clarifies, where necessary, existing guidance and consolidates alerts and policy bulletins into a single document for ease of use. NAREIT defines FFO as net income/(loss) available to the Company's common shareholders computed in accordance with generally accepted accounting principles in the United States ("GAAP"), excluding (i) depreciation and amortization related to real estate, (ii) gains or losses from sales of certain real estate assets, (iii) gains and losses from change in control, (iv) impairment write-downs of certain real estate assets and investments in entities when the impairment is directly attributable to decreases in the value of depreciable real estate held by the entity and (v) after adjustments for unconsolidated partnerships and joint ventures calculated to reflect FFO on the same basis.

FFO is intended to exclude historical cost depreciation of real estate as required by GAAP which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization of real estate assets, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income.

We present FFO because we consider it an important supplemental measure of our operating performance. In addition, a portion of cash bonus compensation to certain members of management is based on our FFO, which is described in the section below. We believe it is useful for investors to have enhanced transparency into how we evaluate our performance and that of our management. In addition, FFO is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is also widely used by us and others in our industry to evaluate and price potential acquisition candidates. NAREIT has encouraged its member companies to report their FFO as a supplemental, industry-wide standard measure of REIT operating performance.

FFO has significant limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- FFO does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- FFO does not reflect changes in, or cash requirements for, our working capital needs;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and FFO does not reflect any cash requirements for such replacements; and
- Other companies in our industry may calculate FFO differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, FFO should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or our dividend paying capacity. We compensate for these limitations by relying primarily on our GAAP results and using FFO only as a supplemental measure.

Below is a reconciliation of net income to FFO available to common shareholders (in thousands, except per share amounts):

|   | Three months ended<br>March 31, |                  |
|---|---------------------------------|------------------|
|   | 2019                            | 2018             |
| <b>Net income</b>   | \$ 65,841                       | \$ 23,685        |
| Adjusted for:   |                                 |                  |
| Depreciation and amortization of real estate assets - consolidated                            | 31,148                          | 32,542           |
| Depreciation and amortization of real estate assets - unconsolidated joint ventures           | 3,130                           | 3,229            |
| Gain on sale of assets  | (43,422)                        | —                |
| <b>FFO</b>  | 56,697                          | 59,456           |
| FFO attributable to noncontrolling interests in other consolidated partnerships               | (195)                           | 370              |
| Allocation of earnings to participating securities  | (611)                           | (477)            |
| <b>FFO available to common shareholders <sup>(1)</sup></b>                                    | <b>\$ 55,891</b>                | <b>\$ 59,349</b> |
| <b>FFO available to common shareholders per share - diluted <sup>(1)</sup></b>                | <b>\$ 0.57</b>                  | <b>\$ 0.60</b>   |
| <b>Weighted Average Shares:</b>   |                                 |                  |
| Basic weighted average common shares  | 93,303                          | 93,644           |
| <b>Diluted weighted average common shares (for earnings per share computations)</b>           | <b>93,303</b>                   | <b>93,644</b>    |
| Exchangeable operating partnership units  | 4,961                           | 4,996            |
| <b>Diluted weighted average common shares (for FFO per share computations) <sup>(1)</sup></b> | <b>98,264</b>                   | <b>98,640</b>    |

(1) Assumes the Class A common limited partnership units of the Operating Partnership held by the noncontrolling interests are exchanged for common shares of the Company. Each Class A common limited partnership unit is exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's REIT status.

#### Portfolio Net Operating Income and Same Center NOI

We present portfolio net operating income ("Portfolio NOI") and same center net operating income ("Same Center NOI") as supplemental measures of our operating performance. Portfolio NOI represents our property level net operating income which is defined as total operating revenues less property operating expenses and excludes termination fees and non-cash adjustments including straight-line rent, net above and below market rent amortization and gains or losses on the sale of outparcels recognized during the periods presented. We define Same Center NOI as Portfolio NOI for the properties that were operational for the entire portion of both comparable reporting periods and which were not acquired or subject to a material expansion or non-recurring event, such as a natural disaster, during the comparable reporting periods.

