

WEINGARTEN REALTY INVESTORS /TX/
Form DEF 14A
March 11, 2014
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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
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

Weingarten Realty Investors
(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 appropriate box):

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- 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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(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):

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

April 24, 2014

9:00 a.m., Central Time

2600 Citadel Plaza Drive, Houston, Texas 77008

The 2014 Annual Meeting of Shareholders of Weingarten Realty Investors (the "Annual Meeting") will be held at our principal office located at 2600 Citadel Plaza Drive, Houston, Texas 77008, on Thursday, April 24, 2014, at 9:00 a.m., Central Time. The purpose of the Annual Meeting is as follows:

1. To elect the 11 Trust Managers named in the proxy statement to serve until their successors are elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014;
3. To hold an advisory vote to approve executive compensation; and
4. To transact such other business as may properly come before the meeting.

Shareholders of record, at the close of business on February 27, 2014, are entitled to notice of and to vote at the Annual Meeting.

We will make available a list of shareholders of record as of the close of business on February 27, 2014 for inspection by shareholders for any purpose suitable to the Annual Meeting during regular business hours from April 14 through April 23, 2014 at our principal place of business. This list will also be available to shareholders at the meeting.

Your vote is very important. Prior to the meeting we encourage you to sign and return your proxy card, or use telephone or internet voting so that your shares may be represented and voted during the meeting. See our "Questions and Answers About the Meeting and Voting" section for information about voting by telephone or internet, how to revoke a proxy and how to vote shares in person beginning on page 3.

Please contact our Investor Relations Department at (800) 298-9974 or (713) 866-6000 if you have any questions.

By Order of the Board of Trust Managers,

Joe D. Shafer
Senior Vice President and Secretary

March 11, 2014

Houston, Texas

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2600 Citadel Plaza Drive
Houston, Texas 77008

March 11, 2014

PROXY STATEMENT

The Board of Trust Managers of Weingarten Realty Investors (the "Board") is furnishing you this proxy statement to solicit proxies on its behalf to be voted at our 2014 Annual Meeting of Weingarten Realty Investors. The meeting will be held at our principal executive office located at 2600 Citadel Plaza Drive, Houston, Texas 77008, on Thursday, April 24, 2014, at 9:00 a.m., Central Time. The proxies also may be voted at any adjournments or postponement of the meeting.

Our proxy materials, including this Proxy Statement, the Notice of Annual Meeting of Shareholders, the proxy card, notice of internet availability or voting instruction card (collectively, the "Notice") and our 2013 Annual Report are being distributed and made available on or about March 11, 2014. As used herein, "Weingarten" or the "Company" refers to Weingarten Realty Investors, a Texas real estate investment trust.

All properly executed written proxies, and all properly completed proxies submitted by telephone or internet, that are delivered pursuant to this solicitation will be voted at the meeting in accordance with the directions given in the proxy, unless the proxy is revoked prior to completion of voting at the meeting.

Only owners of record of common shares of beneficial interest of the Company ("Common Shares") as of the close of business on February 27, 2014, the record date, are entitled to notice of, and to vote at, the meeting or at any adjournments or postponements of the meeting. Each record owner on the record date is entitled to one vote for each Common Share held. On February 27, 2014, there were 122,162,433 Common Shares issued and outstanding.

Important Notice Regarding Availability of Proxy Materials for our Annual Meeting of Shareholders to be held on April 24, 2014

The Notice of the Annual Meeting, Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2013 which contains detailed information relating to our activities and operating performance are available at www.proxyvote.com and under the Investor Relations section of our website at www.weingarten.com under "SEC Filings."

QUESTIONS AND ANSWERS ABOUT THE
MEETING AND VOTING

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QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What is a proxy statement and what is a proxy?

A proxy statement is a document that the Securities Exchange Commission ("SEC") regulations require us to give you when we ask you to sign a proxy designating individuals to vote on your behalf. A proxy is your legal designation of another person to vote the shares you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or proxy card. We have designated two of our executive officers as proxies for the 2014 Annual Meeting. These executive officers are Andrew M. Alexander and Stanford Alexander.

2. What is the difference between holding shares as a shareholder of record and as a beneficial shareholder?

If your shares are registered directly in your name with our register and transfer agent, Computershare Trust Company, N.A., you are considered a shareholder of record with respect to those shares. If your shares are held in a brokerage account or bank, you are considered the "beneficial owner" of those shares.

3. What different methods can I use to vote?

By Written Proxy. All shareholders of record can vote by written proxy card. If you are a beneficial owner, you may request a written proxy card or a vote instruction form from your bank or broker.

By Telephone or Internet. All shareholders of record also can vote by touchtone telephone using the toll-free telephone number on the proxy card, or through the internet, using the procedures and instruction described on the proxy card. Beneficial owners may vote by telephone or internet if their bank or broker makes those methods available, in which case the bank or broker will include instructions with the proxy materials. The telephone and internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to vote their shares and to confirm that their instructions have been recorded properly.

In Person. All shareholders of record may vote in person at the meeting. Beneficial owners may vote in person at the meeting if they have a legal proxy, as described in the response to question 5 below.

4. What shares are included in the proxy card?

If you are a shareholder of record, you will receive only one proxy card for all the Common Shares you hold in certificate form, in book-entry form and in any Company benefit plan. If you hold Common Shares in any Company benefit plan and do not vote your shares or specify your voting instructions on your proxy card, the administrators of the benefit plans will not vote your benefit shares.

You may receive multiple proxy cards if you hold Common Shares in different ways (such as, trusts and custodial accounts) or in multiple accounts. You should vote and sign each proxy card you receive.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

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5. How can I vote at the meeting if I am a beneficial owner?

You will need to ask your broker, bank or other intermediary to furnish you with a legal proxy. You will need to bring the legal proxy with you to the meeting and hand it in with a signed ballot that will be provided to you at the meeting. You will not be able to vote your Common Shares at the meeting without a legal proxy. Accordingly, we encourage you to vote your Common Shares in advance, even if you plan to attend the meeting.

Please note that if you request a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the meeting and vote in person or legally appoint another proxy to vote on your behalf.

6. What are my voting choices for each of the proposals to be voted on at the 2014 Annual Meeting?

Proposal	Voting Choices and Board Recommendation
<p>Proposal One: Election of Trust Managers</p>	<ul style="list-style-type: none"> • vote in favor of all nominees; • vote in favor of specific nominees; • vote against all nominees; • vote against specific nominees; • abstain from voting with respect to all nominees; or • abstain from voting with respect to specific nominees. <p>The Board recommends a vote FOR each of the nominees.</p>
<p>Proposal Two: Ratification of Independent Registered Public Accounting Firm</p>	<ul style="list-style-type: none"> • vote in favor of the ratification; • vote against the ratification; or • abstain from voting on the ratification. <p>The Board recommends a vote FOR the ratification.</p>
<p>Proposal Three: Advisory Proposal to Approve Executive Compensation</p>	<ul style="list-style-type: none"> • vote in favor of the advisory proposal; • vote against the advisory proposal; or • abstain from voting on the advisory proposal. <p>The Board recommends a vote FOR the advisory vote to approve executive compensation.</p>

Trust Managers will be elected by majority of votes cast by the holders of Common Shares voting in person or by proxy at the meeting. Any Trust Manager who is currently on the Board shall remain on the Board, regardless of the number of votes he/she receives unless he/she is replaced by a nominee who receives the requisite vote to become a new Trust Manager. All nominees currently serve on the Board. In order to be approved, each other proposal will require approval by a majority of the votes cast by Common Shares voting in person or by proxy at the meeting. As an advisory vote, the proposal to approve executive compensation is not binding upon the Company. However, the Management Development and Executive Compensation Committee ("Compensation Committee"), which is responsible for designing and administering our executive compensation program, values the opinions expressed by shareholders and will consider the outcome of the vote when making future compensation decisions.

