

# Section 1: DEF 14A (DEF 14A)

TABLE OF CONTENTS

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**BRIXMOR PROPERTY GROUP INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_

(2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_

(4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_

(5) Total fee paid:

\_\_\_\_\_

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

\_\_\_\_\_

(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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March 26, 2018

Dear Fellow Stockholders:

Please join us for Brixmor Property Group Inc.'s Annual Meeting of Stockholders on Tuesday, May 8, 2018, at 9:00 a.m. (Eastern Daylight Time) at the Grand Hyatt New York, 109 East 42<sup>nd</sup> Street at Grand Central Terminal, New York, New York 10017 in the Regency Room.

As permitted by the rules of the Securities and Exchange Commission, we are pleased to be furnishing our proxy materials to stockholders primarily over the Internet. We believe this process expedites the stockholders' receipt of the materials, lowers the costs of the Annual Meeting and conserves natural resources. We sent to stockholders of record at the close of business on March 5, 2018 a Notice of Internet Availability of Proxy Materials. The notice contains instructions on how to access our proxy statement, annual report to stockholders and annual report on Form 10-K and vote online. If you would like to receive a printed copy of our proxy materials instead of downloading a printable version from the Internet, please follow the instructions for requesting such materials included in the notice.

The matters to be acted upon at the Annual Meeting are described in detail in the accompanying notice of the Annual Meeting and the proxy statement. We may also report on other matters of current interest to our stockholders.

Please use this opportunity to contribute to our company by voting on the matters to come before this Annual Meeting. Stockholders who hold shares in their own name through our transfer agent, Computershare, can vote online or by telephone. To vote online or by telephone, follow the instructions for online voting contained within your Annual Meeting materials. In addition, if you have requested or received a paper copy of the proxy materials, you can vote by completing, dating, signing and returning the proxy card sent to you in the envelope accompanying the proxy materials. Voting online, by telephone or by returning the proxy card does not deprive you of your right to attend the Annual Meeting and to vote your shares in person. If you do attend the Annual Meeting and wish to vote in person, you may revoke your proxy at or prior to the Annual Meeting.

Thank you for your continued support of Brixmor Property Group Inc.

Sincerely,

A handwritten signature in black ink, appearing to read "JMT", written over a light blue horizontal line.

James M. Taylor  
Chief Executive Officer and President

A handwritten signature in black ink, appearing to read "John G. Schreiber", written over a light blue horizontal line.

John G. Schreiber  
Chairman of the Board

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## PROXY VOTING METHODS

If at the close of business on March 5, 2018, you were a stockholder of record, you may authorize a proxy to vote in accordance with your instructions through the Internet, by telephone or, if you have requested or received a paper copy of the proxy materials by mail, by mail, or you may vote in person at the Annual Meeting. For shares held through a broker, bank or other nominee, you may authorize a proxy by submitting voting instructions to your broker, bank or other nominee. To reduce our administrative and postage costs, we ask that you authorize a proxy through the Internet or by telephone, both of which are available 24 hours a day. You may revoke your proxies at the times and in the manners described on page 3 of the proxy statement.

**If you are a stockholder of record or hold shares through a broker, bank or other nominee and are voting by proxy, your proxy must be received by 11:59 p.m. on May 7, 2018 to be counted.**

To authorize a proxy if you are a stockholder of record:

### BY INTERNET

- Go to the website *www.AALvote.com.BRX* and follow the instructions, 24 hours a day, seven days a week.
- You will need the control number included on your Notice of Internet Availability or proxy card to obtain your records and to create an electronic voting instruction form.

### BY TELEPHONE

- From a touch-tone telephone, dial 1-866-804-9616 and follow the recorded instructions, 24 hours a day, seven days a week.
- You will need the control number included on your Notice of Internet Availability or proxy card in order to vote by telephone.

### BY MAIL

- Mark your selections on the proxy card.
- Date and sign your name exactly as it appears on your proxy card form.
- Mail the proxy card in the enclosed postage-paid envelope.

### **YOUR VOTE IS IMPORTANT TO US. THANK YOU FOR VOTING.**

If you hold your shares in street name, you may also submit voting instructions to your broker, bank or other nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. Please refer to information from your broker, bank, or other nominee on how to submit voting instructions.

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**BRIXMOR PROPERTY GROUP INC.**

## Notice of Annual Meeting of Stockholders

<b>TIME</b>	9:00 a.m. (Eastern Daylight Time) on Tuesday, May 8, 2018
<b>PLACE</b>	Grand Hyatt New York 109 East 42 <sup>nd</sup> Street at Grand Central Terminal New York, New York 10017 Regency Room
<b>ITEMS OF BUSINESS</b>	<ol style="list-style-type: none"><li>1. To elect eight directors to serve until our next annual meeting of stockholders and until their successors are duly elected and qualify.</li><li>2. To consider and vote on a proposal to ratify the appointment of Deloitte &amp; Touche LLP as our independent registered public accounting firm for 2018.</li><li>3. To consider and vote on, on a non-binding advisory basis, a resolution to approve the compensation paid to our named executive officers, as described in the enclosed proxy statement.</li><li>4. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.</li></ol>
<b>RECORD DATE</b>	You may vote at the Annual Meeting, or any adjournments or postponements thereof, if you were a stockholder of record at the close of business on March 5, 2018.
<b>VOTING BY PROXY</b>	To ensure your votes are cast, you may authorize a proxy over the Internet, by telephone or, if you have requested or received a paper copy of the proxy materials by mail, by completing, signing and returning your paper proxy card by mail. Internet and telephone voting procedures are described on the preceding page, in the General Information section beginning on page <a href="#">1</a> of the proxy statement and on the proxy card.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Steven F. Siegel".

Steven F. Siegel  
Executive Vice President, General Counsel &  
Secretary

*This Notice of Annual Meeting and proxy statement are being distributed or made available, as the case may be, on or about March 26, 2018.*

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on May 8, 2018:** Our proxy statement, annual report to stockholders and annual report on Form 10-K will be available at [www.viewproxy.com/brixmor/2018](http://www.viewproxy.com/brixmor/2018) beginning on March 26, 2018. As permitted by the Securities and Exchange Commission (the "SEC"), the Company is sending a Notice of Internet Availability of Proxy Materials (the "Notice") to all stockholders of record. All stockholders will have the ability to access the proxy statement and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 as filed with the SEC on February 12, 2018 (the "Annual Report") on a website referred to in the Notice or to request a printed set of these materials at no charge. Instructions on how to access these materials over the Internet or to request a printed copy may be found in the Notice.

In addition, any shareholder may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. Choosing to receive future proxy materials by email will save the Company the cost of printing and mailing documents to shareholders and will reduce the impact of annual meetings on the environment. A shareholder's election to receive proxy materials by email will remain in effect until the shareholder terminates it.

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# TABLE OF CONTENTS

	<u>Page</u>
<u>GENERAL INFORMATION</u>	<u>1</u>
<u>PROPOSAL NO. 1—ELECTION OF DIRECTORS</u>	<u>5</u>
<u>Nominees for Election to the Board of Directors in 2018</u>	<u>5</u>
<u>THE BOARD OF DIRECTORS AND CERTAIN GOVERNANCE MATTERS</u>	<u>10</u>
<u>Director Independence and Independence Determinations</u>	<u>10</u>
<u>Board Structure</u>	<u>11</u>
<u>Board Committees and Meetings</u>	<u>11</u>
<u>Committee Membership</u>	<u>12</u>
<u>Audit Committee</u>	<u>12</u>
<u>Compensation Committee</u>	<u>12</u>
<u>Nominating and Corporate Governance Committee</u>	<u>13</u>
<u>Oversight of Risk Management</u>	<u>14</u>
<u>Executive Sessions</u>	<u>14</u>
<u>Committee Charters and Corporate Governance Guidelines</u>	<u>14</u>
<u>Stock Ownership Guidelines</u>	<u>14</u>
<u>Code of Business Conduct and Ethics and Code of Conduct for Senior Financial Officers</u>	<u>15</u>
<u>Director Nomination Process</u>	<u>15</u>
<u>Communications with the Board</u>	<u>16</u>
<u>Executive Officers of the Company</u>	<u>17</u>
<u>PROPOSAL NO. 2—RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>18</u>
<u>Audit and Non-Audit Fees</u>	<u>18</u>
<u>PROPOSAL NO. 3—NON-BINDING VOTE ON EXECUTIVE COMPENSATION</u>	<u>20</u>
<u>Report of the Audit Committee</u>	<u>20</u>
<u>Report of the Compensation Committee</u>	<u>21</u>
<u>COMPENSATION OF OUR OFFICERS AND DIRECTORS</u>	<u>22</u>
<u>Compensation Discussion and Analysis</u>	<u>22</u>
<u>Compensation Actions Taken During 2018</u>	<u>30</u>
<u>Summary Compensation Table</u>	<u>32</u>
<u>Fiscal 2017 Grants of Plan-Based Awards Table</u>	<u>33</u>
<u>Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table</u>	<u>34</u>
<u>Employment Agreements with Our Named Executive Officers</u>	<u>34</u>
<u>Outstanding Equity Awards at 2017 Fiscal Year End</u>	<u>35</u>
<u>Option Exercises and Stock Vested in Fiscal 2017</u>	<u>37</u>
<u>Pension Benefits for Fiscal 2017</u>	<u>37</u>
<u>Nonqualified Deferred Compensation for Fiscal 2017</u>	<u>37</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>37</u>
<u>Compensation of Directors</u>	<u>40</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>41</u>
<u>PAY RATIO</u>	<u>42</u>
<u>OWNERSHIP OF SECURITIES</u>	<u>43</u>
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>45</u>
<u>REVIEW, APPROVAL, OR RATIFICATION OF TRANSACTIONS WITH RELATED PERSONS</u>	<u>46</u>
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	<u>47</u>
<u>STOCKHOLDER PROPOSALS FOR THE 2019 ANNUAL MEETING</u>	<u>48</u>
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	<u>49</u>
<u>OTHER BUSINESS</u>	<u>50</u>

**BRIXMOR PROPERTY GROUP INC.**

450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 869-3000

# PROXY STATEMENT

Annual Meeting of Stockholders May 8, 2018 9:00 a.m. (Eastern Daylight Time)

This proxy statement is being furnished by and on behalf of the board of directors of Brixmor Property Group Inc. in connection with the solicitation of proxies to be voted at the 2018 annual meeting of stockholders. This proxy statement and our 2017 annual report to stockholders will be available at [www.viewproxy.com/brixmor/2018](http://www.viewproxy.com/brixmor/2018) beginning on March 26, 2018.

## GENERAL INFORMATION

### Why am I being provided with these materials?

We have made these proxy materials available to you via the Internet or, upon your request, have delivered printed versions of these proxy materials to you by mail in connection with the solicitation by the Board of Directors (the "Board") of Brixmor Property Group Inc., a Maryland corporation (the "Company"), of proxies to be voted at our Annual Meeting of Stockholders to be held on May 8, 2018 ("Annual Meeting"), and at any postponements or adjournments of the Annual Meeting. Directors, officers and other Company employees also may solicit proxies by telephone or otherwise. Brokers, banks and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses. You are invited to attend the Annual Meeting and vote your shares in person. The Annual Meeting will be held at 9:00 a.m. Eastern Daylight Time at the Grand Hyatt New York, 109 East 42<sup>nd</sup> Street at Grand Central Terminal, New York, New York 10017 in the Regency Room. For directions to the Annual Meeting you may contact our Secretary at Brixmor Property Group Inc., 450 Lexington Avenue, New York, New York 10017.

### What am I voting on?

There are three proposals to be considered and voted on at the Annual Meeting:

- Proposal No. 1: Election of eight directors to serve until our next annual meeting and until their successors are duly elected and qualify.
- Proposal No. 2: Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2018.
- Proposal No. 3: Approval, on a non-binding advisory basis, of the compensation paid to our named executive officers, as described in this proxy statement.

### Who is entitled to vote?

Stockholders as of the close of business on March 5, 2018 (the "Record Date"), may vote at the Annual Meeting, or any postponement or adjournment thereof. As of that date, there were 303,819,420 shares of common stock outstanding. You have one vote for each share of common stock held by you as of the Record Date, including shares:

- Held directly in your name as "stockholder of record" (also referred to as "registered stockholder");
- Held for you in an account with a broker, bank or other nominee (shares held in "street name"). Street name holders generally cannot vote their shares directly and instead must instruct the broker, bank or other nominee how to vote their shares; and
- Held for you by us as restricted shares (whether vested or non-vested) under any of our stock incentive plans.



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**What constitutes a quorum?**

The presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the Annual Meeting on any matter will constitute a quorum to transact business at the Annual Meeting. Stockholders who properly authorize a proxy but who instruct their proxy holder to abstain from voting on one or more matters are counted as present and entitled to vote for purposes of determining a quorum. Shares represented by “broker non-votes,” described below, also are counted as present and entitled to vote for purposes of determining a quorum. However, as described below under “How are votes counted?,” if you hold your shares in street name and do not provide voting instructions to your broker, bank or other nominee, your shares will not be voted on any proposal on which your broker, bank or other nominee does not have discretionary authority to vote (a “broker non-vote”).

**What is a “broker non-vote”?**

A broker non-vote occurs when shares held by a broker, bank or other nominee are not voted with respect to a proposal because (1) the broker, bank or other nominee has not received voting instructions from the stockholder who beneficially owns the shares and (2) the broker, bank or other nominee lacks the authority to vote the shares at his/her discretion. Under current New York Stock Exchange interpretations that govern broker non-votes, Proposal Nos. 1 and 3 are considered non-discretionary matters and a broker, bank or other nominee will lack the authority to vote shares at his/her discretion on such proposals. Proposal No. 2 is considered a discretionary matter and a broker, bank or other nominee will be permitted to exercise his/her discretion.

**How many votes are required to approve each proposal?**

The affirmative vote of a majority of the votes cast will be required to approve each proposal at the Annual Meeting. While the vote on executive compensation (Proposal No. 3) is advisory in nature and non-binding, the Board will review the voting results and expects to take them into consideration when making future decisions regarding executive compensation.

**How are votes counted?**

You may instruct your proxy to vote “FOR” or “AGAINST” or to “ABSTAIN” with respect to each of the proposals. Abstentions and broker non-votes will have no effect on the outcome of the proposals.

If you properly authorize a proxy (whether by internet, telephone or mail) without specifying voting instructions on any matter to be considered at the Annual Meeting, the proxy holders will vote your shares according to the Board’s recommendation on that matter and in accordance with the discretion of the holders of the proxy with respect to any other matters that may be brought before the Annual Meeting. The Board has recommended a vote “FOR” each director nominee listed herein and “FOR” Proposals Nos. 2 and 3.

**Who will count the vote?**

Representatives of Alliance Advisors will tabulate the votes, and representatives of Alliance Advisors will serve as inspectors of election.

**How does the Board recommend that I vote?**

Our Board recommends that you vote your shares:

- “FOR” each of the nominees for election as directors set forth in this proxy statement.
- “FOR” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2018.
- “FOR” the approval, on a non-binding, advisory basis, of the compensation paid to our named executive officers, as described in this proxy statement.

### **How do I authorize a proxy to vote my shares without attending the Annual Meeting?**

If you are a stockholder of record, you may authorize a proxy to vote on your behalf at the Annual Meeting. Specifically, you may authorize a proxy:

- *By Internet*—If you have Internet access, you may authorize your proxy by going to [www.AALvote.com.BRX](http://www.AALvote.com.BRX) and by following the instructions on how to complete an electronic proxy card. You will need the control number included on your Notice of Internet Availability or proxy card in order to vote by Internet.
- *By Telephone*—If you have access to a touch-tone telephone, you may authorize your proxy by dialing 1-866-804-9616 and by following the recorded instructions. You will need the control number included on your Notice of Internet Availability or proxy card in order to vote by telephone.
- *By Mail*—If you have requested or received a paper copy of the proxy materials by mail, you may authorize your proxy by mail by completing, signing and dating the enclosed proxy card where indicated and by mailing or otherwise returning the card in the envelope that has been provided to you. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity (for example, as guardian, executor, trustee, custodian, attorney or officer of a corporation), indicate your name and title or capacity.

If you hold your shares in street name, you may submit voting instructions to your broker, bank or other nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. Please refer to information from your broker, bank, or other nominee on how to submit voting instructions.

**Internet and telephone voting facilities will close at 11:59 p.m. on May 7, 2018 for the voting of shares held by stockholders of record or held in street name.**

**Mailed proxy cards with respect to shares held of record or in street name must be received no later than May 7, 2018.**

### **How do I vote my shares in person at the Annual Meeting?**

First, you must satisfy the requirements for admission to the Annual Meeting (see below). Then, if you are a stockholder of record and prefer to vote your shares at the Annual Meeting, you must bring proof of identification along with your Notice of Internet Availability or proof of ownership. You may vote shares held in street name at the Annual Meeting only if you obtain a signed proxy from the record holder (for example, your broker, bank or other nominee) giving you the right to vote the shares.

Even if you plan to attend the Annual Meeting, we encourage you to vote in advance by Internet, telephone or mail so that your vote will be counted even if you later decide not to attend the Annual Meeting.

### **What does it mean if I receive more than one Notice on or about the same time?**

It generally means you hold shares registered in more than one account. To ensure that all your shares are voted, please sign and return each proxy card or, if you authorize a proxy by Internet or telephone, vote once for each Notice you receive.

