
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (date of earliest event reported): May 1, 2019

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-35713
(Commission
File Number)

45-2681082
(IRS Employer
Identification No.)

**2529 Virginia Beach Blvd., Suite 200
Virginia Beach, VA 23452**

Registrant's telephone number, including area code: (757) 627-9088

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On May 1, 2019, Wheeler Real Estate Investment Trust, Inc. (the “Company”), issued a press release announcing its financial results for the three months ended March 31, 2019. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. A copy of the Company's Supplemental Operating and Financial Data and First Quarter 2019 Prepared Remarks for the three months ended March 31, 2019 are attached as Exhibit 99.2 and Exhibit 99.3, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statement of businesses acquired.

Not applicable.

- (b) Pro forma financial information.

Not applicable.

- (c) Shell company transactions.

Not Applicable.

- (d) Exhibits.

[99.1](#) [Press release, dated May 1, 2019, announcing the Company's financial results for the three months ended March 31, 2019.](#)

[99.2](#) [Supplemental Operating and Financial Data for the three months ended March 31, 2019.](#)

[99.3](#) [First Quarter 2019 Prepared Remarks, dated May 1, 2019.](#)

EXHIBIT INDEX

| <u>Number</u> | <u>Description of Exhibit</u> |
|-----------------------------|--|
| <u>99.1</u> | <u>Press release, dated May 1, 2019, announcing the Company's financial results for the three months ended March 31, 2019.</u> |
| <u>99.2</u> | <u>Supplemental Operating and Financial Data for the three months ended March 31, 2019.</u> |
| <u>99.3</u> | <u>First Quarter 2019 Prepared Remarks, dated May 1, 2019.</u> |



FOR IMMEDIATE RELEASE

WHEELER REAL ESTATE INVESTMENT TRUST, INC. ANNOUNCES 2019 FIRST QUARTER FINANCIAL RESULTS

Virginia Beach, VA – May 1, 2019 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“WHLR” or the “Company”) today reported operating and financial results for the three months ending March 31, 2019.

| | Three Months Ended March 31, | |
|---------------------------------------|------------------------------|-----------|
| | 2019 | 2018 |
| Net loss per common share | \$ (0.31) | \$ (0.57) |
| FFO per common share and common unit | 0.12 | 0.16 |
| AFFO per common share and common unit | 0.11 | 0.21 |

PREPARED STATEMENT

In lieu of a conference call and webcast, we have provided a prepared statement, which has been posted to our website at <https://ir.whlr.us/> and has been filed on Form 8-K with the SEC.

2019 FIRST QUARTER HIGHLIGHTS

(all comparisons to the same prior year period unless otherwise noted)

- Sold two properties and an undeveloped parcel of land for a total of \$8.8 million, resulting in a total gain of \$1.8 million and net proceeds of \$3.6 million.
- Paid the Revere Term Loan in full with proceeds from the following sources: \$323 thousand with proceeds from the sale of Jenks Plaza, \$30 thousand in conjunction with the sale of a 1.28 acre parcel at Harbor Pointe, \$300 thousand in monthly scheduled principal payments and the remaining \$406 thousand and the \$20 thousand Exit Fee paid from operating cash flows.
- Paid down \$850 thousand on the over-advance portion of KeyBank Line of Credit.
- Net loss attributable to WHLR's common stock, \$0.01 par value per share ("Common Stock") shareholders of \$3.02 million, or (\$0.31) per share.
- Total revenue from operations decreased by 1.83% or \$298 thousand.
- Property Net Operating Income ("NOI") from operations decreased by 2.95% to approximately \$11.2 million.
- Adjusted Funds from Operations ("AFFO") of \$0.11 per share of the Company's Common Stock and common unit ("Common Unit") in our operating partnership, Wheeler REIT, L.P.

