TANGER FACTORY OUTLET CENTERS INC
Form DEF 14A
April 04, 2018
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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 Under Rule 14a-12

Tanger Factory Outlet Centers, 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:
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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.
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3) Filing Party:
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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To be held on May 18, 2018

Tanger Factory Outlet Centers, Inc.

3200 Northline Avenue, Suite 360, Greensboro, North Carolina 27408
Phone: 336-292-3010
E-mail: tangermail@tangeroutlets.com
NYSE: SKT

DEAR SHAREHOLDERS:

On behalf of the Board of Directors, I cordially invite you to attend the 2018 Annual Meeting of Shareholders of Tanger Factory Outlet Centers, Inc. to be held on Friday, May 18, 2018 at 10:00 a.m., Eastern Time at the Corporate Office of Tanger Factory Outlet Centers, Inc., 3200 Northline Avenue, Suite 360, Greensboro, North Carolina 27408, (336) 292-3010 for the following purposes:

1. To elect the eight director nominees named in the attached Proxy Statement for a term of office expiring at the 2019 annual meeting of shareholders;
2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018;
3. To approve, on a non-binding basis, named executive officer compensation; and
4. To transact such other business as may properly come before the meeting or any postponement(s), continuation(s) or adjournment(s) thereof.

Only common shareholders of record at the close of business on March 21, 2018 will be entitled to vote at the meeting or any continuation(s), postponement(s) or adjournment(s) thereof. Information concerning the matters to be considered and voted upon at the Annual Meeting is set out in the attached Proxy Statement.

It is important that your shares be represented at the Annual Meeting regardless of the number of shares you hold and whether or not you plan to attend the meeting in person. Please vote by internet or telephone as instructed in the Notice Regarding the Availability of Proxy Materials or (if you received printed proxy materials) complete, sign and date the enclosed proxy card and return it as soon as possible in the accompanying envelope. This will not prevent you from voting your shares in person if you subsequently choose to attend the meeting.

Sincerely,

Chad D. Perry
Executive Vice President,
General Counsel and Secretary

April 4, 2018

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PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement and does not encompass all the information that you should consider. Please read the Proxy Statement in its entirety before voting. We anticipate that our Proxy Statement and proxy card will be available to shareholders on or about April 4, 2018. Certain statements in this summary and the Proxy Statement are forward-looking statements within the meaning of the Private Securities Reform Act of 1995. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies, beliefs and expectations, are generally identifiable by use of the words "believe", "expect", "intend", "anticipate", "estimate", "project", or similar expressions. Such forward-looking statements include, but are not limited to, statements regarding our executive compensation program and creating long-term shareholder value. Important factors which may cause actual results to differ materially from current expectations include, but are not limited to those set forth under Item 1A - Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2017. Actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

2017 BUSINESS HIGHLIGHTS

The Company believes it achieved superior results in 2017, despite experiencing significant retail headwinds. During 2017, 13 tenants in our portfolio declared bankruptcy, and combined with certain other brand-wide restructurings by retailers, we recaptured approximately 201,000 square feet within our consolidated portfolio. That amount is nearly double the amount of space recaptured in 2016.

We are proud of these achievements as they point to our ability to create long-term value for our shareholders. Among other achievements in 2017, our executive officers and other dedicated employees led the Company to realize the following results:

- **Adjusted Funds From Operations (“AFFO”)** available to common shareholders, which excludes certain items that the Company does not consider indicative of its ongoing operating performance, increased 4% to $2.46 per share, or $245.3 million, for the 2017 period compared to $2.37 per share, or $238.4 million for the 2016 period.
- **Same Center Net Operating Income (“Same Center NOI”)** increased for the 14th consecutive year.
- **Consolidated Portfolio occupancy** rate was 97.3% at year-end 2017 (compared to 97.7% on December 31, 2016). This past year marked our 37th consecutive year with year-end occupancy of 95% or greater.
- **Quarterly common share cash dividend** raised in April by 5.4% on an annualized basis to $1.37 per share, marking the 24th consecutive year of increased dividends.
- **Blended average rental rates** increased 12.1% on 343 leases totaling approximately 1,508,000 square feet renewed or released throughout the consolidated portfolio during the trailing twelve months ended December 31, 2017, excluding 9 leases totaling 165,000 square feet in the centers with major re-merchandising projects during 2017. Including these 9 leases, blended average rental rates increased 8.8% on 352 leases totaling approximately 1,673,000 square feet renewed or released throughout the consolidated portfolio during the trailing twelve months ended December 31, 2017.
- **Completed two construction projects:** Lancaster, Pennsylvania (123,000 square foot expansion) and Fort Worth, Texas (352,000 square foot new outlet center), which combined represent a 3.2% expansion of the Company's overall footprint at the beginning of 2017. Both projects opened at approximately 93% leased, which we believe was a significantly higher opening lease rate than any other domestic outlet project opened in 2017.
- **Completed a public offering** of $300 million of 3.875% unsecured senior notes due July 2027 and used the net proceeds and unsecured lines of credit borrowings to redeem $300 million of outstanding 6.125% unsecured senior notes due June 2020.
- **Increased liquidity** by amending our line of credit agreements to extend maturity by two years in January 2018, increase our borrowing capacity to $600 million from $520 million, and reduce the interest rate spread to 87.5 basis points over LIBOR from 90 basis points.
- **Interest coverage ratio** was 4.46 times for 2017, compared to 4.40 times for 2016.
- **Total Shareholder Return (“TSR”)** over the longer term has performed above market generating a 99% return for our shareholders over the past ten years (as compared to an 80% return generated by the SNL US Retail REIT Index).

As of December 31, 2017, we had a total enterprise value of approximately $4.4 billion, including approximately $1.8 billion of debt outstanding, equating to a 40% debt-to-total market capitalization ratio. The Company had $208.1 million outstanding out of $520 million in available unsecured lines of credit and total outstanding floating rate debt of $268 million, representing 15% of total debt outstanding, or about 6% of total enterprise value. Approximately 94% of the Company's consolidated square footage was unencumbered. Tanger's outstanding debt had a weighted average interest rate of 3.3% and a weighted average term to maturity of approximately 6.3 years as of December 31, 2017.

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Thanks in part to these operational results, we were able to return additional value to our shareholders in 2017 by increasing our quarterly dividend per share by 5.4% (from $0.325 to $0.3425), marking the 24th consecutive annual dividend increase since we became a public company in May 1993. In addition, we repurchased a total of 1.9 million common shares during the year at a weighted average price of $25.80 per share for total consideration of $49.3 million, leaving $75.7 million remaining under Tanger's $125.0 million share repurchase authorization, which is valid through May 2019.

Funds From Operations (referred to as “FFO"), AFFO and Same Center NOI are financial measures that the Company’s management believes to be important supplemental indicators of our operating performance and which are used by securities analysts, investors and other interested parties in the evaluation of REITs, but are not measures computed in accordance with generally accepted accounting principles (referred to as “GAAP"). For a discussion of FFO, AFFO and Same Center NOI, including a reconciliation to GAAP, please see Appendix A.

2017 EXECUTIVE COMPENSATION HIGHLIGHTS

The Compensation Committee believes that an executive compensation program that strongly links both the short-term and long-term performance of the Company and the compensation of our executive officers is a key driver of our long-term financial success. In 2017, the Compensation Committee took into account a number of operational and financial factors in setting compensation, including the successful results described above in 2017 Business Highlights.

The Compensation Committee believes that incentivizing the management team to continue to focus on driving superior operating performance, will ultimately result in the creation of strong long-term shareholder value.

FOCUS ON COMPANY PERFORMANCE

The Company believes that our current executive compensation program represents a thoughtful, balanced program with a pay-for-performance structure that focuses on Company performance and reflects the feedback of our shareholders. In years that our shareholder value has increased, compensation for our CEO and other named executive officers (referred to as “NEOs") has generally increased. Conversely, in years that our shares have underperformed, compensation for our CEO and other NEOs has generally declined.