### **May I change my vote or revoke my proxy?**

Yes. Whether you have authorized a proxy by Internet, telephone or mail, if you are a stockholder of record, you may change your voting instructions or revoke your proxy by:

- Sending a written statement to that effect to our Corporate Secretary, provided such statement is received no later than May 7, 2018;
- Authorizing a proxy again by Internet or telephone at a later time before the closing of those voting facilities at 11:59 p.m. on May 7, 2018;
- Submitting a properly signed proxy card with a later date that is received no later than May 7, 2018; or
- Attending the Annual Meeting, revoking your proxy and voting in person.



If you hold shares in street name, you may submit new voting instructions by contacting your broker, bank or other nominee. You may also change your vote or revoke your proxy in person at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank or other nominee) giving you the right to vote the shares.

**Do I need a ticket or identification to be admitted to the Annual Meeting?**

Yes, you will need your ***proof of identification along with either your Notice or proof of stock ownership*** to enter the Annual Meeting. If your shares are held beneficially in the name of a broker, bank or other nominee and you wish to be admitted to attend the Annual Meeting, you must present proof of your ownership of Brixmor Property Group Inc. stock, such as a bank or brokerage account statement.

**No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Annual Meeting.**

**Could other matters be decided at the Annual Meeting?**

At the date this proxy statement went to press, we did not know of any matters that may be properly presented at the Annual Meeting other than those referred to in this proxy statement.

If other matters are properly presented at the Annual Meeting for consideration and you are a stockholder of record and have submitted a proxy card, the persons named in your proxy card will have the discretion to vote on those matters for you.

**Who will pay for the cost of this proxy solicitation?**

We will pay the cost of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees (for no additional compensation) in person or by telephone, electronic transmission and facsimile transmission. Brokers, banks and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses.

# PROPOSAL NO. 1—ELECTION OF DIRECTORS

Upon the recommendation of the Nominating and Corporate Governance Committee, eight nominees will be proposed for election as directors at the Annual Meeting to hold office until our next annual meeting of stockholders and until their successors are duly elected and qualify. Our nominees were selected by the Board, based on the recommendation of the Nominating and Corporate Governance Committee. All eight nominees currently serve on our board of directors. All of the nominees are willing to serve as

directors but, if any of them should decline or be unable to act as a director, the individuals designated in the proxy cards as proxies will exercise the discretionary authority provided to vote for the election of such substitute nominee selected by our board of directors, unless the Board alternatively acts to reduce the size of the Board or maintain a vacancy on the Board in accordance with our bylaws. The Board has no reason to believe that any such nominees will be unable or unwilling to serve.

## Nominees for Election to the Board of Directors in 2018

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The following information describes the offices held, other business directorships and the term of service of each director nominee. Beneficial ownership of equity securities of the director nominees is shown under "Ownership of Securities" below. The biographical description below for each nominee includes the specific experience, qualifications, attributes and skills that led to the conclusion by the Board that such person should serve as a director.



**James M. Taylor Jr.**

Director since 2016

Age 51

Mr. Taylor has served as our Chief Executive Officer and President since May 2016 and as a director since June 2016. Mr. Taylor has more than 20 years of experience in the commercial real estate industry. From 2012 until joining Brixmor, he was Executive Vice President—Chief Financial Officer and Treasurer for Federal Realty Investment Trust, a real estate investment trust, and a member of Federal Realty's executive and investment committees. At Federal Realty, he was also responsible for sourcing and evaluating business development opportunities for its east coast portfolio, as well as for operational oversight of its southeast portfolio. From 1998 to 2012, Mr. Taylor was a Senior Managing Director and the head of real estate investment banking at Eastdil Secured/Wells Fargo where he successfully completed over \$100 billion of public debt and equity offerings, M&A transactions, asset and portfolio sales, private equity placements, mortgage financings and bank loans for his real estate clients. Prior to joining Eastdil Secured, Mr. Taylor practiced corporate and securities law at the law firm Hunton & Williams, with a focus on equity REITs, and also worked as a senior accountant for the accounting firm Price Waterhouse in Washington, D.C. He is a member of the Urban Land Institute (ULI). He received a B.S. and J.D. from the University of Virginia. In determining that he should serve as a director, our Board considered Mr. Taylor's extensive experience over more than 20 years in the commercial real estate industry and his knowledge of our business and portfolio as our chief executive officer.

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**John G. Schreiber**

Director and Chairman since 2013

Age 72

Mr. Schreiber has served as a Director since 2013. Mr. Schreiber is the President of Centaur Capital Partners, Inc. In December 2015, he retired as a Partner and Co-Founder of Blackstone Real Estate Advisors ("BRE"). As Co-Chairman of the BRE Investment Committee, Mr. Schreiber oversaw all Blackstone real estate investments since its founding in 1992. Prior thereto, Mr. Schreiber served as Chairman and Chief Executive Officer of JMB Urban Development Co. and Executive Vice President of JMB Realty Corp. Mr. Schreiber currently serves on the board of JMB Realty Corp. and Hilton Worldwide Inc., where he serves as the Chairman of the Compensation Committee. Mr. Schreiber is a Director/Trustee of a number of mutual funds managed by T. Rowe Price Associates and a Trustee of Loyola University. He is a past board member of Invitation Homes, General Growth Properties, Urban Shopping Centers, Inc., Host Hotels & Resorts, Inc., The Rouse Company, AMLI Residential Properties Trust, Inc. and Blackstone Mortgage Trust, Inc. Mr. Schreiber graduated from Loyola University of Chicago and received an M.B.A. from Harvard Business School. In determining that he should serve as a director, our Board considered Mr. Schreiber's extensive experience with, and strong record of success in investing in, real estate-related assets, as well as his significant experience in serving as a director of various other companies, including real estate companies.

**Michael Berman**

Director since 2013

Age 60

Mr. Berman has served as a Director since 2013. From January 2018 until March 2018, Mr. Berman served as Executive Vice President, Finance of GGP Inc. ("GGP") and oversaw its finance function. Prior thereto, Mr. Berman previously served as Chief Financial Officer of GGP and oversaw its finance, accounting, capital markets, treasury, investor relations and corporate communications functions. He joined GGP in December 2011 and has over 25 years of combined experience in the real estate and financial industries. From September 2003 until he joined GGP, Mr. Berman served as Chief Financial Officer of Equity LifeStyle Properties, Inc. During 2003, Mr. Berman was an associate professor at the New York University Real Estate Institute. From 1997 to 2002, he was a managing director in the investment banking department at Merrill Lynch & Co. Mr. Berman holds an M.B.A. from Columbia University Graduate School of Business, a J.D. from Boston University School of Law and a bachelor's degree from Binghamton University in New York. Mr. Berman is a member of the Columbia Business School Real Estate Advisory Board and is a member of the Urban Land Institute. In determining that he should serve as a director, our Board considered Mr. Berman's extensive experience in the real estate and finance industries, including in the retail property sector in particular, and his familiarity with financial reporting and accounting matters.

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**Sheryl M. Crosland**

Director since 2016

Age 65

Ms. Crosland has served as a Director since December 2016. Ms. Crosland most recently served as Managing Director and Retail Sector Head at JP Morgan Investment Management's Global Real Assets Group from 1998 until 2014. She spent over 30 years with JP Morgan in various positions in real estate investment management and served on the Board of Directors of Donahue Schriber Realty Group and Edens Investment Trust. Ms. Crosland attained a B.S. from Furman University and a Master of Science in Industrial Management from Georgia Institute of Technology and is a certified public accountant. In determining that she should serve as a director, our Board considered Ms. Crosland's extensive experience in the real estate industry, in particular her familiarity with real estate investment, ownership and operational experience.

**Thomas W. Dickson**

Director since 2015

Age 62

Mr. Dickson has served as a Director since 2015. Mr. Dickson most recently served as Chief Executive Officer of Harris Teeter, a leading regional supermarket chain of more than 200 supermarkets, primarily in the Southeastern and Mid-Atlantic United States, from February 1997 until Harris Teeter's sale to The Kroger Co. in January 2014, and also served as Chairman of the Board of Harris Teeter from March 2006 until January 2014. Prior to becoming Chief Executive Officer, Mr. Dickson served as President of Harris Teeter from February 1997 through March 2012 and as Executive Vice President of Harris Teeter from February 1996 to February 1997. From February 1994 to February 1996, Mr. Dickson served as President of American & Efid, Inc., Harris Teeter's former A&E subsidiary, and from February 1991 to February 1994 he served as Executive Vice President of American & Efid, Inc. He served as Chairman of the Board of The Pantry, Inc. from April 2014 until its sale in March 2015. Mr. Dickson currently serves on the Board of Directors of Conagra Brands, Inc., where he is also a member of the Nominating, Governance and Public Affairs Committee. Mr. Dickson attained a B.A. and M.B.A. from the University of Virginia. In determining that he should serve as a director, our Board considered Mr. Dickson's extensive operational experience and expertise in the supermarket grocery business, his broad real estate knowledge and his substantial public company board experience.

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**Daniel B. Hurwitz**

Director since 2016

Age 54

Mr. Hurwitz has served as a Director since February 2016 and previously served as our interim President and Chief Executive Officer from February 2016 until May 2016. Mr. Hurwitz is the founder and chief executive officer of Raider Hill Advisors, LLC, a private real estate investment and retail advisory firm located in New York City. Prior to founding Raider Hill in 2015, Mr. Hurwitz served in numerous executive capacities for DDR Corp. from 1999 to 2015, culminating in the role of chief executive officer from January 2010 to December 2014. DDR Corp. is a NYSE-listed real estate investment trust that owns and manages shopping centers. Mr. Hurwitz currently serves on the board of directors of International Council of Shopping Centers (ICSC) and General Growth Properties, Inc., where he is lead director and serves on both the audit and compensation committees. Mr. Hurwitz has previously served as a member of the ICSC Board of Trustees Executive Committee. He also previously served as a member of the NAREIT Executive Board of Governors and Governance Committee in addition to the Board of Directors of DDR Corp, CubeSmart, Sonae Sierra Brasil, SA and Boscovs Department Store, Inc. Mr. Hurwitz is a graduate of Colgate University and currently serves as Chairman of the Colgate University Board of Trustees. In determining that he should serve as a director, our Board considered Mr. Hurwitz's extensive management experience as chief executive officer of another publicly-traded real estate investment trust and interim chief executive officer of the Company, his extensive experience with shopping centers and his extensive experience as a director of other public real estate companies.

**William D. Rahm**

Director since 2013

Age 39

Mr. Rahm has served as a Director since 2013. Mr. Rahm is a Senior Managing Director of Centerbridge Partners, L.P., which he joined at its inception in 2006. He currently leads the firm's real estate investment activities. Prior to joining Centerbridge, Mr. Rahm was a member of Blackstone's real estate private equity group, where he completed investments in lodging businesses and real estate assets. Mr. Rahm graduated cum laude from Yale College. He received his J.D. cum laude from Harvard Law School and his M.B.A. with distinction from Harvard Business School. Mr. Rahm currently serves on the Board of Directors of Merit Hill Holdings REIT LLC and as Chairman of the Board of Great Wolf Resorts, Inc. Mr. Rahm previously served on the Board of Directors of Extended Stay America, Inc. In determining that he should serve as a director, our Board considered Mr. Rahm's extensive experience in real estate and investments and his significant understanding of issues and risks that affect the Company.

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**Gabrielle Sulzberger**

Director since 2015

Age 57

Ms. Sulzberger has served as a Director since 2015. Ms. Sulzberger is a General Partner of Rustic Canyon/Fontis Partners, L.P. ("RC/Fontis"), a private equity fund, which she co-founded in 2005. During her tenure at RC/Fontis, from October 2011 to February 2013, she served as interim CEO of Johnson Products Company, a portfolio company of RC/Fontis that manufactures hair care products. Previously, from 2002 through 2005, Ms. Sulzberger was Chief Financial Officer of the Villanueva Companies, a private holding company with diverse investment interests. She currently serves on the Board of Directors of Teva Pharmaceutical Industries, where she also serves on the compensation and corporate responsibility committees. She has previously served on the Board of Directors of Whole Foods Market, Inc., Stage Stores, Inc. and Bright Horizons Family Solutions. Ms. Sulzberger received a J.D. from Harvard Law School, an M.B.A. from Harvard Business School and a B.A. from Princeton University. In determining that she should serve as a director, our Board considered Ms. Sulzberger's experience as a general partner and manager of a diversified private equity fund, executive positions of several consumer product companies and her audit committee chairman experience at a large public company in the retail sector.

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**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.**

# THE BOARD OF DIRECTORS AND CERTAIN GOVERNANCE MATTERS

The business and affairs of the Company are managed under the direction of our Board, as provided by Maryland law, and the Company conducts its business through meetings of the Board and its three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee.

We have structured our corporate governance in a manner we believe closely aligns our interests with those of our stockholders. Notable features of our corporate governance include:

- our Board is not classified and each of our directors is subject to re-election annually, and we will not classify our Board in the future without the approval of our stockholders;
  - our directors may be removed by the vote of a majority of the votes entitled to be cast and our Board may not increase the vote required to remove a director without stockholder approval;
  - we have fully independent audit, compensation and nominating and corporate governance committees, and our independent directors meet regularly in executive sessions without the presence of our corporate officers or non-independent directors;
  - our Board has an independent Chairman and a Lead Independent Director;
  - all members of our audit committee are “financial experts” as defined by applicable SEC regulations;
  - each senior officer (our chief executive officer, chief financial officer and each executive vice president) is expected to own common stock or common stock equivalents
- equal in market value to at least three to six times his or her annual base salary, depending on his or her position;
  - our executive officers and members of our board are prohibited from engaging in any hedging transactions with respect to equity securities of the Company held by them, which includes the purchase of any financial instrument designed to hedge or offset any decrease in the market value of such equity securities;
  - our directors are elected by a vote of a majority of votes cast in uncontested elections, and in the event that an incumbent director fails to receive a majority of votes cast in an uncontested election, such incumbent director is required to submit his or her resignation to the Board, which will decide what action to take on the resignation, and the decision will be publicly disclosed;
  - we have opted out of the Maryland business combination and control share acquisition statutes, and in the future will not opt in without stockholder approval;
  - we do not have a stockholder rights plan, and we will not adopt a stockholder rights plan in the future without stockholder approval;
  - as part of our Board tenure and refreshment strategy, we have a mandatory retirement age of 75;
  - stockholders holding a majority of outstanding shares have the right to amend, alter or repeal our bylaws, or adopt new bylaws, at a duly called meeting of stockholders; and
  - our Board views its diversity as an important strength, with women currently constituting 25% of its members.

## **Director Independence and Independence Determinations**

Under our Corporate Governance Guidelines and NYSE rules, a director is not independent unless the Board affirmatively determines that he or she does not have a direct or indirect material relationship with the Company or any of its subsidiaries.

Our Corporate Governance Guidelines define independence in accordance with the independence

definition in the current NYSE corporate governance rules for listed companies. Our Corporate Governance Guidelines require the Board to review the independence of all directors at least annually.

In the event a director has a relationship with the Company that is relevant to his or her independence and is not addressed by the objective tests set forth in



the NYSE independence definition, the Board will determine, considering all relevant facts and circumstances, whether such relationship is material.

The Nominating and Corporate Governance Committee undertook its annual review of director independence and made a recommendation to our Board regarding director independence. As a result of this review, our Board affirmatively determined that each of Messrs. Berman, Dickson, Hurwitz, Rahm and Schreiber and Ms. Crosland and Sulzberger is independent for purposes of all applicable New York Stock Exchange standards, including with respect to committee service. Our Board has also determined that each of Mr. Berman and Ms. Crosland and

Sulzberger is “independent” for purposes of Section 10A(m)(3) and each of Messrs. Dickson, Hurwitz, Rahm and Schreiber is “independent” for purposes of Section 10C(b) of the Exchange Act. In addition, the Board affirmatively determined that Anthony Deering, who served on the Board for part of 2017, was independent for purposes of all applicable New York Stock Exchange standards, including with respect to committee service.

In making its independence determinations, the Board considered and reviewed all information known to it (including information identified through annual directors’ questionnaires).

## Board Structure

Our Board is led by the Chairman. The Chief Executive Officer position is separate from the Chairman position. We believe that the separation of the Chairman and Chief Executive Officer positions is appropriate corporate governance for us at this time. Accordingly, Mr. Schreiber serves as Chairman, while Mr. Taylor serves as our Chief Executive Officer and President. Our Board believes that this structure best

encourages the free and open dialogue of competing views and provides for strong checks and balances. Additionally, Mr. Schreiber’s attention to Board and committee matters allows the Chief Executive Officer to focus more specifically on overseeing the Company’s day to day operations as well as strategic opportunities and planning.

## Board Committees and Meetings

The following table summarizes the current membership of each of the Board’s Committees.

	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Nominating and Corporate Governance Committee</b>
James M. Taylor Jr.			
John G. Schreiber		X	X
Michael Berman	X, Chair		
Sheryl M. Crosland	X		
Thomas W. Dickson		X	
Daniel B. Hurwitz		X	
William D. Rahm		X, Chair	X
Gabrielle Sulzberger	X		X, Chair

All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and the annual meeting of stockholders. During the year ended December 31, 2017, the Board held 8 meetings, the Audit Committee held 8 meetings,

Nominating and Corporate Governance Committee held 3 meetings. All of our directors attended at least 75% of the aggregate of the meetings of the Board and relevant committee meetings in 2017. All nine directors then serving on the Board attended the 2017 annual meeting of stockholders.

the Compensation Committee held 4 meetings and  
the

## Committee Membership

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### Audit Committee

All members of the Audit Committee are “independent,” in accordance with our Audit Committee charter and the applicable NYSE listing standards applicable to boards of directors in general and audit committees in particular. Our Board has determined that each of the members of the Audit Committee is “financially literate” within the meaning of the listing standards of the New York Stock Exchange. In addition, our Board has determined that each of the members of the Audit Committee qualifies as an audit committee financial expert as defined by applicable SEC regulations. The Board reached its conclusion as to Mr. Berman’s qualification based on, among other things, his more than 10 years of experience as the Chief Financial Officer of two public real estate investment trusts. The Board reached its conclusion as to Ms. Crosland based on her education as a certified public accountant, her 30 years of experience in real estate investment management and her service on the audit committee of several private real estate companies. The Board reached its conclusions as to Ms. Sulzberger based on, among other things, her 10 years of experience as a partner at a private equity fund, four years of experience as a chief financial officer and her experience as audit committee chairman of a public company.