SUBSEQUENT EVENTS

- In April 2019, the 1,986,600 warrants exchangeable into 248,325 shares of Common Stock expired.
- In April 2019, the Company executed a contract for the sale of Perimeter Square for \$7.43 million. It is expected to close in the second quarter of 2019. In addition, the Company extended the \$6.50 million in Perimeter Square loans to June 5, 2019.
- In April 2019, the Company absorbed an approximately 30,000 square foot outparcel at JANAF as a result of an unlawful detainer with a delinquent tenant, Mariner Finance, LLC.
- On April 25, 2019, the Company entered into a First Amendment to the Amended and Restated Credit Agreement (the "First Amendment"). In conjunction with the First Amendment, the Company made a \$1.00 million principal payment on the KeyBank Line of Credit and will begin making monthly principal payments of \$250 thousand on May 1, 2019. The First Amendment

(among other provisions) waives the over-advance and replaced the Borrowing Base Availability with an interest coverage ratio. Additionally, the KeyBank Line of Credit shall be reduced to \$27.00 million by July 31, 2019, \$7.50 million by September 30, 2019 and the interest rate increases to Libor plus 350 basis points on August 31, 2019 if the outstanding balance is not below \$11.00 million.

- Bank of Arkansas filed suit against WD-I Associates, LLC, our former CEO Jon S. Wheeler and Wheeler Real Estate, LLC (WHLR subsidiary) alleging that WD-I and Jon S. Wheeler are in default as to certain construction loans which Jon Wheeler personally guaranteed. Wheeler Real Estate, LLC is named as a nominal defendant, only for purposes of providing an accounting for that period in which it served as the management company for WD-I Associates. No damages are sought from Wheeler Real Estate, LLC. More detail is provided in our Form 10-Q for the period ended March 31, 2019.

BALANCE SHEET

- Cash and cash equivalents totaled \$4.2 million at March 31, 2019, compared to \$3.5 million at December 31, 2018.
- Total debt was \$359.9 million at March 31, 2019 (including debt associated with assets held for sale), compared to \$369.6 million at December 31, 2018. The decrease of \$9.7 million in debt is primarily a result of the \$1.1 million Reverse Term Loan pay-off, \$5.8 million in pay-offs as a result of sales, \$850 thousand payment on the KeyBank Line of Credit, and normal principal payments.
- WHLR's weighted-average interest rate was 4.8% with a term of 4.10 years at March 31, 2019 (including debt associated with assets held for sale). This compares to an interest rate of 4.8% with a term of 4.31 years at December 31, 2018.
- Net investment properties as of March 31, 2019 totaled at \$433.2 million (including assets held for sale), compared to \$441.4 million as of December 31, 2018.

DIVIDENDS

- At March 31, 2019, the Company had accumulated undeclared dividends of approximately \$6.5 million to holders of shares of our Series A Preferred Stock, Series B Preferred Stock, and Series D Preferred Stock of which \$3.5 million is attributable to the three months ended March 31, 2019.

OPERATIONS AND LEASING

- The Company's real estate portfolio is 89.6% leased as of March 31, 2019.
- Executed 28 lease renewals totaling 120,914 square feet at a weighted-average increase of \$0.05 per square foot, representing an increase of 0.63% over prior rates.
- Signed 8 new leases totaling approximately 31,200 square feet with a weighted-average rate of \$12.77 per square foot.
- The Company's gross leasable area ("GLA"), which is subject to leases that expire over the next nine months, including month-to-month leases declined to approximately 5.75% at March 31, 2019, compared to 8.44% at March 31, 2018. At March 31, 2019, 44.78% of this expiring GLA is subject to renewal options.

SAME STORE RESULTS

- Same-store NOI for the three months ended March 31, 2019 compared to March 31, 2018, declined by (6.17%) and (7.65%) on a cash basis. The same-store pool for the three months ended March 31, 2019, was comprised of 4.9 million square feet that the Company owned as of January 1, 2018. Same-store results were driven by a 4.69% decrease in property revenues, primarily a result of rent modifications to certain 2018 Southeastern Grocer leases, reduced rent at the three SEG recaptured and backfilled locations, incremental vacancies as well as the impact from properties that were sold during the year. Same Store property expenses decreased 0.98%.