Our compensation program is designed to align the interests of our CEO and other named executive officers with those of our shareholders. Key compensation decisions made based on 2017 performance include:

- Despite the significant retail headwinds during 2017, we still achieved several of our compensation program goals. The Company delivered strong financial growth and operational performance in 2017, including in particular a 4% increase in AFFO to $2.46 per share, which resulted in the achievement of the maximum AFFO performance metric under the Incentive Cash Bonus Plan (as defined below under “Compensation Discussion and Analysis"). Nonetheless, given that our Same Center NOI growth of 0.5% did not meet our threshold goal of 1.5% growth, and our leverage ratio of 50.9% was between our threshold and target goals, our CEO’s cash bonus under the Incentive Cash Bonus Plan for fiscal 2017 was 22.5% lower than his cash bonus received for fiscal 2016 and his total direct compensation decreased by 3.9%.
- The total value of equity compensation, including both time-based restricted Common Shares and the outperformance plan (referred to as “OPP") awards granted to our NEOs in 2018 for 2017 performance remained the same as the prior year.
- Our CEO's total realized compensation for 2017 was 40% less than his 2016 total realized compensation.
- CEO compensation is predominantly comprised of equity awards accounting for approximately 71% of his total direct compensation, with cash compensation reflecting the remaining 29%.

PROXY STATEMENT SUMMARY

2017 CEO Compensation Highlights

2017 and 2018 Base Salary is unchanged at $850,000	**2017 Cash Bonus Payout declined from 2016 payout**
2017 and 2018 Grant Date Fair Value of Time-Based Restricted Stock Awards is unchanged at $2,486,944	**Decrease in Value of Time-Based Restricted Stock Granted in February 2015 (as of December 31, 2017)**
2017 and 2018 OPP Target Grant Value of Shares is unchanged at $2,081,640	**Maximum Potential Value of OPP Decreased Between 2017 OPP and 2018 OPP**
	Value of 2015 OPP Realized in 2017 decreased (was unearned) from 2015 Grant Value

EXECUTIVE COMPENSATION GOVERNANCE HIGHLIGHTS

WHAT WE DO

Utilize an Executive Compensation Program Designed to Align Pay with Performance
Conduct an Annual Say-on-Pay Vote
Seek Input From, Listen to and Respond to Shareholders
Employ a Clawback Policy
Utilize Share Ownership Guidelines for NEOs and directors, with a 10x base salary requirement for our CEO
Prohibit Hedging and Restrict Pledging of the Company's Common Shares
Retain an Independent Compensation Consultant
Mitigate Inappropriate Risk Taking
Employ a rigorous bonus program
Employ a 3-year no-sell clause for all time-based restricted shares awarded to the CEO, following the vesting date of the restricted shares

WHAT WE DO NOT DO

Provide Tax Gross-ups
Provide Excessive Perquisites
Reprice Share Options
Provide Guaranteed Bonuses
Provide Excessive Change of Control or Severance Payments

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PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS
to be held on May 18, 2018

GENERAL INFORMATION
The Board of Directors of Tanger Factory Outlet Centers, Inc. (NYSE:SKT) is soliciting your proxy for use at the Annual Meeting of Shareholders of the Company to be held on Friday, May 18, 2018.

Unless the context indicates otherwise, the term “Company” refers to Tanger Factory Outlet Centers, Inc., the term “Board” refers to our Board of Directors, the term “meeting” or “annual meeting" refers to the Annual Meeting of Shareholders of the Company to be held on May 18, 2018, and the term “Operating Partnership” refers to Tanger Properties Limited Partnership. We are a self-administered and self-managed real estate investment trust (referred to as a “REIT”). Our outlet centers and other assets are held by, and all of our operations are conducted by, the Operating Partnership. Accordingly, the descriptions of our business, employees and properties are also descriptions of the business, employees and properties of the Operating Partnership. The terms “we”, “our” and “us” refer to the Company or the Company and the Operating Partnership together, as the context requires.

Pursuant to the rules of the United States Securities and Exchange Commission (referred to as the “SEC”), we are providing our shareholders with access to our Notice of Annual Meeting of Shareholders, Proxy Statement and proxy card (referred to as the “proxy materials”) and Annual Report for the year ended December 31, 2017 (referred to as the “Annual Report”) over the internet. Because you received by mail a Notice Regarding the Availability of Proxy Materials, including a notice of Annual Meeting of Shareholders (referred to as the “Notice”), you will not receive a printed copy of the proxy materials unless you have previously made a permanent election to receive these materials in printed form. Instead, all shareholders will have the ability to access the proxy materials and Annual Report by visiting the website at http://www.edocumentview.com/SKT. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found on the Notice. In addition, all shareholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis.

We anticipate that our Proxy Statement and proxy card will be available to shareholders on or about April 4, 2018.