The duties and responsibilities of the Audit Committee are set forth in its charter, which may be found at [www.brixmor.com](http://www.brixmor.com) under Investors: Governance: Audit Committee Charter, and include among others the following:

- carrying out the responsibilities and duties delegated to it by the Board, including its oversight of our financial reporting policies, our internal controls and our compliance with legal and regulatory requirements applicable to financial statements and accounting and financial reporting processes;
- selecting our independent registered public accounting firm and reviewing and evaluating its qualifications, performance and independence;
- reviewing and pre-approving the audit and non-audit services and the payment of compensation to the independent registered public accounting firm;
- reviewing reports and material written communications between management and the independent registered public accounting firm, including with respect to major issues as to the adequacy of the Company’s internal controls;
- reviewing the work of our internal audit function; and
- reviewing and discussing with management and the independent registered public accounting firm our guidelines and policies with respect to risk assessment and risk management.

With respect to our reporting and disclosure matters, the responsibilities and duties of the Audit Committee include reviewing and discussing with management and the independent registered public accounting firm our annual audited financial statements and quarterly financial statements prior to inclusion in our Annual Report on Form 10-K or other public dissemination in accordance with applicable rules and regulations of the SEC.

On behalf of the Board, the Audit Committee plays a key role in the oversight of the Company’s risk management policies and procedures. See “Oversight of Risk Management” below.

### Compensation Committee

All members of the Compensation Committee are “independent,” in accordance with our Compensation Committee charter and the applicable NYSE listing standards applicable to boards of directors in general and compensation committees in particular.

The duties and responsibilities of the Compensation Committee are set forth in its charter, which may be found at [www.brixmor.com](http://www.brixmor.com) under Investors: Governance: Compensation Committee Charter, and include among others the following:

- establishing and reviewing the overall compensation philosophy of the Company;
- reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer and other executive officers’ compensation, including annual performance objectives, if any;





- evaluating the performance of the Chief Executive Officer in light of these corporate goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determining and approving the annual salary, bonus, equity-based incentives and other benefits, direct and indirect, of the Chief Executive Officer;
- reviewing and approving, or making recommendations to the Board, on the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the other executive officers;
- considering policies and procedures pertaining to expense accounts of senior executives;
- reviewing and approving, or making recommendations to the Board with respect to, incentive-compensation plans and equity-based plans that are subject to the approval of the Board, and overseeing the activities of the individuals responsible for administering those plans;
- reviewing and approving equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders;
- reviewing and making recommendations to the Board, or approving, all equity-based awards, including pursuant to the Company's equity-based plans;
- monitoring compliance by executives with the rules and guidelines of the Company's equity-based plans; and
- reviewing and monitoring all employee retirement, profit sharing and benefit plans of the Company.

With respect to our reporting and disclosure matters, the responsibilities and duties of the Compensation Committee include, among others, overseeing the preparation of the Compensation Discussion and Analysis and determining whether or not to recommend to the Board that the Compensation Discussion and Analysis be included in our annual proxy statement or Annual Report on Form 10-K in accordance with applicable rules and regulations of the SEC. The charter of the Compensation Committee permits the committee to delegate any or all of its authority to one or more subcommittees and to delegate to one or more officers of the Company the authority to make awards to any non-Section 16 officer of the Company under the Company's

incentive-compensation or other equity-based plan, subject to compliance with the plan and the laws of the state of the Company's jurisdiction.

The Compensation Committee has the authority under its charter to retain outside consultants or advisors, as it deems necessary or advisable.

In 2017, James M. Taylor Jr., our President and Chief Executive Officer, generally participated in discussions and deliberations with the Compensation Committee regarding determinations of annual cash incentive awards for our executive officers. Specifically, he made recommendations to the Compensation Committee regarding executive salaries, equity awards, the performance targets used under our annual bonus plan and the amounts of annual cash incentive awards. Mr. Taylor did not participate in deliberations regarding his own compensation.

For 2017, the Compensation Committee engaged the services of FPL Associates L.P. ("FPL") as its independent outside compensation consultant. All executive compensation services provided by FPL were conducted under the direction or authority of the Compensation Committee, and all work performed by FPL was pre-approved by the Compensation Committee. Neither FPL nor any of its affiliates maintains any other direct or indirect business relationships with the Company. As requested by the Compensation Committee, in 2017, FPL's services to the Compensation Committee consisted of compensation consulting services which included general involvement and support in compensation related matters, including assessment of the Company's long-term incentive compensation program, as well as reports and market trends and legislative updates.

#### **Nominating and Corporate Governance Committee**

All members of the Nominating and Corporate Governance Committee are "independent," in accordance with our Nominating and Corporate Governance Committee charter and the applicable NYSE listing standards.

The duties and responsibilities of the Nominating and Corporate Governance Committee are set forth in its charter, which may be found at [www.brixmor.com](http://www.brixmor.com) under Investors: Governance: Nominating and Corporate Governance Committee Charter, and include among others the following:

- establishing the criteria for the selection of new directors;
- identifying and recommending to the Board individuals to be nominated as directors;
- evaluating candidates for nomination to the Board, including those recommended by stockholders;



- conducting all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates;
- considering questions of independence and possible conflicts of interest of members of the Board and executive officers;
- reviewing and recommending the composition and size of the Board;
- overseeing the evaluation of the Board, its committees, as applicable, and management; and
- recommending members of the Board to serve on the committees of the Board and, where appropriate, recommending the removal of any member of any committee.

## **Oversight of Risk Management**

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The Board exercises oversight of risk management related to us and our business and accomplishes this oversight through the regular reporting by the Audit Committee. The Audit Committee represents the Board by periodically reviewing our accounting, reporting and financial practices, including the integrity of our financial statements, the surveillance of administrative and financial controls and our compliance with legal and regulatory requirements.

Through its regular meetings with management, including the finance, legal, and internal audit functions, the Audit Committee reviews and discusses all significant areas of our business and summarizes for the Board all areas of risk and the appropriate mitigating factors. In addition, our Board receives periodic detailed operating performance reviews from management.

## **Executive Sessions**

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Executive sessions, which are meetings of the non-management members of the Board, are regularly scheduled throughout the year. In addition, at least once a year, the independent directors meet in a private session that excludes management and non-independent directors. In accordance with our

Corporate Governance, the independent directors have elected Mr. Rahm from among themselves to serve as the Presiding Independent Director to call and preside at executive sessions. The Audit Committee also meets regularly in executive session.

## **Committee Charters and Corporate Governance Guidelines**

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Our commitment to good corporate governance is reflected in our Corporate Governance Guidelines, which describe the Board's views on a wide range of governance topics. These Corporate Governance Guidelines are reviewed from time to time by the Board and, to the extent deemed appropriate in light of emerging practices, revised accordingly, upon recommendation to and approval by the Board.

Our Corporate Governance Guidelines, our Audit, Compensation and Nominating and Corporate Governance Committee charters and other corporate

governance information are available on the Governance page of the Investors section on our website at [www.brixmor.com](http://www.brixmor.com). Any stockholder also may request them in print, without charge, by contacting the Secretary at Brixmor Property Group Inc., 450 Lexington Avenue, New York, New York 10017.

## Stock Ownership Guidelines

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The Board has implemented stock ownership guidelines included in our Corporate Governance Guidelines referenced above. Each senior officer (our chief executive officer, chief financial officer and each executive vice president) is expected to own common stock or common stock equivalents equal in market value to a specified multiple of his or her annual base

salary. The guideline for our chief executive officer is six times his or her base salary, for our chief financial officer is four times his or her base salary, and for the other senior officers is three times his or her base salary. New officers, including our Chief Executive Officer and President, Chief Financial Officer and Chief Investment Officer, that are subject to the ownership

guidelines are expected to be in compliance by the fifth anniversary of their appointment to the position that results in application of the ownership guidelines. Each of our current senior officers, other than our Chief Financial Officer and Chief Investment Officer, who have until May 2021 to own the requisite shares of common stock or common stock equivalents under the ownership guidelines, currently owns shares of common stock or common stock equivalents equal to or greater than their respective ownership guideline.

The Board has also established common stock ownership guidelines for our independent directors. Each independent director is expected to own shares

of our common stock or common stock equivalents with an aggregate market value not less than five times the cash portion of such independent director's annual board fee for the preceding year (exclusive of committee or chairperson fees) within five years of joining the Board.

For purposes of these stock ownership guidelines, (i) restricted stock and (ii) earned restricted stock units, which are only subject to a time vesting requirement, shall be counted toward such requirement. The Board may, in its sole discretion, grant exceptions to the above guidelines.

## **Code of Business Conduct and Ethics and Code of Conduct for Senior Financial Officers**

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We have a Code of Business Conduct and Ethics which applies to all directors, officers and employees of the Company and a Code of Conduct for Senior Financial Officers which applies to our principal executive officer, principal financial officer and principal accounting officer or controller and persons performing similar functions. Each of these codes is available on our internet website [www.brixmor.com](http://www.brixmor.com) under Investors: Governance. The Code of Business Conduct and Ethics sets forth our policies and expectations on a number of topics, including conflicts of interest, compliance with laws (including insider trading laws), use of our assets and business conduct and fair dealing. The Code of Conduct for Senior Financial Officers satisfies the requirements for a code of ethics, as defined by Item 406 of Regulation S-K promulgated by the SEC. The Company will disclose within four business days any substantive changes in or any waivers of the Code of Business Conduct and Ethics or Code of Conduct for Senior Financial Officers granted to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by posting such information on our website as set forth above rather than by filing a Form 8-K.

As described in our Code of Business Conduct and Ethics, the Company's directors, officers and employees are provided with three avenues through which they can report violations or suspected violations with respect to accounting or auditing matters: a toll-free phone number, in writing, and a website. The toll-free phone number for directors, officers and employees is available 24 hours a day, seven days a week. Directors, officers and employees may report any violation of the Code of Business Conduct and Ethics that does not concern accounting or auditing matters either in writing or in person. Violations or suspected violations of the Code of Conduct for Senior Financial Officers must be reported to the Company's General Counsel or the Chairman of the Audit Committee of the Board of Directors and may be made in person, in writing or through a toll-free phone number. Directors, officers and employees can choose to remain anonymous in reporting violations or suspected violations. In addition, we maintain a formal non-retaliation policy that prohibits action or retaliation against any director, officer or employee who makes a report in good faith even if the facts alleged are not confirmed by subsequent investigation.

## **Director Nomination Process**

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The Nominating and Corporate Governance Committee weighs the characteristics, experience, independence and skills of potential candidates for election to the Board and recommends nominees for election as directors to the Board. In

the Board does not have a formal diversity policy), compliance with New York Stock Exchange and SEC board and committee independence requirements and the size of the Board. As the application of these factors involves the exercise of

considering candidates for the Board, the Nominating and Corporate Governance Committee also assesses overall Board composition considerations, including the importance of diversified Board membership, in terms of both the individuals involved and their various experiences and areas of expertise (although

judgment, the Nominating and Corporate Governance Committee does not have a standard set of fixed qualifications that is applicable to all director candidates, although the Nominating and Corporate Governance Committee does at a minimum assess each candidate's strength of character, mature judgment,

familiarity with our business and industry, independence of thought and his or her ability to work collegially with the other members of the Board. In identifying prospective director candidates, the Nominating and Corporate Governance Committee may seek referrals from other members of the Board, management, stockholders and other sources. The Nominating and Corporate Governance Committee also may, but need not, retain a search firm in order to assist it in identifying candidates to serve as directors of the Company. The Nominating and Corporate Governance Committee utilizes the same criteria for evaluating candidates regardless of the source of the referral.

When considering director candidates, the Nominating and Corporate Governance Committee seeks individuals with backgrounds and qualities that, when combined with those of our incumbent directors, provide a blend of skills and experience to further enhance the Board's effectiveness.

In connection with its annual recommendation of a slate of nominees, the Nominating and Corporate Governance Committee may also assess the contributions of those directors recommended for re-election in the context of the Board evaluation process and other perceived needs of the Board.

When considering whether the directors and nominees have the experience, qualifications, attributes and skills, taken as a whole, to enable the Board to satisfy its oversight responsibilities effectively in light of the Company's business and structure, the Board focused primarily on the information discussed in each of the board member's biographical information set forth above. Each of the Company's directors possesses high ethical standards, acts with integrity and exercises careful, mature judgment. Each is committed to employing his skills and abilities to aid the long-term interests of the stakeholders of the Company. In addition, our directors are knowledgeable and experienced in one or more business, governmental, or civic endeavors,

which further qualifies them for service as members of the Board. A significant number of our directors possess experience in owning and managing public and privately held enterprises and are familiar with corporate finance and strategic business planning activities that are unique to publicly-traded companies like ours. Finally, many of our directors possess substantial expertise in advising and managing companies in various segments of the real estate industry.

In 2018, this process resulted in the Nominating and Corporate Governance Committee's recommendation to the Board, and the Board's nomination, of the eight incumbent directors named in this proxy statement and proposed for election by you at the upcoming Annual Meeting.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. Any recommendation submitted to the Corporate Secretary should be in writing and should include any supporting material the stockholder considers appropriate in support of that recommendation, but must include information that would be required under the rules of the SEC to be included in a proxy statement soliciting proxies for the election of such candidate and a written consent of the candidate to serve as one of our directors if elected. Stockholders wishing to propose a candidate for consideration may do so by submitting the above information to the attention of the Secretary, Brixmor Property Group Inc., 450 Lexington Avenue, New York, New York 10017. All recommendations for nomination received by the Corporate Secretary will be presented to the Nominating and Corporate Governance Committee for its consideration.

Stockholders may also nominate qualified candidates for the Board by complying with the advance notification, timeliness, consent, information and other requirements of our Bylaws regarding director nominations. These requirements are also described under the caption "Stockholder Proposals for the 2019 Annual Meeting."

## Communications with the Board

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As described in the Corporate Governance Guidelines, stockholders and other interested parties who wish to communicate with a member or members of the Board, including the Chairman, the Presiding Independent Director or chairperson of the Audit, Compensation, or Nominating and Corporate Governance Committees or to any committee of the Board, or to the non-management or independent directors as a group, may do so by (1) addressing such

communications or concerns to the Board of Directors or any such individual directors or group or committee of directors by either name or title and sending it by mail to Brixmor Property Group Inc., c/o General Counsel, 450 Lexington Avenue, New York, New York 10017 or (2) sending an email to [PresidingIndependentDirector@brixmor.com](mailto:PresidingIndependentDirector@brixmor.com). Such communications may be done confidentially or anonymously.





## Executive Officers of the Company

Set forth below is certain information regarding each of our current executive officers, other than Mr. Taylor, whose biographical information is presented under “Nominees for Election to the Board of Directors in 2018.”

<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Other Information</u>
Angela Aman	38	Ms. Aman has served as Executive Vice President, Chief Financial Officer and Treasurer of Brixmor Property Group since May 2016. From August 2015 to May 2016, she was Executive Vice President and Chief Financial Officer of Starwood Retail Partners, responsible for strategic planning, implementing and management of all accounting and financial functions, as well as investor relations and partner reporting. From July 2011 to May 2015, she served as the Executive Vice President, Chief Financial Officer and Treasurer of Retail Properties of America, Inc., where she helped oversee the company's initial public offering and subsequent capital raises, and was responsible for all aspects of accounting, finance, capital markets and information technology. She previously served as a Portfolio Manager with RREEF from July 2005 to July 2011 and started her career in the real estate practice in the investment banking group at Deutsche Bank in 2001. She received a B.S. from the Wharton School, University of Pennsylvania.
Brian T. Finnegan	37	Mr. Finnegan has served as Executive Vice President, Leasing since November 2014. From January 2009 through October 2014, Mr. Finnegan served as our Senior Vice President, Leasing & Redevelopment for the West region. From October 2007 until December 2008, he was Vice President, Redevelopment, and from June 2006 through October 2007 served as Regional Vice President, Leasing. He joined Kramont Realty Trust, a predecessor of Brixmor, in 2004 as a Senior Leasing Associate. Mr. Finnegan received a B.A. from Duquesne University.
Mark T. Horgan	42	Mr. Horgan has served as Executive Vice President, Chief Investment Officer of Brixmor Property Group since May 2016. From 2007 to May 2016, he was a Managing Director and senior member of the retail team at Eastdil Secured, where he advised retail real estate companies in investment underwriting, investor sourcing and capital markets transactions. Prior to joining Eastdil Secured, Mr. Horgan held positions at Federal Realty Investment Trust and Mills Corporation. He received a B.S. in Business Administration from The State University of New York at Buffalo.
Steven F. Siegel	57	Mr. Siegel has served as Executive Vice President, General Counsel since April 2007 and also Secretary since May 2007. From March 2002 to April 2007, Mr. Siegel was Executive Vice President of New Plan Excel Realty Trust, Inc. and was its General Counsel since 1991. Mr. Siegel joined New Plan Excel Realty Trust, Inc. in 1991 and was a Senior Vice President from September 1998 to March 2002. Mr. Siegel received a B.S. and a J.D. from St. John's University.
Carolyn Carter Singh	55	Ms. Singh has served as Executive Vice President, Chief Talent Officer since January 2017. Ms. Singh previously served as Executive Vice President, Human Resources & Administration from July 2010 until January 2017. From April 2007 through July 2010, Ms. Singh served as our Senior Vice President, Human Resources & Administration. Until April 2007, she was Senior Vice President, Human Resources & Administration of New Plan Excel Realty Trust, Inc., having joined New Plan Excel Realty Trust, Inc. as Director of Human Resources in 2001. Ms. Singh received a B.A. from Rowan University.