7. What if I am a shareholder of record and do not specify a choice for a matter when returning a proxy?

Shareholders should specify their choice for each matter on the proxy card. If no specific instructions are given, proxies which are signed and returned will be voted:

- FOR the election of all Trust Manager nominees as set forth in this proxy statement;
- FOR the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm; and
- FOR the advisory proposal to approve executive compensation.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

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8. What if I am a beneficial owner and do not give voting instructions to my broker?

As a beneficial owner, in order to ensure your Common Shares are voted in the way you would like, you must provide voting instructions to your bank, broker or other nominees by the deadline provided in the materials received from your banker, broker or other nominee. If you do not provide voting instructions to your bank, broker or other nominee, whether your Common Shares can be voted by such person depends on the type of item being considered for vote. Non-Discretionary Items. The election of the Trust Managers and the advisory proposal to approve executive compensation are non-discretionary items and may not be voted by banks, brokers or other nominees who have not received specific voting instructions from beneficial owners.

Discretionary Items. The ratification for the appointment of Deloitte & Touche LLP as our independent registered public accounting firm is a discretionary item. Generally, banks, brokers or other nominees that do not receive specific voting instructions from beneficial owners may vote on this proposal at their discretion.

9. How are abstentions and broker non-votes counted?

Abstentions and broker non-votes are included in determining whether a quorum is present and will have the following effects on each proposal:

Proposal	Abstentions	Broker Non-Votes
Proposal One: Election of Trust Managers	Not counted and no effect on vote.	Not counted and no effect on vote.
Proposal Two: Ratification of Independent Registered Public Accounting Firm	Counted and considered a cast against proposal.	Counted and considered a cast against proposal.
Proposal Three: Advisory Proposal to Approve Executive Compensation	Counted and considered a cast against proposal.	Not counted and no effect on vote.

10. What can I do if I change my mind after I vote my shares?

Shareholders can revoke a proxy prior to the completion of voting at the meeting by:

- giving written notice to our Secretary;
- delivering a later-dated proxy; or
- voting in person at the meeting (unless you are a beneficial owner without a legal proxy, as described in the response to question 5 above).

11. Are votes confidential? Who counts the votes?

We will continue our practice of holding votes of all shareholders in confidence from Trust Managers, officers and employees except:

- as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company;
- in the case of a contested proxy solicitation;
- if a shareholder makes a written comment on the proxy card or otherwise communicates his or her vote to management; or
- to allow the independent inspectors of the election to certify the results of the vote.

We also will continue to retain an independent tabulator to receive and tabulate the proxies and independent inspectors of the election to certify the results.

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QUESTIONS AND ANSWERS ABOUT THE
MEETING AND VOTING

12. When will the Company announce the voting results?

We will announce the preliminary voting results at the Annual Meeting. The Company will report the final results in a Current Report on Form 8-K filed with the SEC which can be accessed on our website.

13. Does the Company have a policy about Trust Managers' attendance at the Annual Meeting of Shareholders?

We do not have a policy about Trust Managers' attendance at the Annual Meeting; however, we strongly encourage their attendance. 100% of the persons who were serving as Trust Managers at the time attended the 2013 Annual Meeting of Shareholders.

14. Can I access the Notice of the Annual Meeting, Proxy Statement and Annual Report on Form 10-K on the internet?

The Notice of the Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2013 (the "Form 10-K") are available at www.proxyvote.com. In addition, shareholders are able to access these documents under the Investor Relations section of our website at www.weingarten.com under "SEC Filings." Instead of receiving future copies of our Notice of the Annual Meeting, Proxy Statement and Form 10-K by mail, shareholders can elect to receive an e-mail that will provide electronic links to these documents. Opting to receive your proxy materials online will save us the cost of producing and mailing your documents to your home or business, and also will give you an electronic link to the proxy voting site.

Shareholders of Record. If you vote on the internet at www.proxyvote.com, simply follow the prompts for enrolling in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time in the future by going directly to www.proxyvote.com and following the enrollment instructions.

Beneficial Owners. If you hold your Common Shares in a bank or brokerage account, you also may have the opportunity to receive copies of these documents electronically. Please check the information provided in your proxy material provided to you by your bank or broker regarding the availability of this service.

15. How are proxies solicited and who bears the cost?

We bear all expenses incurred in connection with the solicitation of proxies. We will reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of our Common Shares.

Our Trust Managers, officers and employees also may solicit proxies by mail, telephone and personal contact. They will not receive any additional compensation for these activities.

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ELECTION OF TRUST MANAGERS -
PROPOSAL ONE

ELECTION OF TRUST MANAGERS - PROPOSAL ONE

The Board is elected by shareholders to oversee their interest in the long-term health and overall success of our business and financial strength. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the shareholders. The Board selects and oversees members of our senior management, who are charged by the Board with conducting the business of the Company.

Election Process

The Texas Business Organizations Code, our amended and restated declaration of trust and our amended and restated bylaws provide for the annual election of our Trust Managers. The Board, in accordance with our bylaws, has set the number of Trust Managers constituting our Board at 11. At the Annual Meeting, Trust Managers will be elected by the shareholders and will serve until his or her successor has been duly elected and qualified, or until the earliest of his or her death, resignation or retirement. Regardless of the number of votes each nominee receives, pursuant to the Texas Business Organizations Code, each Trust Manager will continue to serve unless another nominee receives the affirmative vote of the holders of 66 2/3% of the votes cast at a meeting of shareholders at which a quorum is present.

Trust Manager Nominations

The Governance and Nominating Committee is responsible for identifying and evaluating nominees for a Trust Manager and for recommending to the Board a slate of nominees for election at each Annual Meeting of Shareholders. Nominees may be suggested by Trust Managers, members of management, shareholders or, in some cases, by a third-party firm.

Shareholders who wish the Governance and Nominating Committee to consider their recommendations for nominees for the position of Trust Manager should submit their recommendations in writing to Joe Shafer, Senior Vice President and Secretary, at P.O. Box 924133, Houston, Texas 77292-4133. Shareholder nominee recommendations need to include the nominee's name, address and an explanation of the nominee's qualifications. Nominee qualifications should include biographical information evidencing that the proposed nominee meets the minimum qualifications and possesses the skills and expertise as required by the Board and as described below under "Trust Manager Qualifications." The submission must also include the candidate's written consent to the nomination and to serve if elected. Recommendations made by shareholders in accordance with these procedures will receive the same consideration by the Governance and Nominating Committee as other suggested nominees.

Trust Manager Qualifications

The Trust Managers are responsible for overseeing the Company's business consistent with their fiduciary duty to shareholders. This significant responsibility requires highly skilled individuals with various qualities, attributes and professional experience. The Board believes that there are general requirements for service on the Board that are applicable to all Trust Managers and that there are other skills, expertise and experience that should be represented on the Board as a whole, but not necessarily by each Trust Manager. The Board and the Governance and Nominating Committee consider the qualifications of the Trust Managers and Trust Manager nominees individually and in the broader context of the Board's overall composition and the Company's current and future needs.

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PROPOSAL ONE

The Governance and Nominating Committee seeks to ensure that the Board is composed of members whose particular experience, qualifications, attributes and skills, when taken together, will allow the Board to satisfy its oversight responsibilities effectively. In identifying Trust Manager nominees, the Governance and Nominating Committee considers the following:

- the comments and recommendations of Trust Managers regarding the qualifications and effectiveness of the existing Board or additional qualifications that may be required when selecting new Trust Managers that may be made in connection with our annual Board's self-examination;
- the required expertise and diversification comprising the current Board's membership;
- the independence of Trust Managers and any other possible conflicts of interest of existing and potential Trust Managers; and
- any other factors the Board deems appropriate to consider.