DATE, TIME AND PLACE

Friday May 18, 2018 at 10:00 a.m., Eastern Time	Corporate Office of Tanger Factory Outlet Centers, Inc. 3200 Northline Avenue, Suite 360 Greensboro, North Carolina 27408 (336) 292-3010

Subject to any continuation(s), postponement(s) or adjournment(s) thereof.

WHO CAN VOTE; VOTES PER SHARE

All holders of record of our common shares, par value $.01 per share (referred to as the “Common Shares”), as of the close of business on the record date, March 21, 2018, are entitled to attend and vote on all proposals at the meeting. Each Common Share entitles the holder thereof to one vote. At the close of business on March 21, 2018, Common Shares totaling 94,382,583 were issued and outstanding. In addition, at the close of business on March 21, 2018, units of partnership interest in the Operating Partnership, which may be exchanged for Common Shares of the Company, totaled 4,995,433 units. Units of partnership interest are not entitled to vote at this meeting.

HOW TO VOTE

SHAREHOLDER OF RECORD—GRANTING A PROXY

If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the shareholder of record with respect to those shares, and these proxy materials are being sent directly to you by the Company. As the shareholder of record, you have the right to vote in person at the annual meeting or to vote by proxy. You may vote by any of the following methods:

ONLINE	BY PHONE	BY MAIL	QR CODE
www.envisionreports.com/SKT	1-800-652-VOTE (8683)	Fill out your proxy card and drop in the mail	Use your smartphone or tablet to scan the QR Code

If you wish to vote by proxy, you may vote using the internet, by telephone, or (if you received printed proxy materials) by completing a proxy card and returning it by mail in the envelope provided. When you vote by proxy, you authorize our officers listed on the proxy card to vote your shares on your behalf as you direct.

If you sign and return a proxy card, or vote using the internet or by telephone, but do not provide instructions on how to vote your shares, the designated officers will vote on your behalf as follows:

FOR the election of each of the eight individuals named in this Proxy Statement to serve as directors;
FOR the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018; and
FOR the approval, on a non-binding basis, of the compensation of our named executive officers.

BENEFICIAL OWNER—VOTING INSTRUCTIONS

If your shares are held in a brokerage account or by a bank or other nominee, the broker, bank or nominee is considered, with respect to those shares, the shareholder of record, and you are considered the beneficial owner of shares held in street name. If you are a beneficial owner but not the shareholder of record, your broker, bank or nominee will vote your shares as directed by you. If you wish to vote your shares in person at the annual meeting, you must obtain a proxy from your broker, bank or nominee giving you the right to vote the shares at the meeting.

If your shares are held in street name by a broker, bank or other nominee, you may direct your vote by submitting your voting instructions to your broker, bank or other nominee. Please refer to the voting instructions provided by your account manager. Your broker, bank or nominee must vote your shares as you direct. If your shares are held by your broker and you do not give your broker voting instructions, your shares will not be voted with respect to the election of our directors and the approval, on a non-binding basis, of the compensation of our named executive officers. Therefore, to be sure your shares are voted on these matters, please instruct your broker, bank or other nominee as to how you wish it to vote. Your broker does, however, have discretionary authority to vote on the ratification of the appointment of the independent registered public accounting firm, and may do so when you have not provided instructions on that matter.

QUORUM AND VOTING REQUIREMENTS

Under our By-Laws, a majority of the votes entitled to be cast on a matter constitutes a quorum for action on that matter at the annual meeting. Under our By-Laws and North Carolina law, shares represented at the meeting by proxy for any purpose will be deemed present for quorum purposes for the remainder of the meeting. In uncontested elections, directors will be elected if the votes cast for the nominee's election exceed the votes cast against the nominee's election by the Common Shares entitled to vote in the election, provided that a quorum is present. In a contested election, directors are elected by a plurality of the votes cast by the Common Shares entitled to vote in the election. An election is contested if the Secretary of the Company determines that the number of nominees, as determined in accordance with the Company's By-Laws, exceeds the number of directors to be elected, and the Secretary has not rescinded such determination by the record date. If directors are to be elected by a plurality of votes cast, shareholders shall not be permitted to vote against a nominee. This year's election is uncontested. Accordingly, directors will be elected if the votes cast for the nominee's election exceed the votes cast against the nominee's election. In addition, Proposals #2 and #3 will be approved if the votes cast for the proposal exceed the votes cast against the proposal. Abstentions, broker non-votes and shares that are present at the meeting for any other purpose but that are not voted on a particular proposal will not affect the outcome of the vote on the election of directors or Proposals #2 and #3. Any other proposal to come before the meeting will be approved if the votes cast for the proposal exceed the votes cast against the proposal unless the North Carolina Business Corporation Act requires a greater number of affirmative votes.