## PROPOSAL NO. 2—RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected Deloitte & Touche LLP to serve as our independent registered public accounting firm for 2018. Deloitte & Touche LLP has served as our independent registered public accounting firm since May 2015.

Although ratification is not required by our Bylaws or otherwise, the Board is submitting the selection of Deloitte & Touche LLP to our stockholders for ratification because we value our stockholders' views on the Company's independent registered public accounting firm. If our stockholders fail to ratify the selection, it will be considered as notice to the Board and the Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company.

Representatives of Deloitte & Touche LLP are expected to be present at the Annual Meeting. They also will have the opportunity to make a statement if they desire to do so, and they are expected to be available to respond to appropriate questions.

The shares represented by your proxy will be voted for the ratification of the selection of Deloitte & Touche LLP unless you specify otherwise.

### Audit and Non-Audit Fees

In connection with the audit of the 2017 financial statements, we entered into an agreement with Deloitte & Touche LLP which set forth the terms by which Deloitte & Touche LLP would perform audit services for the Company.

The following table presents fees for professional services rendered by Deloitte & Touche LLP for the audit of our financial statements for 2017 and 2016 and fees billed for other services rendered by Deloitte & Touche LLP for those periods:

	2017	2016
Audit Fees <sup>(1)</sup>	\$1,444,317	\$1,696,318
Audit-related fees <sup>(2)</sup>	—	80,167
Tax fees <sup>(3)</sup>	410,415	546,760
All other fees <sup>(4)</sup>	1,895	2,000
<b>Total:</b>	<b>\$1,856,627</b>	<b>\$2,325,245</b>

- (1) Includes the aggregate fees billed in each of the last two fiscal years for professional services rendered by Deloitte & Touche LLP for the audit of the Company's annual financial statements and the review of financial statements included in Forms 10-Q and Forms 10-K. The fees are for services that are normally provided by Deloitte & Touche LLP in connection with statutory or regulatory filings or engagements.
- (2) Includes fees billed in each of the last two fiscal years for services performed by Deloitte & Touche LLP that are related to financial reporting attest services that are not required by statute or regulation.
- (3) Includes the aggregate fees billed in each of the last two fiscal years for professional services rendered by Deloitte & Touche LLP for tax compliance, tax advice and tax planning.
- (4) Includes the aggregate fees billed in each of the last two fiscal years for products and services provided by Deloitte & Touche LLP, other than those services described above.

The Audit Committee considered whether providing the non-audit services shown in this table was compatible with maintaining Deloitte & Touche LLP's independence and concluded that it was.

Consistent with SEC policies regarding auditor independence and the Audit Committee's charter, the Audit Committee has responsibility for engaging, setting compensation for and reviewing the performance of the independent registered public accounting firm. In exercising this responsibility, the Audit Committee pre-approves all audit and permitted non-audit services provided by any independent registered public accounting firm prior to each engagement.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2018.**

## PROPOSAL NO. 3—NON-BINDING VOTE ON EXECUTIVE COMPENSATION

In accordance with the requirements of Section 14A of the Exchange Act (which was added by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”)) and the related rules of the SEC, we are including in these proxy materials a separate resolution subject to stockholder vote to approve, in a non-binding, advisory vote, the compensation paid to our named executive officers as disclosed on pages [22](#) to [41](#). While the results of the vote are non-binding and advisory in nature, the Board intends to carefully consider the results of this vote.

The text of the resolution in respect of proposal No. 3 is as follows:

**“RESOLVED**, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and any related narrative discussion, is hereby APPROVED.”

In considering their vote, stockholders may wish to review with care the information on the Company’s compensation policies and decisions regarding the named executive officers presented in Compensation Discussion and Analysis on pages [22](#) to [31](#), as well as the discussion regarding the Compensation Committee on pages [12](#) to [14](#). The next vote to approve, in a non-binding, advisory vote, the compensation paid to our named executive officers will take place at the 2019 annual meeting of stockholders.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS.**

## Report of the Audit Committee

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The Audit Committee operates pursuant to a charter which is reviewed annually by the Audit Committee. Additionally, a brief description of the primary responsibilities of the Audit Committee is included in this proxy statement under the discussion of “The Board of Directors and Certain Governance Matters—Committee Membership—Audit Committee.” Under the Audit Committee charter, our management is responsible for the preparation, presentation and integrity of our financial statements, the application of accounting and financial reporting principles and our internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm is responsible for auditing our financial statements and expressing an opinion as to their conformity with accounting principles generally accepted in the United States of America.

In the performance of its oversight function, the Audit Committee reviewed and discussed the audited financial statements of the Company with management and with the independent registered public accounting firm. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed

by Public Company Accounting Oversight Board Auditing Standard No. 16 “Communications with Audit Committees.” In addition, the Audit Committee received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm’s communications with the Audit Committee concerning independence, and discussed with the independent registered public accounting firm their independence.

Based upon the review and discussions described in the preceding paragraph, our Audit Committee recommended to the Board of Directors that the audited financial statements of the Company be included in the Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC.

### Submitted by the Audit Committee of the Company’s Board of Directors:

Michael Berman, Chair  
Sheryl M. Crosland  
Gabrielle Sulzberger



## **Report of the Compensation Committee**

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The Compensation Committee has discussed and reviewed the following Compensation Discussion and Analysis with management. Based upon this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC.

**Submitted by the Compensation Committee of the Board of Directors:**

Thomas W. Dickson  
Daniel B. Hurwitz  
William D. Rahm, Chair  
John G. Schreiber





# COMPENSATION OF OUR EXECUTIVE OFFICERS AND DIRECTORS

## Compensation Discussion and Analysis

### Executive Summary of 2017 Compensation

#### *Compensation Year 2017 ("CY2017") Named Executive Officers*

- James M. Taylor Jr., our Chief Executive Officer and President
- Angela Aman, our Executive Vice President, Chief Financial Officer and Treasurer
- Mark Horgan, our Executive Vice President, Chief Investment Officer
- Steven F. Siegel, our Executive Vice President, General Counsel and Secretary
- Brian T. Finnegan, our Executive Vice President, Leasing

### *Purpose of Compensation Program*

Our executive compensation program is designed to attract and retain individuals with the qualifications to manage and lead the Company as well as to motivate them to develop professionally and contribute to the achievement of our financial and operational goals and ultimately create and grow our equity value.

### *Say on Pay*

In 2017, stockholders showed support for our executive compensation programs with 86.9% of the votes cast for the approval of the "say on pay" proposal at our 2017 annual meeting of stockholders.

### Primary Components of Executive Compensation

Component	Form	Objective & Explanation
<b>Salary</b>	Cash	<ul style="list-style-type: none"> <li>- Base level compensation, rewards day-to-day performance and standard job duties</li> <li>- Reflects level of responsibilities and experience/tenure</li> </ul>
<b>Annual Bonus ("Bonus")</b>	Cash	<ul style="list-style-type: none"> <li>- Earned for achievement of annual performance objectives</li> <li>- 2017 performance objectives were Company financial metrics (75%) and Individual Goals (25%)</li> <li>- Named executive officers have bonus ranges with Threshold, Target and Maximum levels represented as percentages of base salary. Performance below Threshold would result in no bonus paid for the respective hurdle</li> <li>- Aids in retention</li> </ul>
<b>Long Term Incentive ("LTI")</b>	RSUs	<ul style="list-style-type: none"> <li>- Motivates executives to focus on longer term value creation and sustained financial performance</li> <li>- Provides alignment of interests with stockholders</li> <li>- Performance geared toward total shareholder return over a 3-year period</li> <li>- Aids in retention</li> </ul>

**Target Pay**

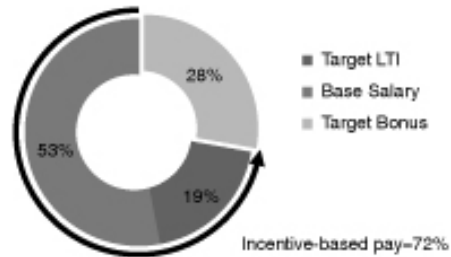
At CY2017 Target levels, the composition of compensation for our Chief Executive Officer and President and the other named executive officers is as follows, illustrating that our program is heavily weighted toward incentive compensation or pay for performance.

*Executive Composition of Compensation at CY2017 Target Levels<sup>(1)</sup>*

**CEO – James M. Taylor Jr.**



**Other Named Executive Officers – Average**



(1) Excludes all compensation included in the “All Other Compensation” column of the “Summary Compensation Table.” For more information about this additional compensation, including payments made pursuant to Mr. Taylor’s employment agreement to purchase Mr. Taylor’s former residence, see “Compensation of Our Officers and Directors—Summary Compensation Table.”

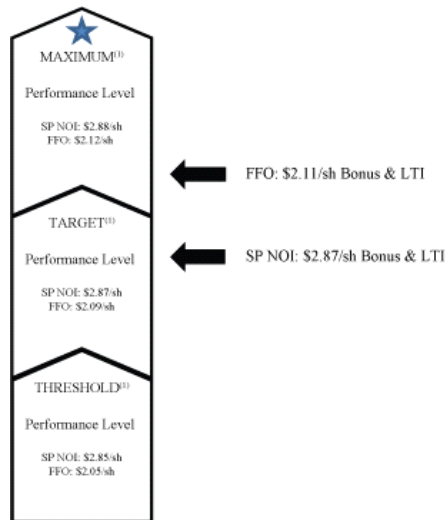
*Incentive-based pay for all named executive officers averages 77% of total pay*

**Company Performance Versus Metrics**

Brixmor’s annual bonus program features multiple performance metrics designed to pay for performance. The financial metrics used are key indicators of the executive team’s effectiveness at leading the broader team in the management of our properties (Same-Property Net Operating Income or “SP NOI”) and our overall business (NAREIT Funds From Operations or “FFO”).

While the LTI program is geared toward relative and absolute total shareholder return (TSR) over a three year period, a portion of the grant under the LTI plan in 2017 included a one-year performance period for certain financial metrics (both SP NOI and FFO) and individual goals.

The following illustrates the achievement level of performance versus financial metrics for Brixmor’s 2017 annual bonus plan (“Annual Bonus Plan”) and long-term incentive plan.



(1) The Compensation Committee provided that maximum, target and threshold performance levels approved in 2017 for SP NOI and FFO were to be adjusted, in the case of SP NOI, to account for asset sales during CY2017 and, in the case of FFO, to exclude non-routine litigation and investigative legal expenses. The adjusted performance levels for SP NOI and FFO set forth herein have been approved by the Compensation Committee.



### **Executive Compensation Philosophy and Corporate Governance**

Our compensation philosophy is based on best practices, and our corporate governance standards are designed to align executive compensation with long-term stockholder interests.

#### *What we do:*

- ✓ Structure our Board with experienced leadership including an independent Chairman, a Lead Independent Director and knowledgeable committee chairs.
- ✓ The Compensation Committee conducts regular reviews of compensation strategies and programs, including our compensation risk profile, ensuring policies and programs do not create risks that are reasonably likely to have a material adverse effect on the Company.
- ✓ The Compensation Committee directly retains the compensation consultant, FPL Associates, and the consultant performs no other services for management.
- ✓ Compensation programs are designed to reflect our culture of pay for performance—the majority of the named executive officers' Target pay is performance-driven.
- ✓ We have robust stock ownership guidelines for our executive officers and directors.
- ✓ Ensure our LTI program drives long term value creation and aligns interests of executives and stockholders, with a significant portion of LTI earned based on achievement of performance metrics.
  - Once awards are earned, vesting occurs over multiple years as a form of retention.
  - Dividends on restricted stock units are only paid on earned units and accrue during the vesting period.
  - Program contains a claw back provision.

#### *What we do not do:*

- X We do not offer excessive perquisites or special health and welfare plans to executives.
- X Policy prohibits named executive officers and Board members from engaging in any hedging transactions with respect to equity securities of the Company held by them, which includes the purchase of any financial instrument designed to hedge or offset any decrease in the market value of such equity securities.

### **Executive Compensation Objectives and Philosophy**

Our primary executive compensation objectives are to:

- attract, retain and motivate senior management leaders who are capable of advancing our mission and strategy and ultimately maintain and grow our long-term equity value;
- reward senior management in a manner aligned with our financial performance and individual goals; and
- align senior management's interests with our equity owners' long-term interests through equity participation and ownership.

To achieve our objectives, we deliver executive compensation through a combination of the following components: (1) base salary; (2) annual cash incentive compensation; (3) long-term equity compensation; (4) other employee benefits and perquisites; and (5) severance benefits.

### **Say-on-Pay and Say-on-Frequency Votes**

Each year, the Compensation Committee considers the outcome of the stockholder advisory vote on executive compensation when making future decisions relating to the compensation of our named executive officers and our executive compensation program and policies. In 2017, stockholders showed support for our executive compensation programs, with 86.9% of the votes cast for the approval of the "say-on-pay" proposal at our 2017 annual meeting of stockholders. The Compensation Committee believes that this support is attributable to the Compensation Committee's commitment to continuing the alignment of our named executive officers' compensation with the Company's performance.

In light of the voting results with respect to the frequency of stockholder votes on executive compensation at the 2014 annual meeting of stockholders, the Board decided that Brixmor will hold an advisory vote on the compensation of named executive officers at each annual meeting of stockholders until the next required vote on the frequency of stockholder votes on executive compensation. As the Dodd-Frank Act requires that such stockholder votes on frequency be held at least once every six years, we currently expect the next stockholder vote on frequency to occur at the Company's 2020 annual meeting.

### **Compensation Determination Process**

#### *Role of the Compensation Committee and Management*

The Compensation Committee of our Board is responsible for determining the compensation of our Chief Executive Officer and our other named executive



officers. At the beginning of each performance cycle, the Compensation Committee approves financial goals designed to align executive pay with company performance and stockholder interests, provide competitive pay opportunities dependent on company performance, retain talent, grow stockholder value and mitigate material risk. The Compensation Committee has the authority to engage its own advisors to assist in carrying out its responsibilities.

In 2017, Mr. Taylor, our President and Chief Executive Officer, worked with the Compensation Committee in managing our executive compensation program and he attended meetings of the Compensation Committee. Because of his daily involvement with the executive team, our President and Chief Executive Officer made recommendations to the Compensation Committee regarding compensation for the named executive officers other than himself.

#### *Role of the Compensation Consultant*

For 2017, we engaged a compensation consultant, FPL. All executive compensation services provided by FPL were conducted under the direction or authority of the Compensation Committee, and all work performed by FPL was pre-approved by the Compensation Committee. FPL's services to the Compensation Committee were to provide

compensation consulting services which included general involvement and support on compensation related matters, including assessment of the Company's long-term incentive compensation program, as well as reports for market trends and legislative updates.

#### *Use of Comparative Market Data*

Compensation benchmarking for 2017 was performed using NAREIT's 2016 Compensation and Benefits Survey, which was conducted by FPL, and contained data on base salaries, total annual cash compensation, long-term incentive awards and total remuneration at the 25<sup>th</sup> percentile, 50<sup>th</sup> percentile, average and 75<sup>th</sup> percentile. The Compensation Committee, in its discretion in setting the compensation elements and levels for the named executive officers, took this data into consideration. Actual compensation of our named executive officers may be higher or lower than the compensation for executives in similar positions at comparable companies based on the performance, skills, experience and specific role of the named executive officer in the organization.

The Public REIT Peer Group consists of 12 companies comparable to Brixmor in terms of property focus, size and/or geography. In 2017, the Public REIT Peer Group included:

Public REIT Peer Group	
AvalonBay Communities, Inc.	Host Hotels & Resorts, Inc.
CBL & Associates Properties, Inc.	Kimco Realty Corporation
DDR Corp.	Macerich Company
Digital Realty Trust, Inc.	Regency Centers Corporation
Equity One, Inc.	Taubman Centers, Inc.
Federal Realty Investment Trust	Weingarten Realty Investors

### **Compensation Elements**

#### ***Base Salary***

Base salary compensates our executives for performing the day-to-day requirements of their positions and provides them with a minimum level of cash income predictability and stability with respect to a portion of their total compensation. We believe that the level of a named executive officer's base salary should reflect that named executive officer's performance, experience and breadth of responsibilities, salaries for similar positions within the community and in our industry generally, and any other factors relevant to that particular job. The

minimum base salary payable to each named executive officer is set by the terms of an employment agreement entered into with each named executive officer, the material terms of which are summarized in the "Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table—Employment Agreements with Our Named Executive Officers" below. Each named executive officer is reviewed annually and is eligible for a discretionary annual merit increase. Base salaries may also be adjusted at other times to deal with competitive pressures or changes in job responsibilities.



The following table reflects the base salaries of our named executive officers at the end of 2017.