The minimum qualifications for prospective Board members are a successful professional career, as well as the potential to contribute to the effectiveness of the Board. Potential candidates must be at least 18 years of age and not more than 75 years old. Trust Managers who started serving on the Board as of April 1, 2000 are exempt from this prerequisite. Beyond these minimum qualifications, the first priority in selecting members of the Board is to attract a group of individuals that will maximize shareholder value, which generally means attracting individuals of the highest capabilities. Another focus is on individuals who demonstrate the highest ethical standards. Critical Board functions involve setting the Company's basic strategy, monitoring senior management and offering insight/expertise in the selection of tactics and operational policies drawing on Trust Managers' outside experiences. While the Governance and Nominating Committee does not have a specific diversity policy, it believes that diversity of experience and perspectives is valuable to the Board in discharging its responsibilities. In considering the Board's composition and nomination of new Trust Managers, the Governance and Nominating Committee focuses on several aspects of prior experience including real estate experience, experience as a Chief Executive Officer of a public company, accounting/audit experience, finance experience, legal experience and academic experience.

2014 Nominees for Trust Manager

Upon the recommendation of the Governance and Nominating Committee, the Board has nominated each of Andrew M. Alexander, Stanford Alexander, Shelaghmichael Brown, James W. Crownover, Robert J. Cruikshank, Melvin A. Dow, Stephen A. Lasher, Thomas L. Ryan, Douglas W. Schnitzer, C. Park Shaper, and Marc J. Shapiro for election as Trust Manager. All of the nominees are independent under the New York Stock Exchange ("NYSE") corporate governance rules, except Andrew M. Alexander and Stanford Alexander.

Each of the Trust Manager nominees currently serves on the Board and was elected by the shareholders at the 2013 Annual Meeting. If elected, each nominee will hold office until the 2015 Annual Meeting and until his or her successor is elected and qualified.

All nominees have consented to serve as Trust Managers. The Board has no reason to believe any of the nominees will be unable to act as Trust Manager. However, if a Trust Manager is unable to stand for re-election, the Board may either reduce the size of the Board or the Governance and Nominating Committee may designate a substitute. If a substitute nominee is named, the proxies will vote for the election of the substitute.

The Board believes that the combination of the various qualifications, skills and professional experiences of the 2014 Trust Manager nominees will contribute to an effective and well-functioning Board. The Board and the Governance and Nominating Committee believes that, individually and as a whole, the Trust Managers possess the necessary qualifications to provide effective oversight of the business and quality advice and counsel to our management.

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PROPOSAL ONE

Included in each Trust Manager nominee's biography below is an assessment of the specific qualifications, attributes, skills and professional experience of such nominee based on the qualifications described above.

The Board of Trust Managers unanimously recommends that you vote FOR the election of each of the Trust Manager nominees.

Andrew M. Alexander
Trust Manager since 1983
Age 57

Mr. A. Alexander has been Chief Executive Officer of the Company since 2001 and has served as President of the Company since 1997. From 1993 to 1996, Mr. A. Alexander served as Executive Vice President/Asset Manager. Since 1995, Mr. A. Alexander served as President of Weingarten Realty Management Company. He also served as Senior Vice President/Asset Manager of Weingarten Realty Management Company from 1990 to 1993, and Vice President of the Company from 1984 to 1990. Mr. A. Alexander has been our employee since 1978. Presently, Mr. A. Alexander serves on the Board of Susser Holdings Corporation ("SUSS"; NYSE) and formerly was a director of Academy Sports & Outdoors, Inc., which was sold in 2011.

Qualifications, Attributes, Skills and Experience:

Relevant Chief Executive Officer/President Experience - Mr. A. Alexander has served as the Company's President and/or Chief Executive Officer for over 10 years.

Extensive Knowledge of the Company's Business or Industry - Over 30 years of Weingarten Realty system and process experience including extensive experience in leasing and complex financial and real estate transactions. Since joining the Company in 1978, he has held a variety of leasing and divisional roles during his tenure. Mr. A. Alexander is a member of NAREIT and ICSC, our trade associations.

Community Involvement - Mr. A. Alexander is active in a number of civic and charitable organizations. He serves as a director of The Texas Medical Center, The Gladney Fund and The Houston Food Bank Endowment. He has previously served on a number of boards including Houston Achievement Place, The Gladney Center, The Houston Food Bank and The Greater Houston Partnership.

Professional Recognition - Mr. A. Alexander is a Trustee and served as Chairman of ICSC. He has also served on the Board of NAREIT.

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Stanford Alexander

Chairman since 2001/Trust Manager since 1956

Age 85

Mr. S. Alexander is Chairman of the Board. He formerly served as Chief Executive Officer of the Company from 1997 to 2000 and President of the Company from 1962 to 1993. He has served as a Trust Manager since 1956 and has been an employee of the Company since 1955.

Qualifications, Attributes, Skills and Experience:

Relevant Chief Executive Officer/President Experience - Mr. S. Alexander served as the Company's President and/or Chief Executive Officer for over 50 years and has served as Chairman of our Board for over 10 years.

Extensive Knowledge of the Company's Business or Industry - Mr. S. Alexander has over 50 years of experience and knowledge in the real estate industry. During Mr. S. Alexander's tenure, he served as Chief Executive Officer from 1997 to 2000 and as President from 1962 to 1993. Mr. S. Alexander is a member of NAREIT and ICSC, our trade associations.

Community Involvement - Other current board positions include The University of Texas, M.D. Anderson Cancer Center Board of Visitors and Development Board, the National Trustee of National Jewish Medical and Research Center and the University of Houston-Downtown Advisory Board.

Professional Recognition - Mr. S. Alexander served as Chairman of the Board of NAREIT.

Shelaghmichael Brown

Trust Manager since 2012

Age 64

Ms. Brown has been a member of the Board of Directors of BBVA Compass Bancshares and Compass Bank (Risk Committee) since 2011. Ms. Brown retired in June 2011 as Senior Executive Vice President and Executive Officer of BBVA Compass Retail Banking, a position she held for four years.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Ms. Brown has completed a 30-year career in the financial services industry. As Senior Executive Vice President and Executive Officer of BBVA Compass Retail Banking, Ms. Brown was responsible for a branch distribution system of 717 branches, online and mobile banking, ATMs, telephone banking, traditional consumer and small business credit and deposit products, investment sales, mortgage products and business, and brand marketing. She recently retired from the Board of the Consumer Bankers Association, where she served as the Chairman of its Government Relations Council.

Community Involvement - Ms. Brown is on the CanCare Board of Directors where she has served as Chairman and currently serves as Chairman of the Finance Committee.

Professional Recognition - Ms. Brown was recognized in 2009, 2010 and 2011 by U.S. Banker as one of the top 25 most powerful women in banking.

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ELECTION OF TRUST MANAGERS -
PROPOSAL ONE

James W. Crownover
Trust Manager since 2001
Age 70

Mr. Crownover is the Chairman of the Board of Republic Services, Inc. (previously Audit Committee member and Integration Committee member). He also serves as a Director of Chemtura Corporation (Environmental Health and Safety Committee Chairman, Compensation Committee member and Nominating and Governance Committee member) and FTI Consulting, Inc. (Compensation Governance Committee member). Previously Mr. Crownover served on the Boards of Unocal Corporation (Audit Committee Chairman and Pension Committee Chairman), Great Lakes Chemical Corporation (Presiding Director) which merged into Chemtura Corporation, and Allied Waste Industries (Governance Committee Chairman and Audit Committee member) which merged into Republic Services, Inc.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Crownover completed a 30-year career with McKinsey & Company, Inc. ("McKinsey"), an international consulting firm, in 1998. He was managing partner of its southwest practice from 1984 to 1994 and a member of its Board of Directors from 1990 to 1998. Mr. Crownover was a leader of McKinsey's energy practice through much of this period, working Asia, Europe and Latin America, as well as the United States. This practice dealt with strategic, organizational and operational issues.

Community Involvement - Among several charitable roles, he recently stepped down from the Board of Trustees of Rice University where he served the last eight years as Chairman. Mr. Crownover is currently serving on the MD Anderson Foundation Board of Directors.

Broad Board of Director Experience - Mr. Crownover has served on numerous boards; including a multitude of board committees including: Audit, Integration, Environmental Health and Safety, Compensation, Pension and Nominating and Governance committees.