We believe Portfolio NOI and Same Center NOI are non-GAAP metrics used by industry analysts, investors and management to measure the operating performance of our properties because they provide performance measures directly related to the revenues and expenses involved in owning and operating real estate assets and provide a perspective not immediately apparent from net income or FFO. Because Same Center NOI excludes properties developed, redeveloped, acquired and sold; as well as non-cash adjustments, gains or losses on the sale of outparcels and termination rents; it highlights operating trends such as occupancy levels, rental rates and operating costs on properties that were operational for both comparable periods. Other REITs may use different methodologies for calculating Portfolio NOI and Same Center NOI, and accordingly, our Portfolio NOI and Same Center NOI may not be comparable to other REITs.

Portfolio NOI and Same Center NOI should not be considered alternatives to net income (loss) or as an indicator of our financial performance since they do not reflect the entire operations of our portfolio, nor do they reflect the impact of general and administrative expenses, acquisition-related expenses, interest expense, depreciation and amortization costs, other non-property income and losses, the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, or trends in development and construction activities which are significant economic costs and activities that could materially impact our results from operations. Because of these limitations, Portfolio NOI and Same Center NOI should not be viewed in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using Portfolio NOI and Same Center NOI only as supplemental measures.

Below is a reconciliation of net income to Portfolio NOI and Same Center NOI for the consolidated portfolio (in thousands):

|   | Three months ended |                  |
|---|--------------------|------------------|
|   | March 31,          |                  |
|   | 2019               | 2018             |
| <b>Net income</b>                                   | \$ 65,841          | \$ 23,685        |
| Adjusted to exclude:                                |                    |                  |
| Equity in earnings of unconsolidated joint ventures | (1,629)            | (2,194)          |
| Interest expense                                    | 16,307             | 15,800           |
| Gain on sale of assets                              | (43,422)           | —                |
| Other non-operating income                          | (224)              | (209)            |
| Depreciation and amortization                       | 31,760             | 33,123           |
| Other non-property expense                          | 161                | 388              |
| Corporate general and administrative expenses       | 12,118             | 10,754           |
| Non-cash adjustments <sup>(1)</sup>                 | (1,472)            | (1,367)          |
| Lease termination fees                              | (1,130)            | (1,051)          |
| <b>Portfolio NOI</b>                                | <b>78,310</b>      | <b>78,929</b>    |
| Non-same center NOI <sup>(2)</sup>                  | (4,084)            | (4,367)          |
| <b>Same Center NOI</b>                              | <b>\$ 74,226</b>   | <b>\$ 74,562</b> |

(1) Non-cash items include straight-line rent, above and below market rent amortization, straight-line rent expense on land leases and gains or losses on outparcel sales, as applicable.

(2) Excluded from Same Center NOI:

**Outlet centers sold:**

|  |            |
|--|------------|
| Nags Head, Ocean City, Park City, and Williamsburg | March 2019 |
|--|------------|

## ECONOMIC CONDITIONS AND OUTLOOK

The majority of our leases contain provisions designed to mitigate the impact of inflation. Such provisions include clauses for the escalation of base rent and clauses enabling us to receive percentage rentals based on tenants' gross sales (above predetermined levels) which generally increase as prices rise. A component of most leases includes a pro-rata share or escalating fixed contributions by the tenant for property operating expenses, including CAM, real estate taxes, insurance and advertising and promotion, thereby reducing exposure to increases in costs and operating expenses resulting from inflation.

A portion of our rental revenues are derived from rents that directly depend on the sales volume of certain tenants. Accordingly, declines in these tenants' sales would reduce the income produced by our properties. If the sales or profitability of our retail tenants decline sufficiently, whether due to a change in consumer preferences, legislative changes that increase the cost of their operations or otherwise, such tenants may be unable to pay their existing rents as such rents would represent a higher percentage of their sales.