DISPOSITIONS

- Sold Jenks Plaza for a contract price of \$2.2 million, resulting in a gain of \$387 thousand with net proceeds of \$1.8 million.
 - Sold a 1.28-acre undeveloped land parcel at Harbor Pointe for a contract price of \$550 thousand resulting in net proceeds of \$19 thousand.
 - Sold Graystone Crossing for a contract price of \$6.0 million, resulting in a gain of \$1.5 million with net proceeds of \$1.7 million.
-

SUPPLEMENTAL INFORMATION

Further details regarding Wheeler Real Estate Investment Trust, Inc.'s operations and financials for the period ended March 31, 2019, including a supplemental presentation, are available at <https://ir.whlr.us/>.

ABOUT WHEELER REAL ESTATE INVESTMENT TRUST, INC.

Headquartered in Virginia Beach, VA, Wheeler Real Estate Investment Trust, Inc. is a fully-integrated, self-managed commercial real estate investment company focused on owning and operating income-producing retail properties with a primary focus on grocery-anchored centers. Wheeler's portfolio contains well-located, potentially dominant retail properties in secondary and tertiary markets that generate attractive, risk-adjusted returns, with a particular emphasis on grocery-anchored retail centers. For additional information about the Company, please visit: www.whlr.us.

A copy of Wheeler's Quarterly Report on Form 10-Q, which includes the Company's condensed consolidated financial statements and management's discussion & analysis of financial condition and results of operations, will be available upon filing via the U.S. Securities and Exchange Commission website (www.sec.gov) or through Wheeler's website at www.whlr.us.

DEFINITIONS

FFO, AFFO, Pro Forma AFFO, Property NOI, EBITDA and Adjusted EBITDA are non-GAAP financial measures within the meaning of the rules of the Securities and Exchange Commission. Wheeler considers FFO, AFFO, Pro Forma AFFO, Property NOI, EBITDA and Adjusted EBITDA to be important supplemental measures of its operating performance and believes it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate and gains and losses from property dispositions, the Company believes that it provides a performance measure that, when compared year-over-year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from the closest GAAP measurement, net income.

Management believes that the computation of FFO in accordance with NAREIT's definition includes certain items that are not indicative of the operating performance of the Company's real estate assets. These items include, but are not limited to, nonrecurring expenses, legal settlements, legal and professional fees, and acquisition costs. Management uses AFFO, which is a non-GAAP financial measure, to exclude such items. Management believes that reporting AFFO and Pro Forma AFFO in addition to FFO is a useful supplemental measure for the investment community to use when evaluating the operating performance of the Company on a comparative basis. Management also believes that Property NOI, EBITDA and Adjusted EBITDA represent important supplemental measures for securities analysts, investors and other interested parties, as they are often used in calculating net asset value, leverage and other financial metrics used by these parties in the evaluation of REITs.

FORWARD LOOKING STATEMENTS

This press release may contain "forward-looking" statements as defined in the Private Securities Litigation Reform Act of 1995. When the Company uses words such as "may," "will," "intend," "should," "believe," "expect," "anticipate," "project," "estimate" or similar expressions that do not relate solely to historical matters, it is making forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause the actual results to differ materially from the Company's expectations discussed in the forward-looking statements. The Company's expected results may not be achieved, and actual results may differ materially from expectations. Specifically, the Company's statements regarding future generation of financial returns from its portfolio are forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release.

Additional factors are discussed in the Company's filings with the U.S. Securities and Exchange Commission, which are available for review at www.sec.gov. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.

Mary Jensen
Investor Relations
(757) 627-9088 / mjensen@whlr.us

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(in thousands, except share and per share data)