Robert J. Cruikshank
Trust Manager since 1997
Age 83

Mr. Cruikshank is on the Board of MAXXAM, Inc. (Audit, Conflicts, Compliance and Compensation Committee member) and has served on this Board since 1993. Mr. Cruikshank retired as Senior Partner of Deloitte & Touche LLP in 1993.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Cruikshank worked for Deloitte & Touche LLP, a major, internationally recognized audit firm, primarily in the audit function for 37 years. Additionally, Mr. Cruikshank served as visiting lecturer at Rice University where he taught auditing to fifth year students from 1989 to 1993. Mr. Cruikshank is a certified public accountant ("CPA").

Risk Oversight/Management Expertise - Mr. Cruikshank's training as a CPA emphasized statistical sampling methods, risk management assessment and technical auditing and GAAP applications. This knowledge and experience enables him to understand, as well as question, both our internal and external auditors. His prior Audit Committee experience, primarily while on the board of a trading business, required extensive risk management knowledge and the establishment of acceptable risk tolerance ranges for monetary investments.

Extensive Knowledge of the Company's Business or Industry - Part of Mr. Cruikshank's tenure with Deloitte & Touche LLP was on our engagement. In addition, he has been a Trust Manager for 16 years. This experience has exposed him to complex financial and real estate transactions engaged in both by the Company and other real estate companies.

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ELECTION OF TRUST MANAGERS -
PROPOSAL ONE

Melvin A. Dow

Trust Manager since 1984

Age 86

Effective July 1, 2013, Mr. Dow retired from Haynes and Boone, LLP, where he previously served as a partner since 2010.

Qualifications, Attributes, Skills and Experience:

High Level of Legal Literacy - Mr. Dow's has been a licensed lawyer since 1951. Mr. Dow was a partner with Haynes and Boone, LLP since 2010 and previously served as a Shareholder with Winstead P.C. (Formally Winstead, Sechrest & Minick P. C.) from 2001 to 2009. He was Chairman/Chief Executive Officer of Dow, Cogburn & Friedman, P.C. (which merged with Winstead, Sechrest & Minick P.C. in 2001) from 1995 to 2001. Mr. Dow was a partner of Dow, Cogburn & Friedman, P.C. law firm and its predecessor since 1954. Mr. Dow is a charter member of the American College of Real Estate Lawyers. He also served as a member of the Harvard Law School Board of Overseers' Visiting Committee.

Extensive Knowledge of the Company's Business or Industry - With over 25 years as a Trust Manager and in professional experience, Mr. Dow has extensive experience with a wide-range of sophisticated business and commercial real estate transactions, including the structuring of transactions, negotiation of business issues and the supervision of complex documentation. His work involves a broad range of properties, including shopping centers, office buildings, subdivision developments, warehouse/industrial properties and unimproved land.

Professional Recognition - Mr. Dow was included in Best Lawyers in America for 26 consecutive years (based on election by peers).

Stephen A. Lasher

Trust Manager since 1980

Age 65

Mr. Lasher has been the Managing Director of The GulfStar Group, Inc. since 1990 and since 1991 has served as President of The GulfStar Group, Inc. He previously served as a Director of Conservatek Industries (Compensation Committee) from 1995 to 2009.

Qualifications, Attributes, Skills and Experience:

High level of Financial Literacy - Mr. Lasher is a co-founder of The GulfStar Group, Inc. and has more than 30 years experience in the securities industry. Mr. Lasher began his career in 1970 at Rotan Mosle Inc. where he served in a variety of positions, including Executive Vice President of Sales and Marketing. From 1985 to 1990, Mr. Lasher managed Rotan Mosle Inc.'s Corporate Finance Department.

Extensive Knowledge of Company's Business or Industry - Since its founding, The GulfStar Group, Inc. has become a leading middle-market investment banking firm focused on the needs of private business owners that bring quality deal flow to the institutional financial community and strategic buyers. Additionally, Mr. Lasher has been a Trust Manager for over 30 years. Mr. Lasher has extensive experience with a wide-range of complex business and commercial real estate transactions, including the structuring of transactions and negotiation of business issues.

Broad Board of Director Experience - Mr. Lasher is currently a director of several private companies and has served on several other publicly-listed company boards.

Table of ContentsELECTION OF TRUST MANAGERS -
PROPOSAL ONE

Thomas L. Ryan

Trust Manager since 2012

Age 48

Mr. Ryan has served as Chief Executive Officer since 2005 and President since 2002 of Service Corporation International ("SCI"), the largest provider of death care products and services in North America. He also serves on SCI's Board and began serving on the Board of Chesapeake Energy Corporation in 2013. Since 2012, Mr. Ryan serves on the Board of Texas Industries, Inc. In January 2014, Texas Industries, Inc. announced it entered into a definitive merger agreement with Martin Marietta Materials. Pursuant to this announcement, the transaction is expected to close in the second quarter of 2014, subject to the satisfaction of certain closing conditions. It is anticipated that Mr. Ryan will resign from the Board of Texas Industries, Inc. at the time of the closing of this transaction.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Ryan joined SCI in 1996, where he has served in a variety of operational and financial roles including Chief Operating Officer and Chief Executive Officer of the European operations. Before joining SCI, Mr. Ryan was a CPA with Coopers & Lybrand LLP for eight years.

Relevant Chief Executive Officer/President Experience - Mr. Ryan has served as SCI's President and Chief Executive Officer since 2005.

Community Involvement - Mr. Ryan serves as Chairman of the Board of Trustees of the United Way of Greater Houston. He also serves on the Board of Directors of the Greater Houston Partnership and the University of Texas McCombs Business School Advisory Council.

Risk Oversight/Management Expertise - Mr. Ryan's training as a CPA emphasized statistical sampling methods, risk management assessment and technical auditing and GAAP applications. Additionally in his current role, he has been exposed to a highly regulated industry which includes complex regulations and transactions.

Douglas W. Schnitzer

Trust Manager since 1984

Age 57

Mr. Schnitzer has been Chairman and Chief Executive Officer of Senterra LLC, a holding company for numerous entities primarily involving real estate and luxury automobile dealerships owned by the Schnitzer family since 1994.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Schnitzer is the Chairman and Chief Executive Officer of Senterra Corporation as well as a founding partner in Park Place Motorcars, one of the largest privately held luxury automotive groups in the United States with twelve car dealerships located in the Dallas/Ft. Worth market.

Extensive Knowledge of Company's Business or Industry - One of the Schnitzer family's most visible assets was its ownership interest in the 4.3 million square foot mixed-use development project known as Greenway Plaza. Mr.

Schnitzer was responsible for all facets of ownership and operations prior to negotiating and structuring the sale of Greenway in October 1996 to Crescent Real Estate Equities Company, a publicly traded REIT founded by Mr.

Richard Rainwater. Additionally, through Senterra, he is developing the luxury residential community in Los Cabos, Mexico known as Villas del Mar. The \$500 million development adjacent to the famous One & Only Palmilla Resort is approximately 90% complete. Villas del Mar sets the standard for luxury resort living throughout Mexico with homes ranging from \$2 million to \$10 million. Also, Mr. Schnitzer is developing Espiritu Del Mar and Oasis Palmilla, both located in Los Cabos, with an estimated complete investment of over \$500 million.

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PROPOSAL ONE

C. Park Shaper

Trust Manager since 2007

Age 45

Mr. Shaper has been President of Kinder Morgan, Inc., Kinder Morgan Energy Partners, L.P. and Kinder Morgan Management, LLC, since 2005 and retired from these positions on March 31, 2013. Also since May 2012, he has served as Director and President of the general partner of El Paso Pipeline Partners, L. P. Since 2007, Mr. Shaper has served as a Director on the Board of Kinder Morgan, Inc. Previously, Mr. Shaper served as a Director on the Boards of Kinder Morgan G.P., Inc. (General Partner of Kinder Morgan Energy Partners, L.P.) and Kinder Morgan Management, LLC till 2013.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Shaper worked for Kinder Morgan, Inc. and its affiliates, one of the largest pipeline transportation and energy storage companies in North America, since 2000. Mr. Shaper served as Executive Vice President and Chief Financial Officer from 2004 to 2005 and served as Vice President and Chief Financial Officer from 2000 to 2004. In addition, he has served as Vice President and Chief Financial Officer for First Data Analytics, a wholly-owned subsidiary of First Data Corporation. Mr. Shaper has also been a consultant for The Boston Consulting Group, as well as the Strategic Services Division of Andersen Consulting, and has previous experience with TeleCheck Services, Inc.