The current challenging retail environment could impact our business in the short-term as our operations are subject to the results of operations of our retail tenants. While we believe outlet stores will continue to be a profitable and fundamental distribution channel for many brand name manufacturers, some retail formats are more successful than others. As is typical in the retail industry, certain tenants have closed, or will close, certain stores by terminating their lease prior to its natural expiration or as a result of filing for protection under bankruptcy laws, or may request modifications to their existing lease terms. During 2018, five of our tenants filed for bankruptcy protection and during the three months ended March 31, 2019, three of our tenants have filed for bankruptcy protection. Largely due to the number of bankruptcy filings, store closings and rent adjustments in 2018, along with the expectations of further bankruptcies, brand-wide restructurings by retailers and potential select rent adjustments in 2019, we currently expect our Same Center NOI for 2019 to decline compared to 2018. If the combined level of bankruptcy filings, store closings and rent adjustments during 2019 are a greater level than we currently anticipate, our 2019 results of operations and Same Center NOI could be further negatively impacted.

Due to the relatively short-term nature of our tenants' leases, a significant portion of the leases in our portfolio come up for renewal each year. As of January 1, 2019, we had approximately 1.3 million square feet, or 11% of our consolidated portfolio at that time coming up for renewal during 2019, excluding the outlet centers sold in March 2019. As of March 31, 2019, we had renewed approximately 58% of this space. In addition, for the rolling twelve months ended March 31, 2019, we completed renewals and re-tenanted space totaling 1.8 million square feet at a blended 4.7% increase in average base rental rates compared to the expiring rates. While we continue to attract and retain additional tenants, there can be no assurance that we can achieve similar base rental rates. In addition, if we were unable to successfully renew or re-lease a significant amount of this space on favorable economic terms, the loss in rent could have a material adverse effect on our results of operations.

Our outlet centers typically include well-known, national, brand name companies. By maintaining a broad base of well-known tenants and a geographically diverse portfolio of properties located across the United States, we believe we reduce our operating and leasing risks. No one tenant (including affiliates) accounts for more than 8% of our square feet or 7% of our rental revenues. Accordingly, although we can give no assurance, we do not expect any material adverse impact on our results of operations and financial condition as a result of leases to be renewed or stores to be re-leased. Occupancy at our consolidated centers was 95.4% and 95.9% as of March 31, 2019 and 2018, respectively.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

#### Market Risk

We are exposed to various market risks, including changes in interest rates. Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates. We may periodically enter into certain interest rate protection and interest rate swap agreements to effectively convert existing floating rate debt to a fixed rate basis. We do not enter into derivatives or other financial instruments for trading or speculative purposes.

#### Interest Rate Risk

We may periodically enter into certain interest rate protection and interest rate swap agreements to effectively convert existing floating rate debt to a fixed rate basis. We do not enter into derivatives or other financial instruments for trading or speculative purposes. We currently have interest rate swap agreements to fix the interest rates on outstanding debt with notional amounts totaling \$365.0 million. See Note 7 to the consolidated financial statements for additional details related to our outstanding derivatives.

As of March 31, 2019, 3% of our outstanding consolidated debt, excluding variable rate debt with interest rate protection agreements in place, had variable interest rates and therefore were subject to market fluctuations. An increase in the LIBOR index of 100 basis points would result in an increase of approximately \$514,000 in interest expense on an annual basis. The information presented herein is merely an estimate and has limited predictive value. As a result, the ultimate effect upon our operating results of interest rate fluctuations will depend on the interest rate exposures that arise during the period, our hedging strategies at that time and future changes in the level of interest rates.

The estimated fair value and recorded value of our debt consisting of senior unsecured notes, unsecured term loans, secured mortgages and unsecured lines of credit were as follows (in thousands):

|                        | March 31, 2019 | December 31, 2018 |
|------------------------|----------------|-------------------|
| Fair value of debt     | \$ 1,568,771   | \$ 1,668,475      |
| Recorded value of debt | \$ 1,582,784   | \$ 1,712,918      |

A 100 basis point increase from prevailing interest rates at March 31, 2019 and December 31, 2018 would result in a decrease in fair value of total consolidated debt of approximately \$65.7 million and \$65.6 million, respectively. Refer to Note 8 to the consolidated financial statements for a description of our methodology in calculating the estimated fair value of debt. Considerable judgment is necessary to develop estimated fair values of financial instruments. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on the disposition of the financial instruments.