| | Three Months Ended March 31, | |
|--|---------------------------------|------------|
| | 2019 | 2018 |
| REVENUE: | | |
| Rental revenues | \$ 15,770 | \$ 15,821 |
| Asset management fees | 13 | 125 |
| Commissions | 42 | 14 |
| Other revenues | 170 | 333 |
| Total Revenue | 15,995 | 16,293 |
| OPERATING EXPENSES: | | |
| Property operations | 4,726 | 4,599 |
| Non-REIT management and leasing services | 23 | 36 |
| Depreciation and amortization | 5,816 | 7,476 |
| Corporate general & administrative | 1,814 | 2,508 |
| Total Operating Expenses | 12,379 | 14,619 |
| Gain on disposal of properties | 1,839 | 1,055 |
| Operating Income | 5,455 | 2,729 |
| Interest income | 1 | 1 |
| Interest expense | (4,793) | (4,577) |
| Net Income (Loss) Before Income Taxes | 663 | (1,847) |
| Income tax expense | (8) | (25) |
| Net Income (Loss) | 655 | (1,872) |
| Less: Net income (loss) attributable to noncontrolling interests | 13 | (47) |
| Net Income (Loss) Attributable to Wheeler REIT | 642 | (1,825) |
| Preferred Stock dividends - declared | — | (3,207) |
| Preferred Stock dividends - undeclared | (3,657) | — |
| Net Loss Attributable to Wheeler REIT Common Shareholders | \$ (3,015) | \$ (5,032) |
| | | |
| Loss per share: | | |
| Basic and Diluted | \$ (0.31) | \$ (0.57) |
| | | |
| Weighted-average number of shares: | | |
| Basic and Diluted | 9,606,249 | 8,900,416 |

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(in thousands, except par value and share data)

| | March 31, | December 31, 2018 |
|--|--------------------|--------------------------|
| | 2019 | |
| | (unaudited) | |
| ASSETS: | | |
| Investment properties, net | \$ 422,838 | \$ 433,142 |
| Cash and cash equivalents | 4,159 | 3,544 |
| Restricted cash | 14,446 | 14,455 |
| Rents and other tenant receivables, net | 5,594 | 5,539 |
| Notes receivable, net | 5,000 | 5,000 |
| Assets held for sale | 10,431 | 8,982 |
| Above market lease intangibles, net | 6,793 | 7,346 |
| Operating lease right-of-use assets | 11,833 | — |
| Deferred costs and other assets, net | 28,003 | 30,073 |
| Total Assets | \$ 509,097 | \$ 508,081 |
| LIABILITIES: | | |
| Loans payable, net | \$ 348,651 | \$ 360,117 |
| Liabilities associated with assets held for sale | 6,684 | 4,632 |
| Below market lease intangibles, net | 9,265 | 10,045 |
| Operating lease liability | 11,962 | — |
| Accounts payable, accrued expenses and other liabilities | 10,504 | 12,077 |
| Total Liabilities | 387,066 | 386,871 |
| Series D Cumulative Convertible Preferred Stock (no par value, 4,000,000 shares authorized, 3,600,636 shares issued and outstanding; \$94.40 million and \$91.98 million aggregate liquidation preference, respectively) | 79,522 | 76,955 |
| EQUITY: | | |
| Series A Preferred Stock (no par value, 4,500 shares authorized, 562 shares issued and outstanding) | 453 | 453 |
| Series B Convertible Preferred Stock (no par value, 5,000,000 authorized, 1,875,748 shares issued and outstanding; \$46.90 million aggregate liquidation preference) | 41,022 | 41,000 |
| Common Stock (\$0.01 par value, 18,750,000 shares authorized, 9,693,271 and 9,511,464 shares issued and outstanding, respectively) | 97 | 95 |
| Additional paid-in capital | 233,861 | 233,697 |
| Accumulated deficit | (235,131) | (233,184) |
| Total Shareholders' Equity | 40,302 | 42,061 |
| Noncontrolling interests | 2,207 | 2,194 |
| Total Equity | 42,509 | 44,255 |
| Total Liabilities and Equity | \$ 509,097 | \$ 508,081 |

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Reconciliation of Funds From Operations (FFO)
(unaudited, in thousands)

| | Three Months Ended March 31, | | | | | | | |
|---|------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|----------------------------|---------------|
| | Same Store | | New Store | | Total | | Period Over Period Changes | |
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | \$ | % |
| Net Income (Loss) | \$ 633 | \$ (1,932) | \$ 22 | \$ 60 | \$ 655 | \$ (1,872) | \$ 2,527 | 134.99 % |
| Depreciation and amortization of real estate assets | 4,743 | 6,495 | 1,073 | 981 | 5,816 | 7,476 | (1,660) | (22.20)% |
| Gain on disposal of properties | (1,839) | (1,055) | — | — | (1,839) | (1,055) | (784) | (74.31)% |
| FFO | <u>\$ 3,537</u> | <u>\$ 3,508</u> | <u>\$ 1,095</u> | <u>\$ 1,041</u> | <u>\$ 4,632</u> | <u>\$ 4,549</u> | <u>\$ 83</u> | <u>1.82 %</u> |

