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

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SCHEDULE 14A  
(Rule 14a-101)

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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 the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number 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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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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# Your **Vote** Counts!

**WHEELER REAL ESTATE INVESTMENT TRUST, INC**

2021 Annual Meeting

Vote by July 14, 2021

11:59 PM ET



Hextone, Inc.  
P.O. Box 9142  
Farmingdale, NY 11735

Ricky Campana  
P.O. Box 123456  
Suite 500  
51 Mercedes Way  
Edgewood, NY 11717

1 OF 2  
322,224  
148,294

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FLASHID-JOB#

## 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 material for the shareholder meeting to be held on July 15, 2021.**

### Get informed before you vote

View the Notice & Proxy Statement, Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to July 02, 2021. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control # XXXX XXXX XXXX XXXX



#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Person at the Meeting\*

July 15, 2021  
9:30 AM EDT

Virtually via the internet at:  
[www.meetingcenter.io/215588904](http://www.meetingcenter.io/215588904).  
To access the virtual meeting, you must refer to the "General Information" section of the proxy statement.

\*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.ProxyVote.com](http://www.ProxyVote.com) or request a paper copy of the materials, which will contain the appropriate instructions. 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 shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

**WHEELER REAL ESTATE INVESTMENT TRUST, INC**  
 2021 Annual Meeting  
 Vote by July 14, 2021  
 11:59 PM ET

Voting Items		Board Recommends
1.	Election of Directors <b>Nominees:</b> 01 Michelle D. Bergman      04 Stefani Carter      07 Paula J. Poskon 02 E.J. Borrack      05 Saverio M. Flemma      08 Joseph D. Stilwell 03 Kerry G. Campbell      06 Daniel Khoshaba	☑ For
2.	approve, on an advisory basis, named executive officer compensation for fiscal year 2020	☑ For
3.	approve a standalone equity compensation plan for our Chief Executive Officer, in the form of a one-time Stock Appreciation Rights Agreement	☑ For
4.	ratify the appointment of Cherry Bekaert LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021	☑ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**