Name	Base Salary as of December 31, 2017
James M. Taylor Jr.	\$800,000
Angela Aman	\$500,000
Mark Horgan	\$475,000
Steven F. Siegel	\$450,000
Brian T. Finnegan	\$375,000

### **Annual Cash Incentive Compensation**

In order to motivate our named executive officers to achieve near-term performance goals and tie a portion of their cash compensation to actual performance, each named executive officer is eligible for annual cash incentive awards under the Annual Bonus Plan based on achievement of corporate financial targets and individual qualitative goals, each

set at the beginning of a fiscal year, with the threshold, target and maximum payout amounts based on a percentage of the named executive officer's base salary. The named executive officers' threshold, target and maximum payout amounts were as follows based on the following percentages provided in their respective employment agreements.

Name	Threshold	Target	Maximum
James M. Taylor	100%	125%	200%
Angela Aman	56%	75%	100%
Mark Horgan	56%	75%	100%
Steven F. Siegel	49%	65%	85%
Brian T. Finnegan	45%	60%	85%

### **Corporate Financial Metrics**

For fiscal 2017, the Annual Bonus Plan was based on our achievement of two corporate financial metrics, expressed on a per share basis: SP NOI and FFO. SP NOI represents net operating income of properties owned for the entirety of two periods excluding properties under development. SP NOI also excludes income/expenses associated with the Company's captive insurance entity, as well as (i) lease termination fees, (ii) straight-line rental income, net, (iii) amortization of above- and below-market rent and tenant inducements, net, (iv) fee income, (v) straight-line ground rent expense, (vi) depreciation and amortization, (vii) impairment of real estate assets, (viii) general and administrative expenses, (ix) other expenses, (x) equity in income in the Company's unconsolidated joint venture, (xi) gain on disposition of the Company's unconsolidated joint venture interest, (xii) net income attributable to non-controlling interests and (xiii) any preferred stock dividends. FFO represents net income, as adjusted for (i) gain on disposition of operating properties, (ii) gain on disposition of unconsolidated joint venture interest, (iii) real estate-related depreciation and amortization from continuing operations, (iv) real estate-related depreciation and amortization from the Company's unconsolidated joint venture and (v) impairment of operating properties. In addition, when setting the metrics for FFO achievement under the Annual Bonus Plan, the Compensation Committee determined that reported FFO would be adjusted to

exclude non-routine litigation and investigative legal expenses.

The Annual Bonus Plan for 2017 was structured to reward Messrs. Taylor, Horgan, Siegel and Finnegan and Ms. Aman based on the foregoing two corporate financial metrics (75% of the bonus) and based on individual performance criteria (25% of the bonus).

### **Individual Qualitative Goals**

Mr. Taylor's individual goals included providing leadership and direction in establishing and implementing the Company's overall strategic business plan, including attracting and upgrading senior level management talent across the organization, establishing the Company's enhanced redevelopment and capital recycling program, enhancing leasing deal flow process in order to accelerate rent commencement dates, strengthening the Company's balance sheet, implementing higher property management standards, and continued investor outreach. Ms. Aman's goals included the successful remediation of the Company's material weakness related to the Audit Committee investigation and the resulting removal of the negative outlooks in the Company's credit ratings with Moody's and S&P, enhancement of the Company's corporate and property accounting teams and continued enhancement of the Company's internal control environment, improvement in the Company's budgeting and forecasting processes, completion of





two opportunistic bond offerings in an aggregate amount of \$900 million and execution of a \$300 million seven-year unsecured term loan effectively extending the Company's weighted average debt maturity schedule, improvement in the Company's leverage ratios and establishment and implementation of the Company's \$400 million share repurchase program. Mr. Horgan's individual goals in 2017 included his leadership in the identification, underwriting, negotiation and closing of four shopping center acquisitions and five outparcel acquisitions totaling \$190 million across core markets and 32 shopping center dispositions for more than \$409 million of gross proceeds, his leadership as chair of the Company's investment committee in implementing updated investment committee processes for Company capital commitments, including property acquisitions and dispositions, redevelopment and major leases, his hiring and training of regional transactions teams to drive stronger, more efficient and more local capital allocation processes and his development of processes to identify, track and execute on dispositions in an orderly process and identify near-term opportunities (including providing the opportunity for regional leasing teams to unlock more than \$20 million in incremental value through leasing transactions prior to asset disposition in 2017). Mr. Siegel's individual goals in 2017 included successful settlement of the class action litigation and

oversight of the governmental investigations stemming from the prior Audit Committee investigation, assistance and oversight in the completion of certain critical lease transactions and shopping center acquisitions and dispositions, effective cost saving renewals of the Company's insurance programs and general oversight of all legal matters affecting the company.

Mr. Finnegan's individual goals in 2017 included his oversight of the execution of new leases covering over 3.2 million square feet of gross leasable area, creation of over \$40 million in new base rent from leasing transactions, driving meaningful growth in both in place and new lease annual base rent per square foot, broadening and strengthening the Company's tenant base by adding new and exciting retailers to the Company's portfolio, rolling out a new leasing compensation plan to further align leasing agent goals with our overall goals, enhancing the Company's specialty and outparcel leasing program and his oversight of upgrades in the Company's deal flow systems.

In connection with the Annual Bonus Plan for 2017, the Compensation Committee determined that each of Messrs. Taylor, Horgan, Siegel and Finnegan achieved maximum performance and Ms. Aman achieved between target and maximum performance with respect to their individual performance goals.

#### *2017 Annual Bonus Plan Metrics and Weight*

The following table shows the weighting assigned to each of the named executive officers for each fiscal 2017 Annual Bonus Plan performance metric.

<b>Name</b>	<b>SP NOI</b>	<b>FFO</b>	<b>Individual Component</b>
James M. Taylor	37.5%	37.5%	25%
Angela Aman	37.5%	37.5%	25%
Mark Horgan	37.5%	37.5%	25%
Steve F. Siegel	37.5%	37.5%	25%
Brian T. Finnegan	37.5%	37.5%	25%

#### *2017 Annual Bonus Plan Corporate Financial Performance Targets and Results*

The table below sets forth, on a per share basis, the threshold, target, and maximum performance goals for each fiscal 2017 Annual Bonus Plan corporate financial metric, as well as actual per share performance results for 2017. Actual payouts between the threshold, target and maximum amounts were interpolated on a linear basis.

<b>Metric<sup>(1)</sup></b>	<b>2017 Threshold</b>	<b>2017 Target</b>	<b>2017 Maximum</b>	<b>2017 Results</b>
SP NOI	\$2.85	\$2.87	\$2.88	\$2.87
FFO	\$2.05	\$2.09	\$2.12	\$2.11

- (1) The Compensation Committee provided that maximum, target and threshold performance levels approved in 2017 for SP NOI and FFO were to be adjusted, in the case of SP NOI, to account for asset sales during CY2017 and, in the case of FFO, to exclude non-routine litigation and investigative legal expenses. The adjusted performance levels for SP NOI and FFO set forth herein

have been approved by the Compensation Committee.

### 2017 Annual Bonus Plan Awards Paid

As detailed in the following table, actual amounts paid under the Annual Bonus Plan for fiscal 2017 were as follows:

Name	2017 Base Salary	Target Bonus as a Percentage of Base Salary	Target Bonus Potential	Combined Achievement Factor as a Percentage of Target	2017 Annual Bonus
James M. Taylor Jr.	\$800,000	125%	\$1,000,000	130%	\$1,300,750
Angela Aman	\$500,000	75%	\$ 375,000	113%	\$ 422,031
Mark Horgan	\$475,000	75%	\$ 356,250	117%	\$ 415,773
Steven F. Siegel	\$450,000	65%	\$ 292,500	116%	\$ 337,613
Brian T. Finnegan	\$375,000	60%	\$ 225,000	117%	\$ 263,180

### Long-Term Equity Compensation

The Company grants awards under its 2013 Omnibus Incentive Plan (the "Equity Incentive Plan") with performance measurement primarily focused on total shareholder return over a three-year period. Such equity-based awards are granted in the form of restricted stock units ("RSUs"). The Board believes that the Equity Incentive Plan and the awards made thereunder align the Company's long-term incentive awards with competitive practices and stockholder interests and support the objectives of long-term value creation.

In 2017, the aggregate number of performance-based RSUs granted to our named executive officers assuming that the target level of performance is achieved (with the actual number of RSUs to be earned based on the performance criteria described below) was 151,057 for Mr. Taylor, 50,352 for Ms. Aman, 50,352 for Mr. Horgan, 46,576 for Mr. Siegel, and 25,176 for Mr. Finnegan.

The RSUs (other than certain time-vesting RSUs, which were not granted to the named executive officers in 2017) are each subject to the performance-based and service-based vesting and forfeiture conditions described below.

#### Terms of the RSUs

The 2017 grants of RSUs were divided into a one-year performance period and a three-year performance period, with the awards more heavily weighted to the three-year performance period.

Under the terms of the award agreements, each executive can achieve a threshold, target, and maximum number of RSUs in respect of each tranche or performance period. The number of RSUs actually earned for each tranche or performance period is determined based on actual performance during the specified performance period, and the earned RSUs are then further subject to service-based vesting conditions. During 2017, the performance period for the one-year performance period of the 2017 award

and the three-year performance period of the 2015 award were completed. The performance periods that were completed in 2017, as well as the three-year performance period for the 2017 award, are described in more detail below.

#### Three-Year Performance Periods of 2015 and 2017 Awards

The performance criteria for the three-year performance period of the 2015 award, which comprises two-thirds of such award grant, is relative total shareholder return in relation to a peer index ("Relative TSR") (60% of such RSUs), absolute total shareholder return ("Absolute TSR") (20% of such RSUs), and a company-wide performance objective (20% of such RSUs). The performance criteria for the three-year performance period of the 2017 award, which comprises two-thirds of such award grant, is likewise relative total shareholder return in relation to a peer index ("Relative TSR") (60% of such RSUs), absolute total shareholder return ("Absolute TSR") (20% of such RSUs), and a company-wide performance objective return on invested capital equal to or in excess of 7.75% (20% of such RSUs). The three-year performance period of the 2015 award began January 1, 2015 and ended December 31, 2017. The three-year performance period of the 2017 award began January 1, 2017 and ends December 31, 2019. The total number of RSUs that are earned based on the relative and absolute total shareholder return are each based on an achievement factor which, in each case, ranges from a 0% payout for below threshold performance, to 50% for threshold performance, to 100% for target performance, and up to 150% for maximum performance. For actual performance between the specified threshold, target and maximum levels, the resulting achievement percentage will be adjusted on a linear basis. For the three-year performance period of the 2015 award, the Company did not achieve the company-wide performance objective and achieved Relative TSR and Absolute TSR each below threshold performance, and accordingly 0% of such awards were earned. For 2017 RSUs that are earned, 50%

will vest as of the date performance

is confirmed by the Compensation Committee following December 31, 2019, 25% will vest on January 1, 2021, and the remaining 25% will vest on January 1, 2022, in each case subject to continued employment.

For the Relative TSR component for both the 2015 award and the 2017 award, we use the FTSE NAREIT

Equity Shopping Center Index (the "Index") as the peer index. No RSUs are earned for below-threshold performance and the threshold, target, and maximum performance levels (measured on a compounded annual basis over the relevant measurement period) are:

Level of Achievement	Relative TSR Achieved	Percentage of Award Earned
Below Threshold	More than 250 bps below index return	0%
Threshold	250 bps below index return	50%
Target	100 bps above index return	100%
Maximum	500 bps over index return	150%

For the Absolute TSR component for both the 2015 award and the 2017 award, no RSUs are earned for below-threshold performance and the threshold, target, and maximum performance levels (measured on a compounded annual basis over the relevant measurement period) are:

Level of Achievement	Absolute TSR	Percentage of Award Earned
Below Threshold	<6.0%	0%
Threshold	6.0%	50%
Target	9.0%	100%
Maximum	12.0%	150%

#### *One-Year Performance Period of 2017 Award*

The performance criteria for the one-year performance period of the 2017 award, which comprises one-third of the total 2017 award grant, are SP NOI per share (37.5% of such RSUs), FFO per share (37.5% of such RSUs) and individual performance goals (25% of such RSUs), in each case for the period beginning January 1, 2017 and ending December 31, 2017. The total number of RSUs that are earned based on the SP NOI per share and FFO per share metrics is based on an achievement factor which, in each case, ranges from a 0% payout for below threshold performance, to 50% for threshold performance, to 100% for target performance, and up to 150% for

maximum performance. For actual performance between the specified threshold, target and maximum levels, the resulting achievement percentage will be adjusted on a linear basis. For RSUs that are earned, 50% became vested as of February 27, 2018, the date performance for the one-year performance period was confirmed by the Compensation Committee, 25% will vest on January 1, 2019 and the remaining 25% will vest on January 1, 2020, in each case subject to continued employment.

The table below sets forth the threshold, target, and maximum performance goals, on a per share basis, for the SP NOI per share and FFO per share criteria for the one-year performance period of the 2017 award.

Level of Achievement	SP NOI per share Achieved <sup>(1)</sup>	Percentage of Award Earned
Below Threshold	Less than \$2.85	0%
Threshold	\$2.85	50%
Target	\$2.87	100%
Maximum	\$2.88	150%

Level of Achievement	FFO per share Achieved <sup>(1)</sup>	Percentage of Award Earned
Below Threshold	Less than \$2.05	0%
Threshold	\$2.05	50%
Target	\$2.09	100%
Maximum	\$2.12	150%

(1) The Compensation Committee provided that maximum, target and threshold performance levels

approved in 2017 for SP NOI and FFO were to be adjusted, in the case of SP NOI, to account for asset sales during CY2017 and, in the case of FFO, to exclude non-routine litigation and investigative legal expenses. The adjusted performance levels for SP NOI and FFO set forth herein have been approved by the Compensation Committee.

For the performance period from January 1, 2017 to December 31, 2017, the Company achieved SP NOI per share of \$2.87 resulting in an achievement factor of 100% of the target amount and FFO per share of \$2.11 resulting in an achievement factor of 133% of the target amount. The Compensation Committee considered the performance of each of our named executive officers in CY2017 and determined that they each had satisfactory individual performance to entitle them to the individual component under the one-year performance period of the 2017 award.

#### *Forfeiture of RSUs*

In general, unvested RSUs are forfeited as of the final calculation date applicable to any award to the extent performance criteria do not result in the RSUs becoming earned and as of any termination of employment. Upon a termination of employment by the Company without cause, or a resignation by the executive that is as a result of good reason or a retirement (each as defined in the award agreements), a portion of the RSUs will be eligible to become earned and vested, based on actual performance through the date of termination (or target performance, in the case of company-wide performance objectives or individual performance criteria) and subject to proration based on the number of days during the applicable performance period that the executive was employed.

Upon a change in control during any performance period, a portion of the RSUs will become earned and vested based on actual performance through the date of termination (or target performance, in the case of company-wide performance objectives or individual performance criteria).

#### ***Other Employee Benefits & Perquisites***

We provide to all our employees, including our named executive officers, broad-based benefits that are intended to attract and retain employees while providing them with retirement and health and

welfare security. Our named executive officers are eligible to receive the same benefits, including life and health benefits and vacation, holiday and sick time that are available to all employees. Our employees, including the named executive officers, are also eligible to participate in a tax-qualified 401(k) plan. Employees may contribute to the 401(k), on a pre-tax basis, between 0% and 50% of their annual pay, up to the maximum allowable amount permitted by the IRS, and we match 100% of the first 3% of the employee's annual pay in order to encourage employee participation. Our named executive officers also receive supplemental long-term disability coverage, medical and dental benefits. Messrs. Taylor and Horgan and Ms. Aman also received certain relocation expenses in connection with their recent hires by the Company. These other employee benefits and perquisites are reflected in the "All Other Compensation" column of the "Summary Compensation Table" below and the accompanying footnote. The board believes that providing modest perquisites is both customary among our peers and necessary for attracting and retaining talent.

#### ***Severance Benefits***

The board believes that severance arrangements are necessary to attract and retain the talent required for our long-term success, and views our severance arrangements as recruitment and retention devices that help secure the continued employment and dedication of our named executive officers, including when we are considering strategic alternatives. Pursuant to the terms of their employment agreements, each of our named executive officers has severance protection in the case of specified qualifying termination events. The severance payments under these agreements are contingent upon the affected executive's compliance with specified post-termination restrictive covenants. See "Potential Payments Upon Termination or Change in Control" for descriptions of payments to be made under these agreements.

## **Compensation Actions Taken During 2018**

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#### **Base Salaries**

In February 2018, the Compensation Committee determined that the base salaries of the named executive officers for 2018 would remain unchanged from 2017, other than Mr. Finnegan, whose base salary for 2018 would increase to \$450,000.

#### **Equity-Based Awards**

executive long-term incentive program designed to further align the Company's long-term incentive awards with competitive practices and stockholder interests, support long-term value creation and promote retention and stability of our executive management team.

Under the modified executive long-term incentive program, 60% of total equity awards received by



Beginning with the equity awards granted in February 2018, the Compensation Committee approved the modification of the currently existing

the named executive officers are in the form of performance-based restricted stock units (“PRSUs”) with a three-year performance measurement period based on relative total stockholder return (“TSR”). The

total number of PRSUs that can be earned are between 0% (for below minimum performance) and 200% (for maximum performance), based on the Company's TSR performance compared to the constituent companies in the FTSE NAREIT Shopping Center Index. If the Company's TSR during the measurement period is negative, the maximum number of PRSUs that may be earned (notwithstanding relative TSR achievement above the target level) is limited to 100% of the target level.