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GENERAL INFORMATION

REVOCATION OF PROXIES

You may revoke your proxy at any time before it is voted. If you hold your shares in your own name as a shareholder of record, you may revoke your proxy or change your vote in any of the following ways:

- by signing and submitting a new proxy card;
- by submitting new votes through internet or telephone voting;
- by delivering to the Secretary of the Company written instructions revoking your proxy; or
- by attending the meeting and voting in person.

You cannot revoke your proxy by merely attending the meeting. If you dissent, you will not have any rights of appraisal with respect to the matters to be acted upon at the meeting.

If your shares are held in street name by a broker, bank or other nominee, you may revoke your voting instructions by submitting new voting instructions to the broker, bank or other nominee who holds your shares.

PROXY SOLICITATION

We are making this solicitation and will pay the entire cost of preparing and distributing the Notice, proxy materials and Annual Report and of soliciting proxies from the holders of our Common Shares. If you choose to access the proxy materials and Annual Report and/or vote over the internet, you are responsible for any internet access charges you may incur. We have retained the services of Okapi Partners LLC to assist us in the solicitation of proxies for a fee of $8,000 plus out of pocket expenses. Our directors, officers and employees may, but without compensation other than their regular compensation, also solicit proxies by telephone, fax, e-mail or personal interview. We will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending the Notice, proxy materials and Annual Report.

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PROPOSAL 1 ELECTION OF DIRECTORS

Our By-Laws provide that directors be elected at each Annual Meeting of Shareholders. The Board has nominated eight director candidates for election to the Board at the meeting. Each of the eight nominees for director designated below is presently a director of the Company. It is expected that each of these nominees will be able to serve, but if any such nominee is unable to serve, or for good cause will not serve, the proxies reserve discretion to vote for a substitute nominee or nominees designated by the Board of Directors, or the Board may elect to reduce its size. The terms of all of our directors expire at the next Annual Meeting of Shareholders or until their successors are elected and qualified.

DIRECTOR RESIGNATION POLICY

Our By-Laws provide that in uncontested elections, nominees will be elected if votes cast for each nominee’s election exceed the votes cast against each nominee’s election, provided that a quorum is present. Pursuant to our director resignation policy, the Board will nominate for re-election as directors only candidates who agree to tender their irrevocable resignation at or prior to their nomination. In addition, the Board will fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the director resignation policy. Their resignations will only become effective upon the occurrence of both the failure to receive the required majority vote for election and Board acceptance of their resignations. If a director nominee does not receive the required vote, the Nominating and Corporate Governance Committee or another committee consisting solely of independent directors (excluding the director nominee in question) will consider and make a recommendation to the Board as to whether to accept or reject the director nominee’s previously tendered resignation. The Board (not including the director nominee in question) will make a final determination as to whether to accept or reject the director nominee’s resignation within 90 days following the certification of the shareholder vote. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director’s resignation. The Company will then promptly disclose the Board’s decision in a document furnished or filed with the SEC.

BOARD DIVERSITY

The Board seeks a mix of backgrounds and experience among its members. In evaluating director candidates, the Nominating and Corporate Governance Committee uses its judgment to identify nominees whose viewpoints, backgrounds, experience and other demographics, taken as a whole, contribute to the high standards of Board service at the Company. While the Board does not follow any ratio or formula to determine the appropriate mix, the Board is committed to increasing gender and racial diversity among directors over time and, as reflected in our Corporate Governance Guidelines, the Nominating and Corporate Governance Committee is committed to including highly qualified women and minority candidates in each future search the Board undertakes. The Nominating and Corporate Governance Committee assesses its performance as to all aspects of the selection and nomination process for directors, including diversity, as part of its annual self-evaluation process.

The Board’s commitment to diversity is reflective of the Company’s policy of inclusiveness throughout the organization. Our management team reflects gender and racial diversity as well as diversity of viewpoints, background and experience. For example, fifty percent of the members of our executive leadership team are women.