Relevant Chief Executive Officer/President Experience - As President of Kinder Morgan, Mr. Shaper's responsibilities include developing and executing the company's vision and strategy and allocating capital to Kinder Morgan's business units in a disciplined manner. He has also been instrumental in spearheading the company's transparent financial reporting and communication to the investment community. Prior to joining Kinder Morgan, Mr. Shaper served as President and Director of Altair Corporation, an enterprise focused on the distribution of web-based investment research for the financial services industry.

Marc. J. Shapiro

Trust Manager since 1985

Age 66

Since 2003, Mr. Shapiro has served as a consultant to J. P. Morgan Chase & Co. as a non-executive Chairman of its Texas operations. Formerly, he was Vice Chairman for Finance and Risk Management of J. P. Morgan Chase & Co. from 1997 through 2003. He currently serves as a Director on the Boards of Kimberly-Clark Corporation and The Mexico Fund, Inc. (Audit Committee Chairman). From 1995 to 2010, he served on the Board of Burlington Northern Santa Fe Corporation (Management Development and Compensation Committee Chairman) which was acquired by Berkshire Hathaway Inc.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Shapiro has completed a 40-year career in finance and management with J. P. Morgan Chase & Co. and its affiliates, a leader in investment banking, financial services for consumers, small business and commercial banking, financial transaction processing and asset management and private equity. Mr. Shapiro was Vice Chairman for Finance and Risk Management of J. P. Morgan Chase & Co. from 1997 through 2003, and he served as Chairman and Chief Executive Officer of Chase Bank of Texas from 1989 to 1997.

Community Involvement - Mr. Shapiro also serves on several not-for-profit boards, including Baylor College of Medicine, The Baylor Saint Luke's Medical Center Hospital, MD Anderson Cancer Center and The Menninger Clinic.

Risk Oversight/Management Expertise - Mr. Shapiro's role as Vice Chairman of Finance and Risk Management has afforded him extensive experience with a highly regulated industry.

Broad Board of Director Experience - Mr. Shapiro has served on several public company boards. He has gained experience on various boards' committees, including service as Chairman.

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TRUST MANAGER
COMPENSATION

Trust Manager Relationships

Andrew M. Alexander is the son of Stanford Alexander. Douglas W. Schnitzer is the first cousin of Stephen A. Lasher.

TRUST MANAGER COMPENSATION

Trust Managers who serve as employees to the Company do not receive payment for their services as a Trust Manager. The Governance and Nominating Committee is responsible for reviewing and making recommendations to the Board regarding matters pertaining to compensation and benefits paid to the Board and committee chair services. Under the Governance and Nominating Committee's charter, the committee is authorized to engage consultants or advisors in connection with its review and analysis of Trust Manager compensation.

In making non-employee Trust Manager compensation recommendations, the Governance and Nominating Committee takes into consideration various factors, including, but not limited to, the responsibilities of the Trust Managers generally, as well as committee chairs, and the forms of compensation paid to Directors of comparable REITs. The Board reviews the recommendations of the Governance and Nominating Committee and determines the form and amount of Trust Manager compensation.

2013 Annual Compensation

2013 annual compensation to non-employee Trust Managers consisted of an annual cash retainer fee in the amount of \$40,000, paid in quarterly installments (29% of total compensation) and approximately \$100,000 in restricted share awards (71% of total compensation). The number of shares awarded to non-employee Trust Managers is equal to the number of Common Shares that could be purchased for \$100,000 on May 3, 2013 based on an average of the high and low closing share prices.

In addition, each non-employee Trust Manager who served as a committee chair in 2013 received an additional \$6,000 for all committees with exception to the Audit Committee, who received \$10,000. All non-employee Trust Manager committee members received an additional \$4,000 with exception of the Audit Committee members, who received \$5,000. Members of the Executive and Pricing Committees receive no additional compensation for their services. Committee compensation is also paid in quarterly installments.

The Board believes that this compensation program:

- ties the majority of the Trust Manager's compensation to shareholder interests because the value of the share awards fluctuate depending on stock price;
- is simple to understand and communicate; and
- is equitable based on work required of Trust Managers serving an entity of the Company's size and scope.

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COMPENSATION

The following table provides compensation information for the period ended December 31, 2013 for each non-employee Trust Manager of our Board.

Trust Manager Compensation Table

Name	Fees Earned or Paid in Cash (\$)	Share Awards (\$) ⁽¹⁾	Total (\$)
Shelaghmichael Brown	\$45,500	\$100,300	\$145,800
James W. Crownover	47,500	100,300	147,800
Robert J. Cruikshank	46,500	100,300	146,800
Melvin A. Dow	37,500	100,300	137,800
Stephen A. Lasher	51,500	100,300	151,800
Thomas L. Ryan	42,500	100,300	142,800
Douglas W. Schnitzer	46,500	100,300	146,800
C. Park Shaper	46,500	100,300	146,800
Marc J. Shapiro	47,500	100,300	147,800

⁽¹⁾ Restricted shares were valued at the closing price of our Common Shares on the date of grant on May 3, 2013 at \$35.23 per share.

GOVERNANCE

We are committed to the values of effective corporate governance and the highest ethical standards. The Board's governance policies, which include information regarding the Board's and its Trust Managers' responsibilities, Trust Manager qualifications and determination of Trust Manager independence and other guidelines, are available on the Company's website, www.weingarten.com, by clicking on the "Investor Relations," and then "Governance Documents." This section of the website makes available all of the Company's governance materials, including the charters for each significant Board committee, the Company's Codes of Conduct and Ethics and information about how to report concerns about the Company. Instructions on how to communicate with the Board are included in the "Question and Answers About Communications, Shareholder Proposals and Company Documents" section beginning on page 54. Our Board reviews our policies on an ongoing basis to ensure they sufficiently meet our needs.

Board Leadership Structure

One of our Board's key responsibilities is to evaluate and determine the optimal leadership structure in which to provide independent oversight. While acknowledging that there is no single established guideline on board leadership structure and given the competitive and changing environment in which we operate, the proper board leadership structure may vary as circumstances warrant.

In making leadership structure determinations, the Board considers many factors, including the specific needs of the business and what is in the best interests of our shareholders. Since 2001, we have operated under a board leadership structure with separate roles for our Chief Executive Officer and Chairman of the Board ("Chairman") and strong, independent Trust Managers. The Board believes this structure provides a very well-functioning and effective balance between strong Company leadership and appropriate safeguards and oversight by the independent Trust Managers.

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GOVERNANCE

Board Leadership Structure

- Chief Executive Officer: Andrew M. Alexander
- Chairman of the Board: Stanford Alexander
- Active engagement by all Trust Managers, including nine independent Trust Managers under the leadership of the Chair of the Governance and Nominating Committee

The Board believes that this is the optimal structure to guide the Company and maintain the focus required to achieve the business goals and grow shareholder value.

We believe it is the Chief Executive Officer's responsibility to run our Company and the Chairman's responsibility to lead the Board. As Trust Managers continue to have more oversight responsibility, we believe it is beneficial to have a Chairman whose job is to lead the Board, as well as facilitating communication among Trust Managers and management and setting the Board's agendas in consultation with the Chief Executive Officer, with input from the Chair of the Governance and Nominating Committee.

