



Simon Property Group Responds to Macerich's "Scorched Earth" Rejection of Simon Proposal

March 17, 2015

INDIANAPOLIS, March 17, 2015 /PRNewswire/ -- Simon Property Group (NYSE: SPG) today responded to the rejection by The Macerich Company (NYSE: MAC) of Simon's proposal to acquire the outstanding shares of Macerich for \$91.00 per share in cash and Simon shares, and Macerich's decision to classify its Board of Directors without a shareholder vote and adopt a poison pill.



David Simon, Simon's Chairman and Chief Executive Officer, said, "The Macerich Board has sent shareholders a clear message that it will do everything in its power to block a value-creating transaction and prevent them from having a voice in matters critical to the value of their investment. It is truly disappointing Macerich would not even meet to discuss our proposal and remarkable that its view on value could have changed so drastically just four months after issuing 10.9% of its shares at the \$71.00 level.

"Macerich's rejection is based on a rosy view of its future prospects. Shareholders should closely examine Macerich's history of delivering on its forecasts, which pales in comparison to Simon's long track record of delivering industry-leading results that have outpaced Macerich in virtually every operating and financial category. Based on Simon's long history of outperforming Macerich, we are confident Macerich shareholders will realize more value through a combination with Simon than they could on a standalone basis.

"Macerich's decision to stagger its board without shareholder approval would be poor corporate governance at any time, but it is particularly egregious given that we recently notified Macerich that, should the need arise, we would nominate a number of candidates that would constitute only a minority of their Board. Macerich clearly does not believe its shareholders can be trusted to decide the composition of its board when the value of their investment hangs in the balance.

"The strategic logic of our proposal has been widely recognized, the value is compelling, and it is not conditioned on financing or dispositions. In addition, we are comfortable there are no legal issues with our offer, as to General Growth or otherwise, and no other impediments – aside from the Macerich Board – to the completing the proposed transaction. Given this extreme, scorched-earth response, Macerich shareholders should scrutinize the actions and motives of the Macerich Board."

BofA Merrill Lynch is acting as Simon's lead financial advisor, with Morgan Stanley & Co. LLC also acting as a financial advisor in connection with this transaction. Latham & Watkins LLP is acting as legal counsel to Simon.

About Simon

Simon is a global leader in retail real estate ownership, management and development and a S&P100 company (Simon Property Group, NYSE: SPG). Our industry-leading retail properties and investments across North America, Europe and Asia provide shopping experiences for millions of consumers every day and generate billions in annual retail sales. For more information, visit simon.com.

ADDITIONAL INFORMATION

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to a proposal which Simon Property Group, Inc. ("Simon") has made for a business combination transaction with The Macerich Company ("Macerich"). In furtherance of this proposal and subject to future developments, Simon (and, if a negotiated transaction is agreed, Macerich) may file one or more registration statements, proxy statements, tender offer statements or other documents with the U.S. Securities and Exchange Commission (the "SEC"). This communication is not a substitute for any proxy statement, registration statement, tender offer statement, prospectus or other document Simon and/or Macerich may file with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF SIMON AND MACERICH ARE URGED TO READ THE PROXY STATEMENT(S), REGISTRATION STATEMENT, TENDER OFFER STATEMENT, PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Any definitive proxy statement(s) or prospectus(es) (if and when available) will be mailed to stockholders of Macerich and/or Simon, as applicable. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Simon through the web site maintained by the SEC at <http://www.sec.gov>.

Simon and/or Macerich and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about Simon's executive officers and directors

in Simon's definitive proxy statement filed with the SEC on April 10, 2014. You can find information about Macerich's executive officers and directors in Macerich's definitive proxy statement filed with the SEC on April 18, 2014. Additional information regarding the interests of such potential participants will be included in one or more registration statements, proxy statements, tender offer statements or other documents filed with the SEC if and when they become available. You may obtain free copies of these documents using the sources indicated above.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Forward Looking Statements

This communication may include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements regarding Simon Property Group, Inc.'s ("Simon") offer to acquire The Macerich Company ("Macerich"), its financing of the proposed transaction, its expected future performance (including expected results of operations and financial guidance), and the combined company's future financial condition, operating results, strategy and plans. Forward-looking statements may be identified by the use of the words "anticipates," "expects," "intends," "plans," "should," "could," "would," "may," "will," "believes," "estimates," "potential," "target," "opportunity," "tentative," "positioning," "designed," "create," "predict," "project," "seek," "ongoing," "upside," "increases" or "continue" and variations or similar expressions. These statements are based upon the current expectations and beliefs of management and are subject to numerous assumptions, risks and uncertainties that change over time and could cause actual results to differ materially from those described in the forward-looking statements. These assumptions, risks and uncertainties include, but are not limited to, assumptions, risks and uncertainties discussed in Simon's most recent annual or quarterly report filed with the Securities and Exchange Commission (the "SEC") and assumptions, risks and uncertainties relating to the proposed transaction, as detailed from time to time in Simon's and/or Macerich's filings with the SEC, which factors are incorporated herein by reference. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this communication are set forth in other reports or documents that we may file from time to time with the SEC, and include, but are not limited to: (i) the ultimate outcome of any possible transaction between Simon and Macerich, including the possibilities that Macerich will reject a transaction with Simon, (ii) the ultimate outcome and results of integrating the operations of Simon and Macerich if a transaction is consummated, (iii) the ability to obtain regulatory approvals and meet other closing conditions to any possible transaction, including the necessary stockholder approvals, (iv) if a transaction with Macerich is consummated, the ability of Simon and General Growth Properties to reach a definitive agreement related to, and complete, the sale of certain assets of Macerich, as such sales would not be a condition to the Macerich transaction, and (v) the risks and uncertainties detailed by Macerich with respect to its business as described in its reports and documents filed with the SEC. All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. Readers are cautioned not to place undue reliance on any of these forward-looking statements. These forward-looking statements speak only as of the date hereof. Simon undertakes no obligation to update any of these forward-looking statements to reflect events or circumstances after the date of this communication or to reflect actual outcomes.

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