NOMINEE QUALIFICATIONS

The biographical description below for each nominee includes the specific experience, qualifications, attributes and skills that led to the conclusion by the Board of Directors that such person should serve as a director of the Company. Each of our director nominees has achieved an extremely high level of success in his or her career. In these positions, each has been directly involved in the challenges relating to setting the strategic direction or managing the financial performance, personnel and processes of complex, public and private companies. Each has had exposure to effective leaders and has developed the ability to judge leadership qualities. Each of them has experience in serving as an executive or on the board of directors of at least one other major corporation, both of which provides additional relevant experience on which each nominee can draw.

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PROPOSAL 1 ELECTION OF DIRECTORS

INFORMATION REGARDING NOMINEES

William G. Benton

Independent Director

Age 72

Director since
June 4, 1993

Chairman of the Board and Chief Executive Officer of Salem Senior Housing, Inc.

Committees:
Audit, Nominating & Corporate Governance

BACKGROUND

Director of the Company since June 4, 1993, and served as Non-Executive Chairman of the Board from January 1, 2013 to May 20, 2016. Chairman of the Board and Chief Executive Officer of Salem Senior Housing, Inc., a senior living facility operator, since May 2002. Chairman of the Board and Chief Executive Officer of Diversified Senior Services Inc. from May 1996 to May 2002. Chairman of the Board and Chief Executive Officer of Benton Investment Company since 1982. Chairman of the Board and Chief Executive Officer of Health Equity Properties, Inc. from 1987 to September 1994.

QUALIFICATIONS FOR THE TANGER BOARD

Mr. Benton has over 24 years of experience on our Board and has an extensive knowledge of our Company. As Chairman and Chief Executive Officer of multiple public real estate companies, Mr. Benton has gained first-hand experience in managing large real estate organizations with ultimate management responsibility for the corporation's financial performance and deployment of its capital.

OTHER PUBLIC COMPANY BOARDS

None

Jeffrey B. Citrin

Independent Director

Age 60

Director since
July 28, 2014

Executive Vice Chairman of Square Mile Capital Management LLC

Committees:
Audit (Chair), Compensation

BACKGROUND

Director of the Company since July 28, 2014. Mr. Citrin serves as Executive Vice Chairman of Square Mile Capital Management LLC, a private New York-based investment firm focusing on real estate related opportunities, which Mr. Citrin founded in 2006. From 1994 to 2005 he was President and co-founder of Blackacre Capital Management LLC, now known as Cerberus Institutional Real Estate. Mr. Citrin served as Managing Director of the Commercial Mortgage Investment Unit of Oppenheimer & Company, Inc. from 1993 to 1994. From 1991 to 1993, he was Vice President of the Distressed Real Estate Principal Group of Credit Suisse First Boston, Inc., and from 1986 to 1991, Mr. Citrin served as Vice President of the Real Estate Investment Banking Unit of Chemical Bank. He was an attorney in the real estate practices of Kelley Drye & Warren LLP and Proskauer Rose LLP from 1983 to 1986. Mr. Citrin served as an Independent Trustee of First Union Real Estate and Mortgage, now known as Winthrop Realty Trust, from 2001 to 2003, and currently serves on the Board of Advisors of the Hospital for Special Surgery in New York and as Co-Chairman of the Hood Museum Board of Overseers.

QUALIFICATIONS FOR THE TANGER BOARD

Mr. Citrin has over 28 years of experience in public company and private company real estate investment during which he has structured complex real estate and financial transactions. The Board expects to benefit from this technical experience as well as from Mr. Citrin's extensive executive, management and legal experience.

OTHER PUBLIC COMPANY BOARDS

None

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PROPOSAL 1 ELECTION OF DIRECTORS

David B. Henry

Independent Director

Age 69

Director since
January 1, 2016

Retired Vice Chairman of the Board of Directors and Chief Executive Officer of Kimco Realty Corporation