Importantly, all Trust Managers play an active role in overseeing the Company's business at both the Board and committee levels. The core responsibility of the Trust Managers is to exercise their business judgment to act in what they reasonably believe to be in the best interest of the Company and our shareholders. Our Board consists of a majority of independent Trust Managers who are currently serving or have served as members of senior management and/or directors of other companies. In these roles, the non-employee Trust Managers have been called upon to provide solutions to various complex issues and are expected to, and do, ask hard questions of management. This is one of the many reasons the non-employee Trust Managers are well-equipped to oversee the success of the business and provide advice and counsel to our Chief Executive Officer and our other executive officers.

Pursuant to the Board's governance policies, if the Chairman of the Board is not independent, the Chair of the Governance and Nominating Committee will serve in a lead capacity to coordinate the activities of the other non-employee Trust Managers, and to perform such other duties and responsibilities as the Board may determine. The specific responsibilities of the Chair of the Governance and Nominating Committee are as follows:

Presiding at all meetings of the Board at which the Chairman and/or Chief Executive Officer is not present, including executive sessions of the independent Trust Managers, and taking the lead role in communicating to the Chairman of the Board and/or Chief Executive Officer any feedback, as appropriate.

Assisting in the recruitment of Board candidates.

Working with Committee Chairs to ensure Committee work is conducted at the Committee level and reported to the Board and/or Chief Executive Officer. Communicating with independent Trust Managers between meetings when appropriate.

Request that the Chairman call meetings of the independent Trust Managers, as appropriate.

Serving as principal liaison on Board-wide issues between the independent Trust Managers and the Chairman of the Board and/or Chief Executive Officer.

Providing the Board performance feedback to the Chairman of the Board and/or Chief Executive Officer.

In conjunction with the Chairman of the Board and Chief Executive Officer, developing Board meeting agendas and ensuring critical issues are included and sufficient time is included for discussion of all agenda items.

Advising the Chairman of the Board and/or Chief Executive Officer on the quality, quantity, appropriateness and timeliness of information provided to the Board.

Under our bylaws, regular meetings of the Board are held at such times as the Board may determine. Also, the non-employee Trust Managers meet in executive session at a minimum of two times a year, without the presence of management or employed Trust Managers. These meetings encourage free discussion among the non-employee Trust Managers and assure independent oversight of management. Furthermore, our Board committees, which oversee significant matters such as the integrity of our financial statements, the compensation of executive management, and the development and execution of corporate governance policies, are comprised solely of independent Trust Managers.

In addition, the Board has an annual self-assessment, which is overseen by the Governance and Nominating Committee, in which the Trust Managers consider whether the current leadership structure continues to be optimal for us and our shareholders. Therefore, our Board believes that, due to the number of independent, experienced Trust Managers on the Board and the roles that our independent and non-employee Trust Managers perform, our leadership structure provides effective corporate governance and independent oversight of both our Board and our executive officers. Our current leadership structure, when combined with our independent and non-employee Trust Managers' component of our Board and our overall corporate governance structure, creates a balance between strong and consistent leadership and independent oversight of our business.

Board Meetings and Committees

In 2013, the Board held five meetings and committees of the Board held a total of twelve meetings. Overall attendance at such meetings was approximately 97%. Each Trust Manager attended 82% or more of the aggregate of all meetings of the Board and the committees on which he or she served during 2013 while the Trust Manager was a member of the Board or committee. All of our Trust Managers are strongly encouraged to attend our Annual Meeting. Our 2013 Annual Meeting was attended by all of our Trust Managers.

The Board has a Governance and Nominating Committee, an Audit Committee, a Management Development and Executive Compensation Committee ("Compensation Committee"), Executive Committee and Pricing Committee. Each Board committee other than the Executive Committee and the Pricing Committee has a written charter that sets forth the purposes, goals and responsibilities of the committee, which are available on Company's website, www.weingarten.com, by clicking on "Investor Relations," and then "Governance Documents."

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GOVERNANCE

The following table summarizes the responsibilities of the committees.

Committee	Primary Responsibilities
Governance and Nominating	<p>The Governance and Nominating Committee, pursuant to a written charter, has the responsibility to: (1) oversee the nomination of individuals to the Board, including the identification of individuals qualified to become Trust Managers and the recommendation of such nominees; (2) develop and recommend to the Board a set of governance principles; (3) recommend Trust Manager compensation and benefits; and (4) oversee matters of governance to ensure that the Board is appropriately constituted and operated to meet its fiduciary obligations, including advising the Board on matters of Board organization, membership and function and committee structure and membership.</p>
Audit	<p>The Audit Committee, pursuant to a written charter, represents and assists the Board in fulfilling its oversight responsibility relating to the integrity of our financial statements and financial reporting processes, the systems of internal accounting and financial controls and the annual independent audit of our financial statements. The Audit Committee also oversees our compliance with legal and regulatory requirements and our ethics policies, our independent registered public accounting firm independence and qualifications and the performance of our internal audit functions and public accounting firm. The Audit Committee also oversees investigations into complaints concerning financial matters. The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties.</p>
Compensation	<p>The Compensation Committee, pursuant to a written charter, has overall responsibility for evaluating and approving compensation plans, policies and programs applicable to the executives officers of the Company. The Compensation Committee also provides general oversight for our compensation structure, including our equity compensation plans and benefit programs. The Compensation Committee has the sole authority to retain and terminate any compensation consultant, outside legal counsel or other compensation experts. Other specific duties and responsibilities of this committee include: reviewing the leadership development process; reviewing and approving objectives relative to executive officer compensation; and approving employment agreements for executive officers.</p>
Executive	<p>The Executive Committee has the authority to enter into transactions to acquire and dispose of real property, execute certain contracts and agreements, including but not limited to, borrowing money and entering into financial derivative contracts, leases (as landlord or tenant) and construction contracts valued up to \$100 million. The Executive Committee was established by the Board to approve these significant transactions.</p>
Pricing	<p>The Pricing Committee is authorized, upon prior approval of a securities transaction by the Board, to exercise all the powers of the Board in connection with the offering, issuance and sale of such securities.</p>

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GOVERNANCE

The following table describes the current members of each of the committees and the number of meetings held during 2013.

Name	Governance and Nominating (1)	Audit (2)	Compensation (3)	Executive	Pricing
Andrew M. Alexander Stanford Alexander				Chair X	Chair X
Shelaghmichael Brown *	X		X		
James W. Crownover *	Chair		X		
Robert J. Cruikshank *		X	X	X	X
Melvin A. Dow *				X	
Stephen A. Lasher *		Chair	X	X	X
Thomas L. Ryan *		X			
Douglas W. Schnitzer *	X	X			
C. Park Shaper *	X	X			
Marc J. Shapiro *	X		Chair		X
Number of Meetings	2	4	4	0	2

*Independent Trust Manager

(1) Each member of the Governance and Nominating Committee meets the independence requirements of NYSE and our governance policies.

(2) Each member of the Audit Committee meets the independence requirements of NYSE, The Securities Exchange Act of 1934 and our governance policies. Each member of the Audit Committee is financially literate, knowledgeable and qualified to review financial statements. The Board has determined that Messrs. Cruikshank, Ryan and Shaper meet the definition of an Audit Committee financial expert promulgated by the SEC.

(3) Each member of the Compensation Committee meets the independence requirements of NYSE and our governance policies.

The Board generally holds executive sessions of non-employee Trust Managers at the end of each Board meeting. In accordance with our governance policies, our independent Trust Managers will meet at least twice annually in executive session. The Chairman of the Governance and Nominating Committee, currently James W. Crownover, serves as Chairman during any executive session. During 2013, our non-employee Trust Managers met four times in executive session.

Board Oversight of Risk

The Board is elected by the shareholders to oversee their interest in the long-term health and the overall success of our business and financial strength. In order to fulfill its responsibilities, the Board oversees the proper safeguarding of the Company's assets, the maintenance of appropriate financial and internal controls and our compliance with applicable laws and regulations and proper governance. Inherent in these responsibilities is the Board's understanding and oversight of the various risks facing us. The Board does not view risk in isolation. Risks are considered in virtually every business decision and as part of our business strategy. The Board recognizes that it is neither possible nor prudent to eliminate all risk. Indeed, purposeful and appropriate risk-taking is essential for us to remain competitive and achieve our goals.