Performance over the three-year measurement period for the PRSUs granted in February 2018 will be measured by the Compensation Committee after December 31, 2020 (the "Measurement Date"). Of the PRSUs that are earned, 50% will vest on the Measurement Date, 25% will vest on January 1, 2022 and 25% will vest on January 1, 2023.

The remaining 40% of total equity awards received by the named executive officers are in the form of service-based restricted stock units ("Service RSUs") that vest in three equal annual installments beginning on January 1, 2019. The Service RSUs have attached an outperformance modifier that can increase the original award based on our outperformance over a specified measurement period.

For awards made in 2018, the potential to provide an increase to the original Service RSU award to be delivered in additional units (such additional granted units, the "OPRSUs") will be based on cumulative FFO per share and same-property NOI growth over the period beginning on January 1, 2019 and ending on December 31, 2020. For awards beginning in 2019, the number of OPRSUs to be delivered, if any, will be based on a three-year measurement period. The number of OPRSUs that may be earned is equal to between zero and 2.00 times the number of Service RSUs initially granted, based on achievement of specified outperformance hurdles relative to each of the performance goals. To the extent earned, 50% of the OPRSUs will vest on the Measurement Date, 25% will vest on January 1, 2022 and 25% will vest on January 1, 2023.

In general, unvested PRSUs are forfeited and OPRSUs are not granted to the extent the applicable performance criteria are not achieved as of the end of the performance period and as of any termination of employment. Upon a termination of employment by the Company without cause, or a resignation by the

executive that is as a result of good reason (each as defined in the award agreements), a portion of the PRSUs and OPRSUs will be eligible to become earned in the case of PRSUs or granted in the case of OPRSUs and vested, based on actual performance through the date of termination and subject to proration based on the number of days during the applicable performance period that the executive was employed. The foregoing will also be applicable with respect to the PRSUs upon the executive's retirement (as defined in the award agreements). Upon a change in control during any performance period, a portion of the PRSUs will become earned or OPRSUs will be granted based on actual performance through the date of the change in control. In addition, in general, unvested Service RSUs are forfeited upon a termination of employment; however, upon a termination of employment by the Company without cause, or a resignation by the executive that is as a result of good reason (each as defined in the award agreements), all unvested Service RSUs will automatically and immediately vest as of the date of termination.

Dividends will be paid currently on unvested Service RSUs. Dividend equivalents will accrue and be paid only on earned PRSUs. Dividend equivalents will only be paid on OPRSUs from and after the date granted.

At the March 2018 meeting, the Compensation Committee determined to grant the named executive officers the following number of PRSUs at target level and Service RSUs, respectively: 113,780 and 75,853 for Mr. Taylor, 37,927 and 25,284 for Ms. Aman, 37,927 and 25,284 for Mr. Horgan, 31,290 and 20,859 for Mr. Siegel and 26,549 and 17,698 for Mr. Finnegan. Any OPRSUs granted would be in addition to the above PRSUs and Service RSUs.

#### **Annual Cash Incentive Plan Financial Metrics**

In February 2018, the Compensation Committee determined that the Annual Bonus Plan for fiscal 2018 will reward our named executive officers that are current employees 75% based on corporate financial metrics and 25% based on individual goals.

The threshold, target and maximum payout amounts will continue to be based on the same percentage of their base salary for fiscal 2018 as in fiscal 2017, other than Mr. Finnegan, whose threshold, target and maximum payout amounts increased to 56%, 75% and 100%, respectively.



## Summary Compensation Table

The following table provides summary information concerning compensation paid or accrued by us to or on behalf of Mr. Siegel for 2017, 2016 and 2015 and on behalf of our other named executive officers for 2017 and 2016 for services rendered to us during those fiscal years. Messrs. Taylor, Horgan, Finnegan, and Ms. Aman were not named executive officers in 2015; therefore, in accordance with the SEC's disclosure rules, information regarding compensation for the year that those individuals were not named executive officers is not included in the table below.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$)	Non-Equity Incentive Plan Compensation ( <sup>(2)</sup> )	Change in	All Other Compensation ( <sup>(4)</sup> )	Total (\$)
							Pension Value and Nonqualified Deferred Earnings (\$) <sup>(3)</sup>		
James M. Taylor Chief Executive Officer, President and Director	2017	800,000	—	2,999,992	—	1,300,750	—	578,732	5,679,474
	2016	480,000	154,965	5,965,613	—	940,531	—	116,283	7,657,392
Angela Aman Executive Vice President, Chief Financial Officer and Treasurer	2017	750,000	—	999,990	—	422,031	—	36,223	1,958,244
	2016	300,000	—	1,930,032	—	298,684	—	108,596	2,637,312
Mark T. Horgan Executive Vice President, Chief Investment Officer	2017	475,000	—	999,990	—	415,773	—	33,318	1,924,081
	2016	285,000	—	1,645,619	—	274,965	—	197,306	2,402,890
Steven F. Siegel Executive Vice President, General Counsel and Secretary	2017	450,000	—	924,999	—	337,613	—	25,670	1,738,282
	2016	450,000	20,000	925,494	—	371,363	—	25,351	1,792,208
	2015	450,000	—	891,381	—	337,500	—	24,853	1,737,847
Brian T. Finnegan Executive Vice President, Leasing	2017	375,000	—	533,047	—	263,180	—	31,449	1,202,676
	2016	300,000	—	350,184	—	245,719	—	31,775	927,678

- (1) Amounts reported in fiscal 2017 include the aggregate grant date fair value of the RSUs granted to the NEO in 2017, each calculated in accordance with FASB ASC Topic 718. The grant date fair value calculation in the table above assumes that the target level of performance is achieved. The amount for Mr. Finnegan includes \$6,543 for the incremental aggregate grant date fair value of 283 incremental time-vested RSUs received by Mr. Finnegan in exchange for 1,137 LTIP awards forfeited in March 2017 and \$26,509 for the incremental aggregate grant date fair value of 1,662 incremental performance-based RSUs received by Mr. Finnegan in exchange for 6,670 performance-based LTIP awards forfeited in March 2017. More information on methodologies made when calculating the grant date fair value of the RSUs is found in Notes 1 (Nature of Business and Financial Statement Presentation) and 10 (Stock Based Compensation) to our Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2017. Assuming the maximum level of performance is achieved, the maximum possible value of RSUs granted to each NEO is as follows: \$4,174,969 for Mr. Taylor; \$1,391,630 for Ms. Aman; \$1,391,630 for Mr. Horgan; \$1,287,285 for Mr. Siegel; and \$739,454 for Mr. Finnegan.
- (2) Amounts reported in fiscal 2017 reflect cash incentive awards earned by our named executive officers under the Annual Bonus Plan. These awards were based on pre-established, performance-based targets, the outcome of which was uncertain at the time the targets were established, and, therefore, are reportable as "Non-Equity Incentive Plan Compensation" rather than as "Bonus." Additional information regarding the annual bonus payments is described above under "Compensation Discussion and Analysis—Compensation Elements—Annual Cash Incentive Compensation."
- (3) We have no pension benefits, nonqualified defined contribution or other nonqualified deferred compensation plans for executive officers.

- (4) All Other Compensation for 2017 for each named executive officer includes the following:

Name	Insurance Costs <sup>(a)</sup>	Company Contribution to Defined Contribution Plans <sup>(b)</sup> (\$)	Use of Company Auto or Auto Allowance (\$)	Relocation and Housing Expenses <sup>(c)</sup> (\$)	Total (\$)
James M. Taylor	20,632	8,100	—	550,000	578,732
Angela Aman	20,632	8,100	—	7,491	36,223
Mark Horgan	20,606	8,100	—	4,612	33,318
Steven F. Siegel	17,570	8,100	—	—	25,670
Brian T. Finnegan	12,549	8,100	10,800	—	31,449

- (a) Represents employer-paid medical, dental, life, accidental death and dismemberment, and short and long-term disability insurance premiums.
- (b) Represents the employer's 401(k) plan matching contributions.
- (c) Pursuant to the employment agreement dated April 12, 2016 between the Company and James Taylor, the Company's chief executive officer, the Company was contingently obligated to purchase Mr. Taylor's former residence for an amount equal to the appraised value of the residence as of a date within 120 days of the execution of the employment agreement (the "Original Appraisal"). Based upon the contingency being triggered in May 2017, the Company purchased the residence on July 5, 2017 for said appraised value of \$4.4 million. The Company intends to sell the residence. Based on an August 2017 appraisal, the value of the residence was \$3.85 million. The above amount represents the difference in appraised value of Mr. Taylor's residence between the Original Appraisal and the appraisal performed in August 2017. For Ms. Aman, such amounts represented temporary housing expenses and for Mr. Horgan, such amounts represented temporary storage expenses.

## Fiscal 2017 Grants of Plan-Based Awards Table

The following table provides supplemental information relating to grants of plan-based awards in fiscal 2017 to help explain information provided above in our Summary Compensation Table.

Name	Grant Date	Estimated Future Payout Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payout Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards <sup>(5)</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
James M. Taylor Jr.	—	800,000	1,000,000	1,600,000	—	—	—	—	
	3/10/17 <sup>(2)</sup>	—	—	—	91,892	151,057	210,220	—	2,999,992
Angela Aman	—	280,000	375,000	500,000	—	—	—	—	
	3/10/17 <sup>(2)</sup>	—	—	—	30,630	50,352	70,072	—	999,990
Mark Horgan	—	266,000	356,250	475,000	—	—	—	—	
	3/10/17 <sup>(2)</sup>	—	—	—	30,630	50,352	70,072	—	999,990
Steven F. Siegel	—	220,500	292,500	382,500	—	—	—	—	
	3/10/17 <sup>(2)</sup>	—	—	—	28,333	46,576	64,818	—	924,999
Brian T. Finnegan	—	168,750	225,000	318,750	—	—	—	—	
	3/10/17 <sup>(2)</sup>	—	—	—	15,314	25,176	35,035	—	499,995
	3/13/17 <sup>(3)</sup>	—	—	—	997	1,662	2,327	—	26,509
	3/13/17 <sup>(4)</sup>	—	—	—	—	283	—	—	6,543

- (1) Reflects the possible payouts of cash incentive compensation under the Annual Bonus Plan. The actual amounts paid, together with other cash incentive compensation paid to each named executive officer during 2017, are described in the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table" above and the accompanying footnote.
- (2) Reflects performance-based RSUs granted during 2017. See "Compensation Discussion and Analysis—Long-Term Equity Compensation."
- (3) Reflects the incremental performance-based RSUs received by Mr. Finnegan in exchange for performance-based LTIP awards forfeited in March 2017.
- (4) Reflects the incremental time-vested RSUs received by Mr. Finnegan in exchange for LTIP awards forfeited in March 2017.
- (5) Represents the grant date fair value (at target level) granted during 2017 calculated in accordance with FASB ASC Topic 718 and as described in footnote 1 to the "Summary Compensation Table."



## Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

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The principal terms of the employment agreements of each of our named executive officers, which are relevant to understanding their 2017 compensation, are summarized below, except with respect to potential payments and other benefits upon specified terminations or a “change in control” (as defined in the employment agreements), which are summarized below under “Potential Payments Upon Termination or Change in Control.”

### **Employment Agreements with our Named Executive Officers**

The employment agreements with each of our named executive officers contain substantially similar terms. Under the employment agreements, each executive is eligible to receive a minimum base salary, as set forth in the applicable agreement, and an annual bonus based on the achievement of specified financial and individual goals. If these goals are achieved, each executive may receive an annual incentive cash bonus equal to a percentage of his or her base salary as provided below. Each executive officer is also entitled to participate in all employee benefit plans, programs and arrangements made available to other executive officers generally.

Under the employment agreements, a “constructive termination” is deemed to occur upon specified events, including, a reduction in the executive’s annual salary or incentive compensation opportunities, where the executive’s compensation or other material employee benefit are not paid when due, upon a material reduction in the executive’s authority or responsibilities, upon specified relocation events or, in the case of Messrs. Siegel and Finnegan, where the Company elects not to renew the executive’s employment agreement, subject, in each case, to specified notice and cure periods.

Each of the employment agreements also contain restrictive covenants, including an indefinite covenant on confidentiality of information, and covenants related to non-competition and non-solicitation of our employees, customers and affiliates at all times during the named executive officer’s employment, and for one or two years after specified terminations of the named executive officer’s employment (other than for cause).

Following are the material provisions of the employment agreements of our named executive officers.

*Taylor Employment Agreement.* Mr. Taylor’s employment agreement provides that he is to serve as Chief Executive Officer and President. The term of

Mr. Taylor’s employment agreement is from May 20, 2016 to May 20, 2021 and may be terminated by either the Company or Mr. Taylor at any time and for any reason with proper notice. The agreement provides that the Company will pay Mr. Taylor an annual base salary of \$800,000, subject to increases as may be approved by the Board or the Compensation Committee. Mr. Taylor is also eligible to receive an annual bonus of 100% of his annual base salary if threshold performance objectives are met; 125% of his annual base salary if target performance objectives are met and up to a maximum of 200% of his annual base salary for top performance. Pursuant to the employment agreement, the Company was contingently obligated to purchase Mr. Taylor’s former residence for an amount equal to the appraised value of the residence as of a date within 120 days of the execution of the employment agreement. Based upon the contingency being triggered in May 2017, the Company purchased the residence on July 5, 2017 for said appraised value of \$4.4 million. The Company intends to sell the residence. Based on an August 2017 appraisal, the value of the residence was \$3.85 million. For additional information concerning this employment agreement, see our Form 8-K filed April 15, 2016.

*Aman Employment Agreement.* Ms. Aman’s employment agreement provides that she is to serve as Executive Vice President, Chief Financial Officer and Treasurer. The term of Ms. Aman’s employment agreement is from May 20, 2016 to May 20, 2019 and may be terminated by either the Company or Ms. Aman at any time and for any reason with proper notice. The agreement provides that the Company will pay Ms. Aman an annual base salary of \$500,000, subject to increases as may be approved by the Board or the Compensation Committee. Ms. Aman is also eligible to receive an annual bonus of 56% of her annual base salary if threshold performance objectives are met; 75% of her annual base salary if target performance objectives are met and up to a maximum of 100% of her annual base salary for top performance.

*Horgan Employment Agreement.* Mr. Horgan’s employment agreement provides that he is to serve as Executive Vice President, Chief Investment Officer. The term of Mr. Horgan’s employment agreement is from May 20, 2016 to May 20, 2019 and may be terminated by the Company or Mr. Horgan at any time and for any reason with proper notice. The agreement provides that the Company will pay Mr. Horgan an annual base salary of \$475,000, subject to such periodic adjustments as may be approved by the Board or the Compensation Committee. Mr. Horgan is





also eligible to receive an annual bonus of 56% of his annual base salary if threshold performance objectives are met, 75% of his annual base salary if target performance objectives are met and up to a maximum of 100% of his annual base salary for top performance.

*Siegel Employment Agreement.* Mr. Siegel's employment agreement provides that he is to serve as Executive Vice President, General Counsel and Secretary and is eligible to receive an annual base salary of \$421,199, subject to such periodic adjustments as may be approved by the Board or the Compensation Committee. Mr. Siegel is also eligible to receive an annual bonus of 49% of his annual base salary if threshold performance objectives are met, 65% of his annual base salary if target performance objectives are met and up to a maximum of 85% of his annual base salary for top performance. Mr. Siegel's employment agreement extends automatically for

one-year periods unless either the Company or Mr. Siegel elects not to extend the term.

*Finnegan Employment*

*Agreement.* Mr. Finnegan's employment agreement provides that he is to serve as Executive Vice President, Leasing and is eligible to receive an annual base salary of \$300,000, subject to such periodic adjustments as may be approved by the Board or the Compensation Committee. Mr. Finnegan is also eligible to receive an annual bonus of 45% of his annual base salary if threshold performance objectives are met, 60% of his annual base salary if target performance objectives are met and up to a maximum of 85% of his annual base salary for top performance. Mr. Finnegan's employment agreement extends automatically for one-year periods unless either the Company or Mr. Finnegan elects not to extend the term.

### **Outstanding Equity Awards at 2017 Fiscal Year End**

The following table provides information regarding outstanding awards made to our named executive officers as of our most recent fiscal year end.

Name	Stock Awards			
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(6)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(6)</sup>
James M. Taylor	135,727 <sup>(1)</sup>	2,532,666	38,705 <sup>(7)</sup>	722,235
	7,818 <sup>(2)</sup>	145,884	151,057 <sup>(8)</sup>	2,818,724
Angela Aman	47,114 <sup>(3)</sup>	879,147	16,228 <sup>(7)</sup>	302,814
	5,578 <sup>(2)</sup>	104,085	50,352 <sup>(8)</sup>	939,568
Mark Horgan	38,329 <sup>(3)</sup>	715,219	15,778 <sup>(7)</sup>	294,417
	5,424 <sup>(2)</sup>	101,212	50,352 <sup>(8)</sup>	939,568
Steven F. Siegel	11,397 <sup>(2)</sup>	212,668	33,154 <sup>(7)</sup>	618,653
	11,868 <sup>(4)</sup>	221,457	46,576 <sup>(8)</sup>	869,108
	4,178 <sup>(5)</sup>	77,961		
Brian T. Finnegan	4,313 <sup>(2)</sup>	80,481	12,544 <sup>(7)</sup>	234,071
	1,582 <sup>(4)</sup>	29,520	25,176 <sup>(8)</sup>	469,784
	1,976 <sup>(5)</sup>	36,872		

(1) Reflects time-vesting RSUs granted pursuant to such officer's employment agreement, 50% of which vested on January 1, 2018 and 50% of which will vest on January 1, 2019.