Committees:
Audit, Compensation

BACKGROUND

Director of the Company since January 1, 2016. Mr. Henry was formerly the Vice Chairman of the Board of Directors and Chief Executive Officer of Kimco Realty Corporation ("Kimco"), a publicly-traded REIT. He served as Kimco's Chief Executive Officer from December 2009 to January 2016 and Vice Chairman of the Board of Directors from April 2001 to January 2016. Prior to joining Kimco, he spent 23 years at G.E. Capital Real Estate, where he served as the Senior Vice President & Chief Investment Officer, and was Chairman of the Investment Committee and member of the Credit Committee. Mr. Henry is a past Trustee and served as 2011-2012 Chairman of the International Council of Shopping Centers, was a former Vice-Chairman of the Board of Governors of the National Association of Real Estate Investment Trusts and a former member of the Executive Board of the Real Estate Roundtable. His other public REIT board experience includes service on the boards of HCP, Inc. since January 2004, VEREIT, Inc. since September 2015, and Columbia Property Trust, Inc. since January 2016. He is currently the non-executive Chairman of the Board of HCP, Inc. Mr. Henry is also a director of Fairfield County Bank, a private Connecticut mutual savings bank, director of Starwood Real Estate Income Trust, a non-traded REIT, and the co-founder of Peaceable Street Capital, a preferred equity lender for income producing commercial real estate properties. In addition, he serves on the real estate advisory boards of New York University, Baruch College, ALTO Real Estate Funds and Shift Capital.

QUALIFICATIONS FOR THE TANGER BOARD

Mr. Henry has over 37 years of real estate industry experience with multinational, publicly traded companies. The Board benefits from his familiarity with the REIT industry, particularly the retail sector, as well as from his extensive executive, financial and management expertise.

OTHER PUBLIC COMPANY BOARDS

Columbia Property Trust, Inc.
HCP, Inc.
VEREIT

Thomas J. Reddin

Non-Executive Chairman of the Board

Independent Director

Age 57

Director since
July 26, 2010

Managing Partner and Owner of Red Dog Ventures

Committees:
Audit, Compensation, Nominating & Corporate Governance

BACKGROUND

Non-Executive Chairman of the Board since May 20, 2016 and Director of the Company since July 26, 2010. Managing Partner and Owner of Red Dog Ventures since 2009, a venture capital firm. Chief Executive Officer of Richard Petty Motorsports from 2008 to 2009. Chief Executive Officer (from 2005 to 2007) and President and Chief Operating Officer (from 2000 to 2005) of LendingTree.com. Mr. Reddin also held various senior leadership positions at Coca-Cola Company from 1995 to 1999, including Vice President, Consumer Marketing of Coca-Cola USA, and at Kraft Foods, Inc. from 1982 to 1995. Mr. Reddin has served on the Board of Directors of Deluxe Corporation since February 2014, Asbury Automotive Group since June 2014, and previously served on the Board of Directors of Premier Farnell plc from September 2010 to October 2016 and of Valassis Communications Inc. from July 2010 to February 2014.

QUALIFICATIONS FOR THE TANGER BOARD

Mr. Reddin has over 31 years of experience in consumer marketing and e-commerce, including executive and management experience. His experience in growing and building businesses and developing and marketing brand name consumer products enables him to provide invaluable insights into helping the Company elevate its brand.

OTHER PUBLIC COMPANY BOARDS

Asbury Automotive Group
Deluxe Corporation

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PROPOSAL 1 ELECTION OF DIRECTORS

Thomas E. Robinson

Independent Director

Age 70

Director since
January 21, 1994

Senior Advisor of Stifel, Nicolaus & Company

Committees:
Audit, Nominating & Corporate Governance

BACKGROUND

Director of the Company since January 21, 1994. Senior Advisor of Stifel, Nicolaus & Company (formerly Legg Mason Wood Walker, Inc.), a financial services firm, since March 2009. Managing Director of Stifel, Nicolaus & Company from June 1997 to March 2009. Director (May 1994 to June 1997), President (August 1994 to June 1997) and Chief Financial Officer (July 1996 to June 1997) of Storage USA, Inc. Mr. Robinson has been a Director of Essex Property Trust, Inc. since April 2014 following its merger with BRE Properties. He served as a Director of BRE from July 2007 until closing the transaction with Essex in April 2014. He was a director/trustee of First Potomoc Realty Trust from July 2013 until the trust was acquired by Government Properties Income Trust in October 2017 and was a trustee of CenterPoint Properties Trust from December 1993 until the trust was acquired in March 2006. Mr. Robinson is a former member of the board of governors of the National Association of Real Estate Investment Trusts (or “NAREIT”), and in November 2009, NAREIT selected him to receive its Industry Achievement Award for his wisdom, expertise and service to the REIT industry.