Oversight of Risk

- The Board oversees risk management.
- The Audit Committee, which meets regularly and reports back to the full Board, plays a significant role in carrying out the risk oversight function.
- Our management is charged with managing risk, through robust internal processes and strong internal controls.

Effective risk oversight is an important priority of the Board. The Board has implemented a risk governance framework designed to:

- understand critical risk in our business and strategy;
- allocate responsibilities for risk oversight among the full Board and its committees, primarily the Audit Committee;
- evaluate our risk management processes and whether they are functioning properly;
- facilitate open communication between management and Trust Managers; and
- foster an appropriate culture of integrity and risk awareness.

Although our Board is responsible for the oversight of our risk management, our Audit Committee is primarily responsible for overseeing the Company's risk management function on behalf of the Board. The Audit Committee receives regular updates from management regarding the Company's assessment of risks. In addition, the Audit Committee, which also considers our risk profile, reports regularly to the Board. The Audit Committee and the Board focus on the most significant risks facing the Company and the Company's general risk management strategy, and also ensure that risks undertaken by us are consistent with the Board's levels of risk tolerance.

Our Board is involved in risk oversight through direct decision-making authority with respect to significant matters and the oversight of management by our Board and its committees. In particular, our Board administers its risk oversight function through (1) the review and discussion of regular periodic reports made by management to our Board and its committees on topics relating to the risks that we face, including, among others, market conditions, tenant concentrations and credit worthiness, leasing activity and expirations, liquidity, compliance with debt covenants, management of debt maturities, access to debt and equity capital markets, existing and potential legal claims against us and various other legal, regulatory, accounting, and strategic matters relating to our business; (2) the required approval by our Board or a committee of significant transactions and other decisions, including, among others, acquisitions and dispositions of properties, originations and acquisitions of loans, new borrowings and the appointment and retention of our senior management; (3) the direct oversight of specific areas of our business by the Compensation, Audit and Governance and Nominating Committees; and (4) regular periodic reports from our auditors and other outside consultants regarding various areas of potential risk, including, among others, those relating to our qualification as a real estate investment trust ("REIT") for tax purposes and our internal controls over financial reporting. Our Board also relies on management to bring significant matters impacting our Company to its attention. While the Board oversees our overall risk management, management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing us and that our Board leadership structure supports this approach.

Our Company regularly assesses risks related to our compensation programs, including our executive compensation programs, and does not believe that the risks arising from our compensation policies and practices are reasonably likely to have a material adverse effect on our Company. At the Compensation Committee's direction, the Compensation Committee's independent compensation consultant, FPL Associates L.P. ("FPL"), provides ongoing information to the Compensation Committee regarding compensation factors that could mitigate and/or discourage excessive risk taking.

Codes of Business Conduct and Ethics

We are committed to building relationships based on integrity. Our Board has adopted codes of conduct and ethics as required by the listing standards of the NYSE that applies to all of our Trust Managers, executive officers and employees. The codes of conduct and ethics were designed to assist Trust Managers, our executive officers and our employees in complying with the law, in resolving moral and ethical issues that may arise and in complying with our policies and procedures. Among the areas addressed by the codes of conduct and ethics are compliance with applicable laws, conflicts of interest, use and protection of the Company's assets, confidentiality, public company reporting, accounting matters, records retention and fair dealing. These codes are available on the Company's website, www.weingarten.com, by clicking on the "Investor Relations," and then "Governance Documents."

Whistleblowing and Whistleblower Protection

Our Audit Committee has established procedures for (1) the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and (2) the confidential and anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. Individuals may contact our Audit Committee to report complaints or concerns relating to our financial reporting by writing to the Chairman of our Audit Committee, described in the "Questions and Answers about Communications, Shareholder Proposals and Company Documents" section beginning on page 54. Also, reports can be made through the internet at weingarten.alertline.com or by calling (866) 869-8382, a 24 hour hotline. Any such communications may be made anonymously.

Share Ownership Guidelines

The Board has established common share ownership guidelines for all of our officers. The requirements are as follows: Chairman and CEO/President - 5 times base compensation, Executive Vice Presidents - 3 times base compensation, Senior Vice Presidents - 2.5 times base compensation, Vice Presidents - 1 times base compensation. Officers are expected to be in compliance by December 2009 or by the completion of their fifth anniversary of becoming an officer of the Company. All named executive officers are required to retain shares that are acquired as a result of vesting of restricted shares for a minimum of one year.

The Board has also established share ownership guidelines for all of our non-employee Trust Managers, which provides for a minimum beneficial ownership target of our common shares with a market value of \$250,000 within five years of joining the Board.

Each Trust Manager and executive officer is currently in compliance with these guidelines.

Short Selling, Hedging and Pledging Prohibitions

The Board considers it inappropriate for any Trust Manager or named executive officer to enter into speculative transactions in our securities. Accordingly, our governance policies prohibit Trust Managers and named executive officers from engaging in short sales, options trading, or other similar derivative transactions in our securities, or hedging or monetization transactions, such as zero-cost collars and forward sale contracts, in which the individual continues to own the underlying security without the full risks and rewards of ownership. In addition, Trust Managers and named executive officers may not purchase our shares on margin, hold our shares in a margin account or pledge our shares as collateral for a loan because a margin sale or foreclosure sale may occur at a time when such trust manager or officer is prohibited from trading under the our insider trading policy.

Repricing Prohibition

Our governance policies prohibit the repricing of options to purchase common shares, which means that the exercise price for options may not be lowered even if the current market price of the our shares is below the exercise price.

Recoupment of Incentive Compensation

Our governance policies includes a clawback policy applicable to our named executive officers and all other associates that provides that in the event of fraud or a material restatement of our financial statements (other than in connection with a change in accounting policy), the facts and circumstances that led to the fraud and/or the requirement for the restatement will be reviewed and appropriate action will be taken. See Additional Compensation Information - Clawback of Compensation on page 37 for additional information.

Trade Associations and Lobbying

We pay member dues to two trade associations: the National Association of Real Estate Investment Trusts (“NAREIT”) and the International Council of Shopping Centers (“ICSC”). Dues paid to NAREIT and ICSC are not used for political contributions, although NAREIT and ICSC may perform lobbying activities on behalf of their members. We do not have specific corporate policies regarding lobbying activities. We evaluate our needs for such activity based upon the issues facing our business and the industry. Currently, we do not engage in any direct lobbying or grassroots lobbying activities and do not make direct political contributions.

Independence of Trust Managers

Our governance policies provide that a majority of the Trust Managers serving on our Board must be independent as required by the listing standards of the NYSE and the applicable rules promulgated by the SEC.

The Board, through the Governance and Nominating Committee, annually reviews all relevant business relationships a Trust Manager or nominee for Trust Manager may have with the Company. Based on its annual review, our Board has determined that each of the following Trust Managers standing for re-election has no material relationship with us (either directly or as a partner, shareholder or officer of an organization that has a relationship with us) and is independent within the meaning of our Trust Manager independence standards, which reflect the NYSE Director Independence Standards, as currently in effect: Ms. Brown, and Messrs. Crownover, Cruikshank, Dow, Lasher, Ryan, Schnitzer, Shaper and Shapiro. The Board has determined that Messrs. A. Alexander and S. Alexander are not independent Trust Managers within the meaning of the NYSE Director Independence Standards because they are employees of the Company.

Furthermore, the Board has determined that each of the members of each of the Governance and Nominating, Audit and Compensation Committees has no material relationship with us (either directly or as a partner, shareholder or officer of an organization that has a relationship with us) and is independent within the meaning established by the NYSE. The Audit Committee members also satisfy the separate SEC independence requirement that provides that no member may accept directly or indirectly any consulting, advisory or other compensatory fees from the Company or any of its subsidiaries other than compensation for the services as a Trust Manager.