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Reconciliation of Funds From Operations (FFO)
(unaudited, in thousands)

| | Three Months Ended | |
|--|---------------------------|------------------|
| | March 31, | |
| | 2019 | 2018 |
| Net Income (Loss) | \$ 655 | \$ (1,872) |
| Depreciation and amortization of real estate assets | 5,816 | 7,476 |
| Gain on disposal of properties | (1,839) | (1,055) |
| FFO | 4,632 | 4,549 |
| Preferred stock dividends-declared | — | (3,207) |
| Preferred stock dividends-undeclared | (3,657) | — |
| Preferred stock accretion adjustments | 170 | 170 |
| FFO available to common shareholders and common unitholders | 1,145 | 1,512 |
| Acquisition and development costs | 4 | 7 |
| Capital related costs | 74 | 53 |
| Other non-recurring and non-cash expenses (1) | 24 | 103 |
| Share-based compensation | 90 | 419 |
| Straight-line rental revenue, net straight-line expense | (155) | (195) |
| Loan cost amortization | 392 | 379 |
| (Below) above market lease amortization | (226) | (22) |
| Recurring capital expenditures and tenant improvement reserves | (284) | (290) |
| AFFO | <u>\$ 1,064</u> | <u>\$ 1,966</u> |
| | 9,606,249 | 8,900,416 |
| Weighted Average Common Shares | | |
| Weighted Average Common Units | 235,032 | 629,009 |
| Total Common Shares and Units | <u>9,841,281</u> | <u>9,529,425</u> |
| FFO per Common Share and Common Units | <u>\$ 0.12</u> | <u>\$ 0.16</u> |
| AFFO per Common Share and Common Units | <u>\$ 0.11</u> | <u>\$ 0.21</u> |

(1) Other non-recurring expenses are described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Quarterly Report on Form 10-Q for the period ended March 31, 2019.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Reconciliation of Property Net Operating Income
(unaudited, in thousands)

| | Three Months Ended March 31, | | | | | |
|--|------------------------------|-----------------|-----------------|-----------------|------------------|------------------|
| | Same Store | | New Store | | Total | |
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| | (in thousands) | | | | | |
| Net Income (Loss) | \$ 633 | \$ (1,932) | \$ 22 | \$ 60 | \$ 655 | \$ (1,872) |
| Adjustments: | | | | | | |
| Income tax expense | 8 | 25 | — | — | 8 | 25 |
| Interest expense | 4,068 | 3,974 | 725 | 603 | 4,793 | 4,577 |
| Interest income | (1) | (1) | — | — | (1) | (1) |
| Gain on disposal of properties | (1,839) | (1,055) | — | — | (1,839) | (1,055) |
| Corporate general & administrative | 1,711 | 2,499 | 103 | 9 | 1,814 | 2,508 |
| Depreciation and amortization | 4,743 | 6,495 | 1,073 | 981 | 5,816 | 7,476 |
| Non-REIT management and leasing services | 23 | 36 | — | — | 23 | 36 |
| Asset management and commission revenues | (55) | (139) | — | — | (55) | (139) |
| Property Net Operating Income | \$ 9,291 | \$ 9,902 | \$ 1,923 | \$ 1,653 | \$ 11,214 | \$ 11,555 |
| Property revenues | \$ 13,222 | \$ 13,872 | \$ 2,718 | \$ 2,282 | \$ 15,940 | \$ 16,154 |
| Property expenses | 3,931 | 3,970 | 795 | 629 | 4,726 | 4,599 |
| Property Net Operating Income | \$ 9,291 | \$ 9,902 | \$ 1,923 | \$ 1,653 | \$ 11,214 | \$ 11,555 |

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Reconciliation of Earnings Before Interest, Taxes, Depreciation and Amortization - EBITDA
(unaudited, in thousands)

| | Three Months Ended March 31, | |
|--|-------------------------------------|-------------|
| | 2019 | 2018 |
| Net Income (Loss) | \$ 655 | \$ (1,872) |
| Add back: Depreciation and amortization (1) | 5,590 | 7,454 |
| Interest Expense (2) | 4,793 | 4,577 |
| Income tax expense | 8 | 25 |
| EBITDA | 11,046 | 10,184 |
| Adjustments for items affecting comparability: | | |
| Acquisition and development costs | 4 | 7 |
| Capital related costs | 74 | 53 |
| Other non-recurring and non-cash expenses (3) | 24 | 103 |
| Gain on disposal of properties | (1,839) | (1,055) |
| Adjusted EBITDA | \$ 9,309 | \$ 9,292 |

(1) Includes above (below) market lease amortization.

(2) Includes loan cost amortization.

(3) Other non-recurring expenses are described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Quarterly Report on Form 10-Q for the period ended March 31, 2019.



Supplemental Operating and Financial Data
for the three months March 31, 2019

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Forward-Looking Statements

This document contains forward-looking statements that are based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These risks include, without limitation: adverse economic or real estate developments in the retail industry or the markets in which Wheeler Real Estate Investment Trust, Inc. operates; defaults on or non-renewal of leases by tenants; increased interest rates and operating costs; decreased rental rates or increased vacancy rates; Wheeler Real Estate Investment Trust, Inc.'s failure to obtain necessary outside financing on favorable terms or at all; changes in the availability of additional acquisition opportunities; Wheeler Real Estate Investment Trust, Inc.'s inability to successfully complete real estate acquisitions or successfully operate acquired properties and Wheeler Real Estate Investment Trust, Inc.'s failure to qualify or maintain its status as a REIT. For a further list and description of such risks and uncertainties that could impact Wheeler Real Estate Investment Trust, Inc.'s future results, performance or transactions, see the reports filed by Wheeler Real Estate Investment Trust, Inc. with the Securities and Exchange Commission, including its quarterly reports on Form 10-Q and annual reports on Form 10-K. Wheeler Real Estate Investment Trust, Inc. disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Company Overview

Headquartered in Virginia Beach, VA, Wheeler Real Estate Investment Trust, Inc. is a fully-integrated, self-managed commercial real estate investment company focused on owning and operating income-producing retail properties with a primary focus on grocery-anchored centers. Wheeler's portfolio contains well-located, potentially dominant retail properties in secondary and tertiary markets that generate attractive, risk-adjusted returns. Wheeler's common stock, Series B convertible preferred stock, Series D cumulative convertible preferred stock and common stock warrants trade publicly on the Nasdaq under the symbols "WHLR", "WHLRP", "WHLRD" and "WHLRW", respectively.

Corporate Headquarters

Wheeler Real Estate Investment Trust, Inc.

Riversedge North

2529 Virginia Beach Boulevard

Virginia Beach, VA 23452

Phone: (757) 627-9088

Toll Free: (866) 203-4864

Website: www.whlr.us

Executive Management

David Kelly - President & CEO

Matthew T. Reddy - CFO

M. Andrew Franklin - COO

Board of Directors

John W. Sweet (Chairman)

Sean F. Armstrong

Stewart J. Brown

David Kelly

Andrew R. Jones

John P. McAuliffe

Carl B. McGowan, Jr.

Jeffrey M. Zwerdling

Investor Relations Contact

Mary Jensen investorrelations@whlr.us

2529 Virginia Beach Boulevard

Virginia Beach, VA 23452

Phone: (757) 627-9088

www.whlr.us

Transfer Agent and Registrar

Computershare Trust Company, N.A.