#### Foreign Currency Risk

We are also exposed to foreign currency risk on investments in outlet centers that are located in Canada. Our currency exposure is concentrated in the Canadian Dollar. To mitigate some of the risk related to changes in foreign currency, cash flows received from our Canadian joint ventures are either reinvested to fund ongoing Canadian development activities, if applicable, or converted to US dollars and utilized to repay amounts outstanding under our unsecured lines of credit. We generally do not hedge currency translation exposures.



#### **Item 4. Controls and Procedures**

##### *Tanger Factory Outlet Centers, Inc. Controls and Procedures*

The Company's management carried out an evaluation, with the participation of the Company's Chief Executive Officer and Chief Financial Officer of the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15 (e)) as of March 31, 2019. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of March 31, 2019. During the three months ended March 31, 2019, the Company implemented changes to its internal controls related to the adoption of the lease accounting standard ASC 842. There were no other changes to the Company's internal control over financial reporting during the quarter ended March 31, 2019, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

##### *Tanger Properties Limited Partnership Controls and Procedures*

The management of the Operating Partnership's general partner carried out an evaluation, with the participation of the Chief Executive Officer and the Vice-President and Treasurer (Principal Financial Officer) of the Operating Partnership's general partner of the effectiveness of the Operating Partnership's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15 (e)) as of March 31, 2019. Based on this evaluation, the Chief Executive Officer of the Operating Partnership's general partner, and the Vice-President and Treasurer of the Operating Partnership's general partner, have concluded that the Operating Partnership's disclosure controls and procedures were effective as of March 31, 2019. During the three months ended March 31, 2019, the Operating Partnership implemented changes to its internal controls related to the adoption of the lease accounting standard ASC 842. There were no other changes to the Operating Partnership's internal control over financial reporting during the quarter ended March 31, 2019, that materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The Company and the Operating Partnership are, from time to time, engaged in a variety of legal proceedings arising in the normal course of business. Although the results of these legal proceedings cannot be predicted with certainty, management believes that the final outcome of such proceedings will not have a material adverse effect on our results of operations or financial condition.

### Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2018.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### (c) Issuer Purchases of Equity Securities

On May 19, 2017, we announced that our Board of Directors authorized the repurchase of up to \$125.0 million of our outstanding common shares as market conditions warrant over a period commencing on May 19, 2017 and expiring on May 18, 2019. In February 2019, the Company's Board of Directors authorized the repurchase of up to an additional \$44.3 million of its outstanding common shares for a total remaining authorized amount of \$100.0 million. The Board of Directors also extended the expiration of the existing plan by two years to May 2021. Repurchases may be made from time to time through open market, privately-negotiated, structured or derivative transactions (including accelerated share repurchase transactions), or other methods of acquiring shares. The Company intends to structure open market purchases to occur within pricing and volume requirements of Rule 10b-18. The Company may, from time to time, enter into Rule 10b5-1 plans to facilitate the repurchase of its shares under this authorization.

The following table summarizes our common share repurchases for the fiscal quarter ended March 31, 2019:

| Period                                | Total number of shares purchased | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions) |
|---------------------------------------|----------------------------------|------------------------------|--|--|
| January 1, 2019 to January 31, 2019   | —                                | \$ —                         | —  | \$ 55.7  |
| February 1, 2019 to February 28, 2019 | —                                | —                            | —  | 100.0  |
| March 1, 2019 to March 31, 2019       | —                                | —                            | —  | 100.0  |
| Total                                 | —                                | \$ —                         | —  | \$ 100.0   |