Certain Transactions

We review all relationships and transactions in which we and our significant shareholders, Trust Managers and executive officers or their respective immediate family members are participants to determine whether such persons have a direct or indirect material interest in a transaction. As required under SEC rules, transactions that are determined to be directly or indirectly material to us or a related party are appropriately disclosed. We also disclose transactions or categories of transactions we consider in determining that a Trust Manager is independent. In addition, our Audit and Governance and Nominating Committees review and, if appropriate from both a financial and governance perspective, approve or ratify any related party transaction that is required to be disclosed.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our Trust Managers and executive officers, and persons who own more than 10% of our outstanding Common Shares, to file reports of holdings and transactions in our securities with the SEC and the NYSE. Executive officers, Trust Managers and greater than 10% beneficial owners are required by applicable regulations to furnish us with copies of all Section 16(a) forms they file with the SEC. Based solely upon a review of the reports furnished to us with respect to fiscal 2013, we believe that all SEC filing requirements applicable to our Trust Managers, executive officers and 10% beneficial owners were satisfied and that the forms were filed timely.

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SHARE OWNERSHIP OF BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our Common Shares as of January 31, 2014. The number of Common Shares beneficially owned by each entity, person, Trust Manager or executive officer is determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has the sole or shared voting power or investment power and also any shares that the individual has a right to acquire as of April 1, 2014 (60 days after January 31, 2014) through the exercise of any share option or other right. Unless otherwise indicated, each person has sole voting and investment power (or shares such powers with his/her spouse) with respect to the Common Shares set forth in the following table.

Certain of the Common Shares listed below are deemed to be owned beneficially by more than one shareholder under SEC rules.

Name	Aggregate Number of Shares Beneficially Owned	Percent of Outstanding Shares	Additional Information
Trust Managers and Named Executive Officers:			
Andrew M. Alexander	3,130,503	2.5	% Includes 697,519 shares over which Messrs. S. Alexander and Dow have shared voting and investment power and 1,028,365 shares that Mr. A. Alexander may purchase upon the exercise of option awards that will be exercisable on or before April 1, 2014. Also includes 123,827 shares held by a charitable foundation, over which Mr. A. Alexander and his wife Julie have voting and investment power and 412,632 shares held in trust for the benefit of Mr. A. Alexander's children.
Stanford Alexander	5,523,224	4.5	% Includes 1,123,074 shares held by various trusts for the benefit of Mr. S. Alexander's children and 697,519 shares for which voting and investment power are shared with Messrs. A. Alexander and Dow. Also includes 484,391 shares that may be purchased by Mr. S. Alexander upon the exercise of option awards that are currently exercisable or that will become exercisable on or before April 1, 2014. Includes 643,121 shares held by a charitable foundation, over which Mr. S. Alexander and his wife Joan have voting and investment power.
Shelaghmichael Brown	6,374	*	
James W. Crownover	40,132	*	
Robert J. Cruikshank	22,874	*	
Melvin A. Dow	1,092,735	*	Includes 697,519 shares over which Messrs. Dow, S. Alexander and A. Alexander have shared voting and investment power.
Johnny L. Hendrix	341,550	*	Includes 213,814 shares that may be purchase upon the exercise of option awards that will be exercisable on or before April 1, 2014.
Stephen A. Lasher	487,456	*	

Includes 152,500 shares held in trust for the benefit of Mr. Lasher's children and grandchildren, and 70,875 shares held by a charitable foundation, over which Mr. Lasher has voting and investment power.

Includes 235,168 shares that may be purchased upon the exercise of option awards that will be exercisable on or before April 1, 2014.

Mr. Schnitzer owns 30,621 shares individually. With respect to the remaining shares beneficially owned,

% Mr. Schnitzer shares voting and investment power with his mother, Joan Weingarten Schnitzer under trusts for Joan Weingarten Schnitzer.

Stephen C. Richter	419,084	*
Thomas L. Ryan	10,574	*
Douglas W. Schnitzer	1,448,752	1.2

SHARE OWNERSHIP OF BENEFICIAL OWNERS
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Name	Aggregate Number of Shares Beneficially Owned	Percent of Outstanding Shares	Additional Information
C. Park Shaper	28,439	*	
Marc J. Shapiro	100,233	*	Includes 14,000 shares held in trust for the benefit of Mr. Shapiro's children, over which Mr. Shapiro has voting and investment power.
All Trust Managers and executive officers as a group (13 persons) Five Percent Shareholders:	11,256,892	9.1	% Includes 1,961,738 shares that may be purchased upon the exercise of option awards that will be exercisable on or before April 1, 2014.
BlackRock, Inc. 40 East 52 nd Street New York, NY 10022	10,636,367	8.6	% Pursuant to information contained in Schedule 13G/A filed by or on behalf of the beneficial owners with the SEC on January 31, 2014. BlackRock, Inc. reported sole voting power to 10,160,944 shares and sole dispositive power with respect to 10,636,367 shares. Pursuant to information contained in Schedule 13G filed by or on behalf of the beneficial owners with the SEC on February 14, 2014. Cohen & Steers, Inc., Cohen & Steers Capital Management, Inc. and Cohen & Steers UK Limited reported beneficial ownership of the shares shown in the table. Cohen & Steers, Inc. reported sole voting power with respect to 7,421,914 shares and sole dispositive power with respect to 13,827,430 shares; Cohen & Steers Capital Management, Inc. reported sole voting power with respect to 7,421,914 shares and sole dispositive power with respect to 13,780,243 shares; and Cohen & Steers UK Limited reported sole dispositive power with respect to 47,187 shares. The reported address of Cohen & Steers UK Limited is 21 Sackville Street, 4th Floor, London, United Kingdom W1S 3DN
Cohen & Steers, Inc. 280 Park Avenue, 10 th Floor New York, NY 10017	13,827,430	11.2	% Pursuant to information contained in a Schedule 13G/A filed by or on behalf of the beneficial owners with the SEC on January 24, 2014. Daiwa Asset Management Co. Ltd. reported sole voting power with respect to 6,133,268 shares, sole dispositive power with respect to 2,800 shares and shared dispositive power with respect to 6,130,468 shares.
Daiwa Asset Management Co, Ltd. GranTokyo North Tower 9-1 Marunouchi 1-chome, Chiyoda-ku Tokyo, Japan 100-6753	6,133,268	4.9	% Pursuant to information contained in a Schedule 13G filed by or on behalf of the beneficial owners with the SEC on February 12, 2014. T. Rowe Price Associates, Inc. 52-0556948 reported sole voting power with respect to 856,530 shares and sole dispositive power with respect to 6,098,676 shares.
T. Rowe Price Associates, Inc. 52-0556948 100 E. Pratt Street Baltimore, MD 21202	6,098,676	4.9	%
	15,409,730	12.4	%

The Vanguard Group -
23-1945930
100 Vanguard Blvd.
Malvern, PA 19355

Pursuant to information contained in a Schedule 13G/A filed by or on behalf of the beneficial owners with the SEC on February 12, 2014. The Vanguard Group 23-1945930 reported sole voting power with respect to 207,188 shares, shared voting power with respect to 74,100 shares, sole dispositive power with respect to 15,244,842 shares and shared dispositive power with respect to 164,888 shares.

Vanguard Specialized Funds–
Vanguard REIT Index Fund–
23-2834924 7,831,485 6.3
100 Vanguard Blvd.
Malvern, PA 19355

Pursuant to information contained in Schedule 13G/A filed by or on behalf of the beneficial owners with the SEC on February 4, 2014. The Vanguard Specialized Funds-Vanguard REIT Index Fund 23-2834924 reported sole voting power with respect to 7,831,485 shares.

* Beneficial ownership of less than 1% of the class is omitted.

We are pleased to report that management, associates, Trust Managers and their extended families own, in the aggregate, approximately 11% of our outstanding Common Shares as of January 31, 2014, including any option awards that will be exercisable on or before April 1, 2014.

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