(2) Reflects RSUs that have been earned based on performance for the period from January 1, 2016 to December 31, 2016, 50% of which vested on January 1, 2018 and 50% of which will vest on January 1, 2019.

(3) Reflects time-vesting RSUs granted pursuant to such officers' employment agreements. The awards

will vest in four equal annual installments beginning May 20, 2018.

- (4) Reflects RSUs that have been earned based on performance for the period from October 29, 2013 to December 31, 2016, 50% of which vested on January 1, 2018 and 50% of which will vest on January 1, 2019.

- (5) Reflects RSUs that have been earned based on performance for the period from January 1, 2015 to December 31, 2015 and vested on January 1, 2018.
- (6) Amounts reported are based on the closing market price of our common stock as of December 31, 2017.
- (7) Reflects performance-based RSUs at target level granted on March 1, 2016 (for Messrs. Siegel and Finnegan) or on May 20, 2016 (for Messrs. Taylor and Horgan and Ms. Aman) with respect to the performance period beginning on January 1, 2016 and ending on December 31, 2018 (the “three-year performance period”). RSUs granted with respect to the three-year performance period will vest, if at all, based on the achievement of the performance criteria with respect to such performance period, and then, for units earned, 50% will vest on the date the Compensation Committee confirms achievement of the performance metrics with respect to the three-year performance period after December 31, 2018, 25% will vest on January 1, 2020, and 25% will vest on January 1, 2021, in each case subject to continued employment.

The table below sets forth the number of RSUs subject to the three-year performance period. As results to date indicate no achievement for the three-year performance period, the amounts reflected below are threshold amounts (with no RSUs being reflected for the company-wide goal).

	<b>Performance Period: Based on Plan Achievement Level:</b>	<b>Three-Year Performance Period Threshold</b>
James M. Taylor		15,481
Angela Aman		6,490
Mark Horgan		6,310
Steven F. Siegel		13,261
Brian T. Finnegan		5,017

- (8) Reflects performance-based RSUs at target level granted on March 10, 2017 with respect to the performance period beginning on January 1, 2017 and ending on December 31, 2017 (the “one-year performance period”) and beginning on January 1, 2017 and ending on December 31, 2019 (the “three-year performance period”). As more fully described above under “Compensation Discussion and Analysis—Long-Term Equity Compensation”, RSUs granted with respect to the one-year performance period will vest, if at all, based on the achievement of the performance criteria with respect to such performance period, and then, for units earned, 50% vested as of February 27, 2018, the date the Compensation Committee confirmed achievement of the performance metrics with respect to the one-year performance period, 25% will vest on January 1, 2019 and 25% will vest on January 1, 2020. RSUs granted with respect to the three-year performance period will vest, if at all, based on the achievement of the performance criteria with respect to such performance period, and then, for units earned, 50% will vest on the date the Compensation Committee confirms achievement of the performance metrics with respect to the three-year performance period after December 31, 2019, 25% will vest on January 1, 2021, and 25% will vest on January 1, 2022.

The table below sets forth the number of RSUs subject to each performance period. As results of the one-year performance period were overall near target level, the amounts below reflect target amounts. As results to date indicate below threshold level for the three-year performance period, the amounts below reflect threshold amounts (with RSUs being reflected at target level for the company-wide goal).

	<b>Performance Period: Based on Plan Achievement Level:</b>	<b>One-Year Performance Period Target</b>	<b>Three-Year Performance Period Threshold</b>
James M. Taylor		50,353	60,422
Angela Aman		16,784	20,140
Mark Horgan		16,784	20,140
Steven F. Siegel		15,526	18,630
Brian T. Finnegan		8,392	10,070



## Option Exercises and Stock Vested in Fiscal 2017

The following table provides information regarding the amounts received by our named executive officers upon the vesting of stock or similar instruments during our most recent fiscal year. We do not have any outstanding options.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Received on Vesting (\$) <sup>(1)(2)</sup>
James M. Taylor	75,682 <sup>(1)</sup>	1,839,710
Angela Aman	17,357 <sup>(1)</sup>	349,868
Mark Horgan	15,006 <sup>(1)</sup>	305,296
Steven F. Siegel	33,733 <sup>(1)</sup>	798,635
Brian T. Finnegan	8,355 <sup>(1)</sup>	197,664

- (1) Reflects the vesting of (i) time-vesting RSUs granted pursuant to the 2013 Omnibus Incentive Plan pursuant to the employment agreement of Mr. Taylor ("RSU 1"), (ii) time-vesting RSUs granted pursuant to the 2013 Omnibus Incentive Plan pursuant to the employment agreements of Ms. Aman and Mr. Horgan ("RSU 2") and (iii) performance and time-vesting RSUs or LTIP Units granted pursuant to the 2013 Omnibus Incentive Plan in respect of (A) the performance period beginning on October 29, 2013 and ending on December 31, 2016 ("RSU 3"), (B) the performance period beginning on January 1, 2014 and ending on December 31, 2015 ("RSU 4"), (C) the performance period beginning on January 1, 2015 and ending on December 31, 2015 ("RSU 5") and (D) the performance period beginning on January 1, 2016 and ending on December 31, 2016 ("RSU 6"), in each case, as further described below. The terms of the RSUs and LTIP Units are described above under "Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table—Terms of the RSUs and LTIP Units."

Award	Number of Vested		Vesting Date	Value Received on Vesting (\$)
	Shares of Brixmor Property Group Inc. Common Stock (#)			
Mr. Taylor	RSU 1	67,864	1/1/17	1,657,238
	RSU 6	7,818	2/28/17	182,472
Ms. Aman	RSU 2	11,779	5/20/17	219,678
	RSU 6	5,578	2/28/17	130,190
Mr. Horgan	RSU 2	9,583	5/20/17	178,723
	RSU 6	5,423	2/28/17	126,573
Mr. Siegel	RSU 3	11,868	2/28/17	276,999
	RSU 4	6,293	1/1/17	153,675
	RSU 5	4,176	1/1/17	101,978
	RSU 6	11,396	2/28/17	265,983
Mr. Finnegan	RSU 3	1,582	2/28/17	36,924
	RSU 4	838	1/1/17	20,464
	RSU 5	1,623	1/1/17	39,634
	RSU 6	4,312	2/28/17	100,642

- (2) Value received on vesting is based on the closing price of our common stock on the applicable vesting date.

### Pension Benefits for Fiscal 2017

We have no pension benefits for the executive officers.

### Nonqualified Deferred Compensation for Fiscal 2017

We have no nonqualified defined contribution or other nonqualified compensation plans for executive officers.

### Potential Payments Upon Termination or Change in Control

The following table describes the potential payments and benefits that would have been payable to our current named executive officers under existing plans and contractual arrangements assuming (1) a termination of employment and/or (2) a change of control ("CIC") occurred, in each case, on December 29, 2017, the last business day of fiscal



2017. The amounts shown in the table do not include payments and benefits to the extent they are provided generally to all salaried employees upon termination of employment and do not discriminate in scope, terms or operation in favor of the named executive officers. These include distributions of plan balances under our 401(k) savings plan and similar items. Except as noted in footnote 4, for purposes of the table below, a “Qualifying Termination” refers to a

termination by BPG Subsidiary without “cause” (as defined in the named executive officers’ employment agreements) or by a named executive officer as a result of a “constructive termination” (as defined under “Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table—Employment Agreements with Our Named Executive Officers”).

Name	Cash Severance <sup>(1)</sup> (\$)	Continuation of Health Benefits <sup>(2)</sup> (\$)	Gross-Up Payments <sup>(3)</sup> (\$)	Value of Accelerated Equity <sup>(4)</sup> (\$)	Total (\$)
<b>James M. Taylor Jr.</b>					
Qualifying Termination, no CIC	5,000,000	35,122	—	3,955,939	8,990,515
Qualifying Termination, CIC	5,000,000	35,122	—	4,254,667	9,289,789
CIC without Termination	—	—	—	4,254,667	4,254,667
Death or Disability Termination	1,000,000	—	—	3,955,939	4,955,939
<b>Angela Aman</b>					
Qualifying Termination, no CIC	2,125,000	35,122	—	1,417,302	3,577,424
Qualifying Termination, CIC	2,125,000	35,122	—	1,521,014	3,681,136
CIC without Termination	—	—	—	1,521,014	1,521,014
Death or Disability Termination	375,000	—	—	1,417,302	1,792,302
<b>Mark Horgan</b>					
Qualifying Termination, no CIC	2,018,750	35,122	—	1,249,380	3,268,130
Qualifying Termination, CIC	2,018,750	35,122	—	1,352,533	3,371,283
CIC without Termination	—	—	—	1,352,533	1,352,533
Death or Disability Termination	356,250	—	—	1,249,380	1,605,630
<b>Steven F. Siegel</b>					
Qualifying Termination, no CIC	1,901,363	26,331	—	1,056,100	2,983,794
Qualifying Termination, CIC	1,901,363	26,331	—	1,174,610	3,102,304
CIC without Termination	—	—	—	1,174,610	1,174,610
Death or Disability Termination	292,500	—	—	1,056,100	1,348,600
<b>Brian T. Finnegan</b>					
Qualifying Termination, no CIC	1,411,500	23,415	—	418,992	1,853,907
Qualifying Termination, CIC	1,411,500	23,415	—	476,371	1,911,286
CIC without Termination	—	—	—	476,371	476,371
Death or Disability Termination	225,000	—	—	418,992	643,992

- (1) Under their employment agreements, each of Messrs. Taylor, Horgan, Siegel and Finnegan and Ms. Aman is entitled to receive a cash severance amount that consists of an annual bonus in an amount equal to his or her target bonus, prorated based on the number of days during the fiscal year that such executive was employed prior to the termination date, plus in the case of a Qualifying Termination, an amount equal to the sum of (x) 250% of base salary for Mr. Taylor or 200% of base salary for the other named executive officers, and (y) the sum of such executive’s annual bonuses payable (if any) in respect of the two fiscal years immediately prior to the termination date (or, in the case of Messrs. Taylor and Horgan and Ms. Aman, two times the 2017 annual target bonus provided in the executive’s respective employment agreement).
- (2) Reflects the cost of providing the executive officer with a continuation of medical, dental and vision insurance under COBRA for a period of twelve months (for Messrs. Siegel and Finnegan) or eighteen months (for Messrs. Taylor and Horgan and Ms. Aman) following the date of termination.
- (3) The Company’s named executive officers’ payments upon termination that become subject to tax under Code Section 4999 entitle them to a modified gross-up. In order for the executives to receive any gross-up





on such payments, the payments must exceed the limit established under the Code for determining whether any tax is due by 120%. All of the named executive officers' payments were below this limit so would not have triggered a tax under Code Section 4999.

- (4) If a named executive officer were terminated as a result of a Qualifying Termination or a Change in Control (as that term is defined in the Company's 2013 Omnibus Incentive Plan), such individual would receive the remaining 50% of the tranche 3 RSU award granted in 2014, 50% of which was scheduled to vest on January 1, 2018 and 50% of which was scheduled to vest on January 1, 2019.

In addition to the amounts reported in the table above, the named executive officer would also, with respect to any RSUs, be entitled to receive cash in the amount of any dividend equivalents payable through December 31, 2017 (which amounts are not included herein).

In addition, if a named executive officer were terminated as a result of a Qualifying Termination or a Change in Control, such individual would receive a portion of the RSU award, as applicable, granted in 2015, with the number determined as follows:

- the remaining 25% of the one-year measurement component of the award, which was scheduled to vest on January 1, 2018; and
- with respect to the three-year measurement component of the award, none of such component of the award based on actual performance below threshold through the termination date.
- provided, in each case, that any performance criteria based on achievement of company-wide performance objectives or satisfaction of individual performance criteria will be deemed to be achieved or satisfied at target level and, in the case of a Qualifying Termination (but not in the case of a Change in Control), prorated with respect to the three-year measurement period through December 31, 2017.

In addition to the amounts reported in the table above, the named executive officer would also, with respect to any RSUs, be entitled to receive cash in the amount of any dividend equivalents payable through December 31, 2017 (which amounts are not included herein).

In addition, if a named executive officer were terminated as a result of a Qualifying Termination or a Change in Control, such individual would receive a portion of the RSU awards granted in 2016, with the number determined as follows:

- the remaining 50% of the one-year measurement component of the award, 50% of which was scheduled to vest on January 1, 2018 and 50% of which was scheduled to vest on January 1, 2019; and
- with respect to the three-year measurement component of the award, none of such component of the award, based on actual performance below threshold through December 31, 2017.
- provided, in each case, that any performance criteria based on achievement of company-wide performance objectives or satisfaction of individual performance criteria will be deemed to be achieved or satisfied at target level and, in the case of a Qualifying Termination (but not in the case of a Change in Control), prorated with respect to the three-year measurement period through December 31, 2017.

In addition to the amounts reported in the table above, the named executive officer would also, with respect to any RSUs, be entitled to receive cash in the amount of any dividend equivalents payable through December 31, 2017 (which amounts are not included herein).

In addition, if a named executive officer were terminated as a result of a Qualifying Termination or a Change in Control, such individual would receive a portion of the RSU awards granted in 2017, with the number determined as follows:

- with respect to the one-year measurement component of the award, the entirety of such component earned, which was determined to be 133% of target with respect to the FFO metric and target with respect to the SP NOI metric; and
- with respect to the three-year measurement component of the award, none of such component of the award, based on actual performance below threshold through December 31, 2017.
- provided, in each case, that any performance criteria based on achievement of company-wide performance objectives or satisfaction of individual performance criteria will be deemed to be achieved or satisfied at target level and, in the case of a Qualifying Termination (but not in the case of a Change in Control), prorated with respect to the three-year measurement period through December 31, 2017.

In addition to the amounts reported in the table above, the named executive officer would also, with respect to any RSUs, be entitled to receive cash in the amount of any dividend equivalents payable through December 31, 2017 (which amounts are not included herein).

In addition, if Messrs. Taylor, Ms. Aman or Mr. Horgan were terminated as a result of a Qualifying Termination, such individual would be entitled to receive 135,726, 47,113 or 38,328 time-vesting RSU awards, respectively, granted pursuant to such officer's employment agreement.

For purposes of the foregoing, "Qualifying Termination" means a termination of the individual's employment (w) by the Company without "Cause" (as that term is defined in the Company's 2013 Omnibus Incentive Plan, except that termination of the individual's employment by the Company for poor performance (as determined by a majority of the management committee) shall constitute a termination by the Company for "Cause") or while the individual has a Disability (as defined in the Company's 2013 Omnibus Incentive Plan), (x) if the individual's written employment agreement with the Company (or any affiliate) includes a definition of "good reason" or "constructive termination," by the individual for "good reason" or "constructive termination" (as defined in such written employment agreement), (y) which is a retirement, or (z) resulting from the individual's death.

## Compensation of Directors

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In 2017, our directors who were also our employees received no compensation for their services as directors. Messrs. Berman, Deering, Dickson, Hurwitz, Rahm and Schreiber and Ms. Crosland and Sulzberger, who were compensated for their services as directors in 2017, received annual fees as follows:

- \$60,000 in cash, paid quarterly in arrears;
- 5,000 shares of restricted stock, which vest on the anniversary of the grant date;
- \$17,500 in cash in fees for service on the audit committee (or \$22,500 in cash for serving as chairperson of the audit committee);
- \$12,500 in cash in fees for service on the nominating and corporate governance committee; and
- \$12,500 in cash in fees for service on the compensation committee.



The table below sets forth information regarding director compensation, except for Mr. Taylor, which is detailed in the "Summary Compensation Table," for the fiscal year ended December 31, 2017.

Name	Fees Earned or Paid		Equity Awards <sup>(a)</sup>	Option Awards <sup>(a)</sup>	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
	in Cash (\$)	(\$)						
John G. Schreiber	88,016	115,600 <sup>(b)</sup>	—	—	—	—	—	203,616
Michael Berman	82,500	90,750 <sup>(c)</sup>	—	—	—	—	—	173,250
Sheryl M. Crosland	66,943	89,850 <sup>(d)</sup>	—	—	—	—	—	156,793
Anthony W. Deering	78,995	—	—	—	—	—	—	78,995
Thomas W. Dickson	72,500	107,050 <sup>(e)</sup>	—	—	—	—	—	179,550
Daniel B. Hurwitz	72,500	93,700 <sup>(f)</sup>	—	—	—	—	—	166,200
William D. Rahm	85,000	107,050 <sup>(e)</sup>	—	—	—	—	—	192,050
Gabrielle Sulzberger	90,000	93,700 <sup>(f)</sup>	—	—	—	—	—	183,700

(a) Equity Awards represent the grant date fair value for the shares of restricted stock granted during 2017 calculated in accordance with FASB ASC Topic 718.

(b) Represents 5,000 shares of restricted stock, valued at a grant date fair value of \$23.12 per share.

(c) Represents 5,000 shares of restricted stock, valued at a grant date fair value of \$18.15 per share.

(d) Represents 5,000 shares of restricted stock, valued at a grant date fair value of \$17.97 per share.

(e) Represents 5,000 shares of restricted stock, valued at a grant date fair value of \$21.41 per share.

(f) Represents 5,000 shares of restricted stock, valued at a grant date fair value of \$18.74 per share.