**Item 6. Exhibits**

| Exhibit<br>Number | Exhibit Descriptions  |
|-------------------|---|
| 31.1*             | <a href="#"><u>Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.</u></a>   |
| 31.2*             | <a href="#"><u>Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.</u></a>   |
| 31.3*             | <a href="#"><u>Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.</u></a>  |
| 31.4*             | <a href="#"><u>Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.</u></a>  |
| 32.1**            | <a href="#"><u>Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.</u></a>   |
| 32.2**            | <a href="#"><u>Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.</u></a>   |
| 32.3**            | <a href="#"><u>Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.</u></a>  |
| 32.4**            | <a href="#"><u>Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.</u></a>  |
| 101***            | The following financial statements from Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership's dual Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, formatted in XBRL: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Other Comprehensive Income (unaudited), (iv) Consolidated Statements of Equity (unaudited), (v) Consolidated Statements of Cash Flows (unaudited), and (vi) Notes to Consolidated Financial Statements (unaudited). |

\* Filed herewith.

\*\* Furnished herewith.

\*\*\* Submitted herewith.

## SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DATE: May 7, 2019

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ James F. Williams

James F. Williams

Executive Vice President and Chief Financial Officer

TANGER PROPERTIES LIMITED PARTNERSHIP

By: TANGER GP TRUST, its sole general partner

By: /s/ James F. Williams

James F. Williams

Vice President and Treasurer (Principal Financial Officer)

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## Section 2: EX-31.1 (EXHIBIT 31.1)

### Exhibit 31.1

I, Steven B. Tanger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tanger Factory Outlet Centers, Inc. for the period ended March 31, 2019;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by

this report based on such evaluation; and

- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2019

/s/ Steven B. Tanger

Steven B. Tanger

Chief Executive Officer

Tanger Factory Outlet Centers, Inc.

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## Section 3: EX-31.2 (EXHIBIT 31.2)

### Exhibit 31.2

I, James F. Williams, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tanger Factory Outlet Centers, Inc. for the period ended March 31, 2019;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2019

/s/ James F. Williams  
James F. Williams  
Executive Vice-President and Chief Financial Officer  
Tanger Factory Outlet Centers, Inc.

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## Section 4: EX-31.3 (EXHIBIT 31.3)

### Exhibit 31.3

I, Steven B. Tanger, certify that:

- 1 I have reviewed this quarterly report on Form 10-Q of Tanger Properties Limited Partnership for the period ended March 31, 2019;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2019

/s/ Steven B. Tanger

Steven B. Tanger

Chief Executive Officer

Tanger GP Trust, sole general partner of the Operating Partnership

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## Section 5: EX-31.4 (EXHIBIT 31.4)

### Exhibit 31.4

I, James F. Williams, certify that:

- 1 I have reviewed this quarterly report on Form 10-Q of Tanger Properties Limited Partnership for the period ended March 31, 2019;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated

subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2019

/s/ James F. Williams

James F. Williams

Vice-President and Treasurer

Tanger GP Trust, sole general partner of the Operating Partnership  
(Principal Financial Officer)

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## Section 6: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

### Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Tanger Factory Outlet Centers, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2019

/s/ Steven B. Tanger

Steven B. Tanger

Chief Executive Officer

Tanger Factory Outlet Centers, Inc.



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## Section 7: EX-32.2 (EXHIBIT 32.2)

Exhibit 32.2

### Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Tanger Factory Outlet Centers, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2019

/s/ James F. Williams

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James F. Williams  
Executive Vice President and Chief Financial Officer Tanger Factory Outlet Centers, Inc.

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## Section 8: EX-32.3 (EXHIBIT 32.3)

Exhibit 32.3

### Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Tanger Properties Limited Partnership (the "Operating Partnership") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Operating Partnership for the period ended March 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

Date: May 7, 2019

/s/ Steven B. Tanger

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Steven B. Tanger  
Chief Executive Officer  
Tanger GP Trust, sole general partner of the Operating Partnership

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## Section 9: EX-32.4 (EXHIBIT 32.4)

Exhibit 32.4

### Certification of Principal Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Tanger Properties Limited Partnership (the "Operating Partnership") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Operating Partnership for the period ended March 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

Date: May 7, 2019

/s/ James F. Williams

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James F. Williams

Vice President and Treasurer

Tanger GP Trust, sole general partner of the Operating Partnership  
(Principal Financial Officer)

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