QUALIFICATIONS FOR THE TANGER BOARD

Mr. Robinson has over 25 years of experience on our Board and extensive knowledge of our Company. As an investment banker and investment advisor, Mr. Robinson possesses significant expertise in the operation of capital markets and the evaluation of investment opportunities. His service on audit committees of two other public real estate companies and as a President and Chief Financial Officer of a public real estate company give him extensive audit knowledge and experience in audit- and financial control-related matters.

OTHER PUBLIC COMPANY BOARDS

Essex Property Trust

Bridget M. Ryan-Berman

Independent Director

Age 57

Director since
January 1, 2009

Managing Partner of Ryan Berman Advisory, LLC

Committees:
Compensation, Nominating & Corporate Governance (Chair)

BACKGROUND

Director of the Company since January 1, 2009. Managing Partner at Ryan Berman Advisory, LLC, a strategic advisory and consulting firm, since January 2018. From June 2016 to December 2017 she served as Chief Experience Officer of Enjoy Technology, Inc., a provider of setup and training services for tech products. From 2015 to 2016, she was an independent consultant advising multi-channel brands and companies on business innovation and large-scale transformation designed around the customer experience. From 2011 to 2015, Ms. Ryan-Berman served as Chief Executive Officer of Victoria’s Secret Direct, LLC, an online and catalogue division of Victoria’s Secret, a specialty retailer of women’s lingerie, beauty products, apparel and accessories. She was formerly an independent consultant advising clients in the retail, wholesale and financial investment sectors providing strategic planning, business development and executive coaching services. Chief Executive Officer of Giorgio Armani Corp., the wholly owned U.S. subsidiary of Giorgio Armani S.p.A., a provider of fashion and luxury goods products, from 2006 to 2007. Vice President/Chief Operating Officer of Apple Computer Retail from 2004 to 2005. Ms. Ryan-Berman also held various executive positions with Polo Ralph Lauren Corporation, including Group President of Polo Ralph Lauren Global Retail, from 1992 to 2004 and various capacities at May Department Stores, Federated Department Stores, and Allied Stores Corp. from 1982 to 1992. In addition, Ms. Ryan-Berman was a member of the board of directors, and served on the audit committee for J. Crew Group, Inc. from 2005 to 2006.

QUALIFICATIONS FOR THE TANGER BOARD

Ms. Ryan-Berman has over 35 years of experience in the retail business and, as a senior level executive, has helped oversee the strategies and operations of some of the leading fashion and luxury goods groups in the world. She serves as a strategic advisor and board director for multi-channel consumer companies focused on the acceleration of brand growth and business development, digital transformation and consumer engagement. Ms. Ryan-Berman’s extensive experience in apparel and retailing enables her to provide invaluable insight into the environment in which the Company operates.

OTHER PUBLIC COMPANY BOARDS

None

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PROPOSAL 1 ELECTION OF DIRECTORS

Allan L. Schuman

Independent Director

Age 83

Director since
August 23, 2004

Chairman of the Board of The Schwan Food Company

Committees:
Compensation (Chair), Nominating & Corporate Governance

BACKGROUND

Director of the Company since August 23, 2004. Mr. Schuman has been the Chairman of the Board of Directors of The Schwan Food Company, a provider of fine frozen foods, since January 2009. He was previously Chairman of the Board from January 2000 to May 2006, President and Chief Executive Officer from March 1995 to July 2004, and President and Chief Operating Officer from August 1992 to March 1995 of Ecolab, Inc, a global provider of premium cleaning, sanitation and maintenance products and services. He was named Chairman Emeritus of Ecolab in 2006. Mr. Schuman is the Chairman of the Board of Florida Atlantic University College of Business and is a member of the board of directors of the National Restaurant Association Educational Foundation.

QUALIFICATIONS FOR THE TANGER BOARD

As Chairman and Chief Executive Officer of Ecolab, Mr. Schuman has first-hand experience in managing a large, multinational corporation focused on worldwide consumer markets, with ultimate management responsibility for the corporation's financial performance and the deployment of its capital.

OTHER PUBLIC COMPANY BOARDS

None

Steven B. Tanger

Age 69

Director since
May 13, 1993