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

**SCHEDULE 14A
(Rule 14a-101)**

**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 Section 240.14a-12

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

(Name of Registrant as Specified in its Charter)
(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required
☐ Fee paid previously with preliminary materials
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Your **Vote** Counts!

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

2025 Annual Meeting
Vote by August 19, 2025
11:59 PM ET

WHEELER REAL ESTATE INVESTMENT TRUST, INC.
2529 VIRGINIA BEACH BOULEVARD
VIRGINIA BEACH, VA 23452



V76751-P33200

You invested in WHEELER REAL ESTATE INVESTMENT TRUST, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on August 20, 2025.**

Get informed before you vote

View the Notice and Proxy Statement and the 2024 Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to August 6, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit **www.ProxyVote.com**

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

August 20, 2025
9:30 a.m. Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/WHLR2025

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. Election of Directors Nominees: <i>To be elected for terms expiring in 2026:</i>	
1a. E.J. Borrack	✔ For
1b. Robert G. Brady	✔ For
1c. Kerry G. Campbell	✔ For
1d. Stefani D. Carter	✔ For
1e. Gregory P. Hannon	✔ For
1f. Rebecca Musser	✔ For
1g. Megan Parisi	✔ For
1h. Joseph D. Stilwell	✔ For
2. To ratify the appointment of Cherry Bekaert LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.	✔ For
3. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, a reverse stock split of the Company's outstanding Common Stock (an "RSS") at a ratio between 1:2 and 1:100, and at any time from August 21, 2025 through August 31, 2025.	✔ For
4. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from September 1, 2025 through September 30, 2025.	✔ For
5. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from October 1, 2025 through October 31, 2025.	✔ For
6. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from November 1, 2025 through November 30, 2025.	✔ For
7. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from December 1, 2025 through December 31, 2025.	✔ For
8. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from January 1, 2026 through January 31, 2026.	✔ For
9. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from February 1, 2026 through February 28, 2026.	✔ For
10. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from March 1, 2026 through March 31, 2026.	✔ For
11. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from April 1, 2026 through April 30, 2026.	✔ For
12. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from May 1, 2026 through May 31, 2026.	✔ For
13. To authorize pursuant to an amendment to the Company's charter, the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from June 1, 2026 through June 30, 2026.	✔ For
14. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from July 1, 2026 through July 31, 2026.	✔ For
15. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from August 1, 2026 through August 31, 2026.	✔ For
16. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from September 1, 2026 through September 30, 2026.	✔ For
17. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from October 1, 2026 through October 31, 2026.	✔ For
18. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from November 1, 2026 through November 30, 2026.	✔ For
19. To authorize pursuant to an amendment to the Company's charter the Board of Directors to effect, in its sole discretion, an RSS at a ratio between 1:2 and 1:100, and at any time from December 1, 2026 through December 31, 2026.	✔ For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.	
Prefer to receive an email instead? While voting on www.ProxyVote.com , be sure to click "Delivery Settings".	