## Compensation Committee Interlocks and Insider Participation

The current members of the Compensation Committee are Messrs. Dickson, Hurwitz, Rahm and Schreiber. None of these directors was, during the fiscal year, an officer or employee of the Company and none was formerly an officer of the Company. The board of directors determined that Mr. Hurwitz's former service as interim chief executive officer of the Company in 2016 would not affect Mr. Hurwitz's ability to be independent from management in

connection with the duties of a Compensation Committee member. No executive officer of the Company served as a member of the Compensation Committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) or as a director of another entity, one of whose executive officers served on the Compensation Committee or as a director of the Company.



## PAY RATIO

Presented below is the ratio of annual total compensation of our CEO to the annual total compensation of our median employee (excluding our CEO). The ratio presented below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K under the Securities Exchange Act of 1934.

In identifying our median employee, we calculated the annual cash compensation of each employee for the twelve month period that ended on December 31, 2017. Cash compensation for these purposes included base salary, bonus and comparable cash elements and was calculated using internal payroll records.

We selected the median employee based on the 463 full-time, part-time and temporary employees who were employed as of December 31, 2017. We have no non-U.S. employees.

The 2017 annual total compensation as determined under Item 402 of Regulation S-K for our CEO was \$5,679,474. The 2017 annual total compensation as determined under Item 402 of Regulation S-K for our median employee was \$100,004. The ratio of our CEO's annual total compensation to our median employee's total compensation for fiscal year 2017 is 56.79 to 1.

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# OWNERSHIP OF SECURITIES

The following table and accompanying footnotes set forth information regarding the beneficial ownership of outstanding Brixmor common stock as of March 1, 2018 by: (1) each person known to us to beneficially own more than 5% of the outstanding voting securities of Brixmor Property Group Inc., (2) each of the named executive officers, (3) each of our directors and (4) all of our directors and executive officers, as a group.

The amounts and percentages of shares beneficially owned are reported on the basis of SEC regulations governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a “beneficial owner” of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the

disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person’s ownership percentage, but not for purposes of computing any other person’s percentage. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest. Unless otherwise set forth below, the address of each beneficial owner is c/o Brixmor Property Group Inc., 450 Lexington Avenue, New York, New York 10017.

Name of beneficial owner	Number of Shares of Common Stock Beneficially Owned	Percentage of All Shares of Common Stock <sup>(1)</sup>
<b>Principal Stockholders</b>		
The Vanguard Group <sup>(2)</sup>	48,281,621	15.9%
Blackrock, Inc. <sup>(3)</sup>	26,237,096	8.6%
JPMorgan Chase & Co. <sup>(4)</sup>	20,129,667	6.6%
Vanguard Specialized Funds – Vanguard REIT Index Fund <sup>(5)</sup>	20,110,776	6.6%
<b>Directors and Named Executive Officers<sup>(6)</sup>:</b>		
James M. Taylor Jr.	141,521	*
John G. Schreiber <sup>(7)</sup>	40,000	*
Michael Berman	35,475	*
Sheryl M. Crosland	10,000	*
Thomas W. Dickson	15,000	*
Daniel B. Hurwitz <sup>(8)</sup>	36,478	*
William D. Rahm <sup>(9)</sup>	20,000	*
Gabrielle Sulzberger	16,411	*
Angela Aman	18,738	*
Steven F. Siegel <sup>(10)</sup>	329,039	*
Mark Horgan	26,765	*
Brian T. Finnegan	85,854	*
Directors and Executive Officers as a Group (13 persons)	1,004,956	*

\* Less than 1%.

(1) Assumes 303,851,545 shares of our common stock outstanding as of March 1, 2018.

(2) Based solely on a Schedule 13G filed with the SEC on February 8, 2018. The Vanguard Group has sole voting power with respect to 594,307 shares, shared voting power with respect to 437,971 shares, sole dispositive power with respect to 47,634,341 shares and shared dispositive power with respect to 647,280 shares. The Vanguard Group has indicated that it filed the Schedule 13G on behalf of the following subsidiaries: Vanguard Fiduciary Trust Company, which is the beneficial owner of 138,109 shares, and Vanguard Investments Australia, Ltd., which is the beneficial owner of 965,369 shares. The address of The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.





- (3) Based solely on a Schedule 13G filed with the SEC on January 29, 2018. Blackrock, Inc. has sole voting power with respect to 23,860,630 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 26,237,096 shares and shared dispositive power with respect to 0 shares. Blackrock, Inc. has indicated that it filed the Schedule 13G on behalf of the following subsidiaries: BlackRock Life Limited; BlackRock International Limited; BlackRock Advisors, LLC; BlackRock (Netherlands) B.V.; BlackRock Institutional Trust Company, National Association; BlackRock Asset Management Ireland Limited; BlackRock Financial Management, Inc.; BlackRock Japan Co Ltd; BlackRock Asset Management Schweiz AG; BlackRock Investment Management, LLC; BlackRock Investment Management (UK) Limited; BlackRock Asset Management Canada Limited; BlackRock (Luxembourg) S.A.; BlackRock Investment Management (Australia) Limited; BlackRock Advisors (UK) Limited; BlackRock Fund Advisors; BlackRock Asset Management North Asia Limited; and BlackRock Fund Managers Ltd. The address of Blackrock, Inc. is 55 East 52<sup>nd</sup> Street, New York, NY 10055.
- (4) Based solely on a Schedule 13G filed with the SEC on January 18, 2018. JPMorgan Chase & Co. has sole voting power with respect to 18,618,158 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 20,127,410 shares and shared dispositive power with respect to 205 shares. JPMorgan Chase & Co. has indicated that it filed the Schedule 13G on behalf of the following subsidiaries: J.P. Morgan Investment Management Inc.; JPMorgan Chase Bank, National Association; JPMorgan Asset Management (UK) Limited; J.P. Morgan Trust Company of Delaware; and J.P. Morgan Securities LLC. The address of JPMorgan Chase & Co. is 270 Park Ave., New York, NY 10017.
- (5) Based solely on a Schedule 13G filed with the SEC on February 2, 2018. Vanguard Specialized Funds – Vanguard REIT Index Fund has sole voting power with respect to 20,110,776 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 0 shares and shared dispositive power with respect to 0 shares. The address of Vanguard Specialized Funds – Vanguard REIT Index Fund is 100 Vanguard Blvd., Malvern, PA 19355.
- (6) Our named executive officers for 2017 were James M. Taylor, Angela Aman, Mark Horgan Steven F. Siegel and Brian T. Finnegan.
- (7) Includes 30,000 shares held by Centaur Partners IV, LP.
- (8) Includes 10,000 shares held by Raider Hill Advisors.
- (9) Excludes 1,133,000 shares held by Centerbridge Partners, L.P. and their affiliated entities, where Mr. Rahm is a Senior Managing Director, over all of which Mr. Rahm disclaims beneficial interest.
- (10) Excludes 1,000 shares owned by Mr. Siegel's adult daughter residing in his home as to which Mr. Siegel disclaims beneficial ownership.

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires executive officers and directors, a company's chief accounting officer and persons who beneficially own more than 10% of a company's common stock, to file initial reports of ownership and reports of changes in ownership with the SEC and the NYSE. Executive officers, directors, the chief accounting officer and beneficial owners with more than 10% of our common stock are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of copies of such reports and written representations from our executive officers, directors and Blackstone, we believe that our executive officers, directors and Blackstone filed all reports required by Section 16(a) of the Exchange Act on a timely basis.



# REVIEW, APPROVAL, OR RATIFICATION OF TRANSACTIONS WITH RELATED PERSONS

Our Board of Directors recognizes the fact that transactions with related persons present a heightened risk of conflicts of interests and/or improper valuation (or the perception thereof). Our Board of Directors has adopted a written policy on transactions with related persons that is in conformity with the requirements upon issuers having publicly-held common stock that is listed on the NYSE. Under the policy, a “related person” (as defined as in paragraph (a) of Item 404 of Regulation S-K) must promptly disclose to our General Counsel any “related person transaction” (defined as any transaction that is anticipated would be reportable by us under Item 404(a) of Regulation S-K in which we were or are to be a participant and the amount involved exceeds \$120,000 and in which any related person had or will have a direct or indirect material interest) and all material facts with respect thereto. The General Counsel will then promptly communicate that information to our board of directors. No related person transaction will be executed without the

approval or ratification of our board of directors or a duly authorized committee of our board of directors. It is our policy that directors interested in a related person transaction will recuse themselves from any vote on a related person transaction in which they have an interest.

In addition, the related person transaction policy provides that the committee or disinterested directors, as applicable, in connection with any approval or ratification of a related person transaction involving a non-employee director or director nominee, should consider whether such transaction would compromise the director or director nominee’s status as an “independent,” “outside,” or “non-employee” director, as applicable, under our categorical independence standards included in our Corporate Governance Guidelines and the rules and regulations of the SEC, the NYSE and the Internal Revenue Code of 1986.

## Related Person Transactions

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As discussed above under “Compensation to Officers and Directors—Summary Compensation Table”, pursuant to the employment agreement dated April 12, 2016 between the Company and Mr. Taylor, the Company was contingently obligated to purchase Mr. Taylor’s former residence for an amount equal to the appraised value of the residence as of a date within 120 days of the execution of the employment agreement. Based upon the contingency being triggered in May 2017, the Company purchased the residence on July 5, 2017 for said appraised value of \$4.4 million. The Company intends to sell the residence. Based on an August 2017 appraisal, the value of the residence was \$3.85 million.

In 2013, we entered into indemnification agreements with our directors and executive officers. These agreements require us to indemnify these individuals

to the fullest extent permitted under Maryland law and our charter against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors or executive officers, we have been informed that in the opinion of the SEC such indemnification is against public policy and is therefore unenforceable.

Except as set forth above, since January 1, 2017, there have been no related person transactions with any director or executive officer of the Company or any other related person, as defined in Rule 404 under Regulation S-K promulgated under the Securities Act of 1933, as amended, and none is proposed.



## EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information regarding outstanding options and shares reserved for future issuance under the Company's equity compensation plans as of December 31, 2017.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plan approved by security holders	1,637,118	\$—	12,613,127
Equity compensation plan not approved by security holders	—	—	—
<b>Total</b>	<b>1,637,118</b>	<b>—</b>	<b>12,613,127</b>

# STOCKHOLDER PROPOSALS FOR THE 2019 ANNUAL MEETING

If any stockholder wishes to propose a matter for consideration at our 2019 Annual Meeting of Stockholders, the proposal must be mailed to our Secretary, Brixmor Property Group Inc., 450 Lexington Avenue, New York, New York 10017 in accordance with the SEC's stockholder proposal rule (Rule 14a-8 of the Exchange Act) or the advance notice provisions of our Bylaws. To be eligible under the SEC's stockholder proposal rule (Rule 14a-8 of the Exchange Act) for inclusion in our 2019 Annual Meeting proxy statement and form of proxy to be made available in 2019, the proposal must be received by our Corporate Secretary on or before November 26, 2018. Failure to deliver a proposal in accordance with this procedure may result in it not being deemed timely received.

Our bylaws currently provide that, for nominations or other business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the secretary of the Company, and, in the case of business other than nominations of persons for election to the Board, such other business must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary of the Company at the principal executive offices of the Company not earlier than the one hundred fiftieth (150th) day nor later than the close of business, Eastern Time, on the one hundred twentieth (120th) day prior to the first anniversary of the date the company's proxy statement is released to stockholders determined in accordance with Rule 14a-8 promulgated under the Exchange Act, for the preceding year's annual meeting; provided, however, that if the date of the annual meeting is advanced or delayed by more than thirty (30) days

from the first anniversary date of the preceding year's annual meeting, in order for the notice to be timely, such notice must be so delivered not earlier than the one hundred fiftieth (150th) day prior to the date of such annual meeting and not later than the close of business, Eastern Time, on the later of the one hundred twentieth (120th) day prior to the date of such annual meeting, as originally convened, or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made. Public announcement of an adjournment or postponement of an annual meeting shall not commence a new time period for the giving of a stockholder's notice. Notwithstanding the foregoing, if the number of directors to be elected to the Board of Directors is increased, and there is no public announcement of such action at least one hundred thirty (130) days prior to the first anniversary of the date the company's proxy statement is released to stockholders for the preceding year's annual meeting, a stockholder's notice will be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the secretary of the Company at the principal executive offices of the Company not later than 5:00 p.m. Eastern Time on the tenth (10th) day following the day on which such public announcement is first made by the Company.

A stockholder's notice must contain certain information specified by our bylaws about the stockholder, its affiliates and any proposed business or nominee for election as a director, including information about the economic interest of the stockholder, its affiliates and any proposed nominee in us.





## HOUSEHOLDING OF PROXY MATERIALS

SEC rules permit companies and intermediaries such as brokers to satisfy the delivery requirements for proxy statements and notices with respect to two or more stockholders sharing the same address by delivering a single proxy statement or a single notice addressed to those stockholders. This process, which is commonly referred to as “householding,” provides cost savings for companies. Some brokers household proxy materials, delivering a single proxy statement or notice to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker, bank or other nominee that

it will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement or notice, or if your household is receiving multiple copies of these documents and you wish to request that future deliveries be limited to a single copy, please notify your broker, bank or other nominee. You can also request prompt delivery of a copy of the proxy statement and annual report by contacting our Corporate Secretary at 450 Lexington Avenue, New York, New York 10017, (212) 869-3000.



## OTHER BUSINESS

The Board does not know of any other matters that may be properly brought before the meeting. If other matters are presented, the proxy holders have discretionary authority to vote all proxies in accordance with their best judgment.

By Order of the Board of Directors,

Steven F. Siegel  
Secretary

**We make available, free of charge on our website, all of our filings that are made electronically with the SEC, including Forms 10-K, 10-Q and 8-K. To access**

**these filings, go to our website ([www.brixmor.com](http://www.brixmor.com)) and click on “Financial Information” under the “Investors” heading. Copies of our Annual Report on Form 10-K for the year ended December 31, 2017, including financial statements and schedules thereto, filed with the SEC, are also available without charge to stockholders upon written request addressed to:**

**Secretary  
Brixmor Property Group  
Inc.  
450 Lexington Avenue  
New York, New York  
10017**



**BRIXMOR PROPERTY GROUP INC.**  
**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF**  
**BRIXMOR PROPERTY GROUP INC.**  
**FOR THE ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON TUESDAY, MAY 8, 2018**

The undersigned hereby appoints Steven F. Siegel and Patrick Bennisson as proxies, each with full power of substitution, and hereby authorizes each of them to represent and to vote, as designated on the reverse side, all shares of common stock of Brixmor Property Group Inc. held of record by the undersigned on March 5, 2018 (the "Record Date"), at the 2018 annual meeting of stockholders to be held on May 8, 2018 (the "Annual Meeting"), and at any adjournment or postponement thereof, and further authorizes such proxies to vote in their discretion upon such other matters as may properly come before such annual meeting of stockholders (including any motion to amend the resolutions proposed at the meeting and any motions to adjourn the meeting) and at any adjournment or postponement thereof.

This proxy card, when properly executed and delivered, will be voted in the manner directed on the reverse side. If no designation is made, the shares will be voted as the Board of Directors recommends, as indicated on the reverse side, and in the discretion of the proxy upon such other matters as may properly come before the meeting.

Address changes/comments: \_\_\_\_\_

Please mark, date, sign, and mail your proxy promptly in the envelope provided  
**IMPORTANT: SIGNATURE REQUIRED ON THE OTHER SIDE**

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▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲  
KEEP THIS PORTION FOR YOUR RECORDS.

**Important Notice for Brixmor Property Group Inc. Stockholders**  
**2018 Annual Meeting of Stockholders**  
**Tuesday, May 8, 2018**  
**9:00 a.m. Eastern Daylight Time**  
**Grand Hyatt New York, 109 East 42nd Street at Grand Central Terminal**  
**New York, New York 10017, Regency Room**

**Important Notice Regarding the Availability of Proxy Materials:**  
The Proxy Statement, our Annual Report on Form 10-K and our  
2017 Annual Report to Stockholders are available at:  
[www.viewproxy.com/brixmor/2018](http://www.viewproxy.com/brixmor/2018)

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE DIRECTOR NOMINEES IN PROPOSAL 1 AND "FOR" PROPOSALS 2 AND 3.

1. To elect eight directors to serve until our next annual meeting of stockholders and until their successors are duly elected and qualify.

Nominees:

	FOR	AGAINST	ABSTAIN
01 James M. Taylor Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02 John G. Schreiber	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03 Michael Berman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04 Sheryl M. Croeland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05 Thomas W. Dickson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06 Daniel B. Hunwitz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07 William D. Rahm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08 Gabrielle Subberger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2018.
3. To approve, on a non-binding advisory basis, the compensation paid to our named executive officers.

Please mark your votes like this

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

YES NO

Please indicate if you plan to attend this meeting  YES  NO

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee or guardian, please give full title as such.

Signature \_\_\_\_\_

Signature (if held jointly) \_\_\_\_\_

Date: \_\_\_\_\_, 2018

DO NOT PRINT IN THIS AREA  
(Shareholder Name & Address Data)

For address changes and/or comments, please check  this box and write them on the back where indicated

CONTROL NUMBER

➔

▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

CONTROL NUMBER

➔

### PROXY VOTING INSTRUCTIONS

Please have your control number ready when voting by Internet or Telephone



**INTERNET**

**Vote Your Proxy on the Internet:**  
Go to [www.AALvotes.com/BRX](http://www.AALvotes.com/BRX)  
Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



**TELEPHONE**

**Vote Your Proxy by Phone:**  
Call 1 (866) 804-9616  
Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.



**MAIL**

**Vote Your Proxy by Mail:**  
Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided.