Nominating and Corporate Governance Committee Charter
Federal Realty Investment Trust

Purpose:

The purpose of the Nominating and Corporate Governance Committee ("Committee") of Federal Realty Investment Trust ("Trust") is to provide counsel to the Board of Trustees of the Trust ("Board") with respect to: (a) identifying and recommending to the Board individuals to stand for election and reelection to the Board by the Trust's shareholders at the Trust's Annual Meeting of Shareholders and to fill vacancies on the Board that may arise from time to time; (b) developing and making recommendations to the Board for the creation and ongoing review and revision of corporate governance guidelines for the Trust ("Governance Guidelines"), a policy governing ethical business conduct of the Trust's employees ("Policy of Business Conduct") and a policy governing ethical business conduct of the Trust's senior financial officer ("Financial Officer Code of Ethics"); (c) making recommendations to the Board as to the structure and membership of committees of the Board; (d) fulfilling the duties set forth below; and (e) such other responsibilities as may be delegated to the Committee by the Board from time to time.

Composition:

The Committee shall be composed of three or more trustees who are "independent" as such term is defined from time to time with respect to service on the Committee in the Securities Exchange Act of 1934 ("Exchange Act"), the New York Stock Exchange's Listed Company Manual ("NYSE Manual") and other laws, rules and regulations applicable to the Trust and the Committee. Prior to approving a Trustee's appointment to the Committee, the Board shall have determined, upon the advice of the Committee, that such Trustee satisfies the foregoing independence requirements as well as any additional independence requirements established from time to time in the Trust's Governance Guidelines.

The initial Committee members shall be appointed by the Board and will serve until their successors are appointed in accordance with this charter. Once established, the Committee, after consultation with the Chief Executive Officer of the Trust ("CEO"), shall recommend to the full Board for its approval: (a) which Trustees should serve on the Committee; (b) who shall serve as chair of the Committee; (c) whether additional Trustees should be appointed to the Committee; and (d) whether any Trustees should be removed from the Committee. In making those recommendations, the Committee shall take into account those factors identified in the Trust's Governance Guidelines, including, without limitation, Section 4(b) thereof.

Compensation:

The Chair of the Committee and each member of the Committee shall be entitled to compensation for being the Chair or member of the Committee, as applicable, and for meeting attendance as such fees are established from time to time by the Board in accordance with the Governance Guidelines. Each member of the Committee shall be entitled to be reimbursed for reasonable out-of-pocket expenses incurred by such member in attending meetings of the Committee and in performing his/her duties as a member of the Committee. No member of the Committee shall receive from the Trust any compensation other than his or her fees for serving as a Trustee and a member of the Committee or any other committee of the Board.

Meetings:

The Committee shall meet at least two (2) times per year and at such other times as determined by the Chair of the Committee to be necessary or appropriate for the Committee to carry out its duties and responsibilities. Meetings of the Committee shall be called by the Secretary of the Trust upon the request of the Chair of the Committee, the CEO or a majority of the members of the Committee. Except for the regular annual meeting of the Committee, notice of any meeting of the Committee shall be given in the manner provided for in the Bylaws of the Trust for meetings of the Board and its committees.

The provisions set forth in the Trust's Bylaws for meetings of the Board and its committees shall govern the quorum and voting requirements for all meetings of the Committee.

The Committee shall be required to keep a record of its actions and proceedings and shall report to the Board at the next meeting of the Board following the Committee meeting with such report to include recommendations for Board actions when appropriate.

Duties, Powers and Responsibilities:

The duties, powers and responsibilities of the Committee shall include the following:

(a) Developing and recommending the Governance Guidelines to the Board

(b) Developing and recommending the Policy of Business Conduct to the Board

(c) Developing and recommending the Financial Officer Code of Ethics to the Board

(d) Recommending to the Board the names of qualified persons to fill vacancies on the Board as they occur

(e) Recommending to the Board prior to each Annual Meeting of Shareholders a slate of nominees for election or reelection to the Board seats which are up for election at such annual meeting

(f) Identifying and evaluating candidates to serve on the Board who exhibit the criteria for trustee candidates established in the Governance Guidelines from time to time which criteria shall include, without limitation, the highest personal and professional ethics, integrity and values, the ability to exercise sound business judgment and the willingness to devote the time necessary to carry out his or her responsibilities as a trustee

(g) Considering suggestions for Board membership submitted by shareholders in accordance with the notice provisions and procedures set forth in the Trust's Bylaws

(h) Recommending to the Board, after consultation with the CEO and subject to the provisions of the Governance Guidelines, the membership of the Board's committees, including a chair for each of those committees, taking into account all criteria for service on the applicable committee established from time to time by the Governance Guidelines, the Exchange Act, the NYSE Manual and other laws, rules and regulations applicable to such committee

(i) Making initial determinations for recommendation to the Board as to whether each member or proposed member of the Board's Audit Committee is an "audit committee financial expert" as that term is defined from time to time in the Exchange Act, the NYSE Manual and other laws, rules and regulations applicable to the Board's Audit Committee

(j) Recommending to the Board the size of the Board in light of the operating requirements of the Trust

(k) Recommending to the Board the removal of Trustees from the Board or any of the Board's committees

(l) Making recommendations to the Board, after consultation with the CEO, with respect to compensation to Board members for service on the Board and its committees

(m) Making initial determinations for recommendation to the Board as to whether each Trustee or Trustee candidate is independent for purposes of service on the Board and on the Board's committees

(n) Reviewing from time to time, both independently and with the Trust's General Counsel, in light of changing conditions, new legislation, regulations and other developments, the Trust's Governance Guidelines and other corporate governance matters and making recommendations to the Board with respect to modifications to such guidelines and other corporate governance matters as the Committee deems appropriate

(o) Reviewing periodically, both independently and with the Trust's General Counsel, in light of changing conditions, new legislation, regulations and other developments, the Trust's Policy of Business Conduct and Financial Officer Code of Ethics and making recommendations to the Board with respect to adoption of and modifications thereto as the Committee deems desirable

(p) Overseeing the evaluation of the performance of the Board and each Trustee on an annual basis

(q) Overseeing the evaluation of the professional conduct of the Trust's management and without duplication as to any evaluations to be performed by other committees of the Board

(r) Providing to the Board a report on the Committee's activities at the next Board meeting following each meeting of the Committee

(s) Retaining and terminating, as the Committee deems necessary, a search firm or similar consultant to identify potential Trustee candidates and approving all fees and terms of any such engagement. All fees and expenses of such consulting firms shall be paid by the Trust and the Trust shall make funds available for the payment of such fees and expenses

(t) Reviewing, approving and making recommendations to the Board in respect of corporate social responsibility and sustainability matters, including, but not limited to, the Trust's integration of environmental, social and governance ("Sustainability") factors into business strategy and decision-making, and adoption of Sustainability policies, including any governance, sustainability and reputations risks.

(u) Reviewing and making recommendations to the Board on any corporate governance or sustainability related proposals to be included in the proxy statement.

(v) Performing such other duties and responsibilities as may be delegated to the Committee by the Board from time to time

Limitations on Authority:

The duties, powers and responsibilities of the Committee shall be limited as follows:

(a) The Committee shall have the authority to delegate its responsibilities to a subcommittee as the Committee deems appropriate from time to time provided that such delegation is not prohibited under the Exchange Act, the NYSE Manual or any other laws or regulations applicable to the Trust or the Committee.

(b) The selection and nomination of any Trustees to be selected by the holders of any class of the Trust's preferred shares of beneficial interest will not be subject to the selection or nomination process of the Committee.

Annual Performance Evaluation:

The Committee shall conduct an evaluation of its performance on an annual basis.

Disclosure of Charter:

This charter will be made available on the Trust's website at www.federalrealty.com.

Initially Adopted:	***February 12, 2003***
Revised:	***February 16, 2006***
	November 4, 2020
Readopted:	***December 2, 2021 (with UPREIT conversion)***
Revised:	***February 7, 2023***
	August 5, 2026