250 Royall Street

Canton, MA 02021

www.computershare.com

Financial and Portfolio Overview

For the Three Months Ended March 31, 2019

Financial Results

| | | |
|--|----|---------|
| Net loss attributable to Wheeler REIT common shareholders (in 000s) | \$ | (3,015) |
| Net loss per basic and diluted shares | \$ | (0.31) |
| Funds from operations available to common shareholders and Operating Partnership (OP) unitholders (FFO) (in 000s) ⁽¹⁾ | \$ | 1,145 |
| FFO per common share and OP unit | \$ | 0.12 |
| Adjusted FFO (AFFO) (in 000s) ⁽¹⁾ | \$ | 1,064 |
| AFFO per common share and OP unit | \$ | 0.11 |

Assets and Leverage

| | | |
|--|----|---------|
| Investment Properties, net of \$42.23 million accumulated depreciation (in 000s) | \$ | 422,838 |
| Cash and Cash Equivalents (in 000s) | \$ | 4,159 |
| Total Assets (in 000s) | \$ | 509,097 |
| Debt to Total Assets ⁽³⁾ | | 70.70% |
| Debt to Gross Asset Value | | 62.71% |

Market Capitalization

| | |
|----------------------------------|-----------|
| Common shares outstanding | 9,693,271 |
| OP units outstanding | 235,032 |
| Total common shares and OP units | 9,928,303 |

| | Shares Outstanding at March 31, 2019 | First Quarter stock price range | Stock price as of March 31, 2019 |
|--|---|---------------------------------|-------------------------------------|
| Common Stock | 9,693,271 | \$0.80 - \$2.18 | \$ 1.49 |
| Series B preferred shares | 1,875,748 | \$7.67 - \$13.32 | \$ 13.00 |
| Series D preferred shares | 3,600,636 | \$9.45 - \$14.60 | \$ 14.02 |
| Total debt (in 000s) ⁽³⁾ | | | \$ 359,926 |
| Common Stock market capitalization (as of March 31, 2019 closing stock price, in 000s) | | | \$ 14,443 |

Portfolio Summary

| | |
|---|-----------|
| Total Leasable Area (GLA) in sq. ft. | 5,686,674 |
| Occupancy Rate | 89.0% |
| Leased Rate ⁽²⁾ | 89.6% |
| Annualized Base Rent (in 000s) | \$ 48,384 |
| Total number of leases signed or renewed during the first quarter of 2019 | 36 |
| Total sq. ft. leases signed or renewed during the first quarter of 2019 | 152,114 |

(1) See page 18 for the Company's definition of this non-GAAP measurement and reasons for using it.

(2) Reflects leases executed through April 2, 2019 that commence subsequent to the end of current period.

(3) Includes debt associated with assets held for sale.

Consolidated Balance Sheets

\$ in 000s

| | March 31, 2019 (unaudited) | December 31, 2018 |
|--|----------------------------------|-------------------|
| ASSETS: | | |
| Investment properties, net | \$ 422,838 | \$ 433,142 |
| Cash and cash equivalents | 4,159 | 3,544 |
| Restricted cash | 14,446 | 14,455 |
| Rents and other tenant receivables, net | 5,594 | 5,539 |
| Notes receivable, net | 5,000 | 5,000 |
| Assets held for sale | 10,431 | 8,982 |
| Above market lease intangibles, net | 6,793 | 7,346 |
| Operating lease right-of-use assets | 11,833 | — |
| Deferred costs and other assets, net | 28,003 | 30,073 |
| Total Assets | \$ 509,097 | \$ 508,081 |
| LIABILITIES: | | |
| Loans payable, net | \$ 348,651 | \$ 360,117 |
| Liabilities associated with assets held for sale | 6,684 | 4,632 |
| Below market lease intangibles, net | 9,265 | 10,045 |
| Operating lease liability | 11,962 | — |
| Accounts payable, accrued expenses and other liabilities | 10,504 | 12,077 |
| Total Liabilities | 387,066 | 386,871 |
| Series D Cumulative Convertible Preferred Stock (no par value, 4,000,000 shares authorized, 3,600,636 shares issued and outstanding; \$94.40 million and \$91.98 million aggregate liquidation preference, respectively) | 79,522 | 76,955 |
| EQUITY: | | |
| Series A Preferred Stock (no par value, 4,500 shares authorized, 562 shares issued and outstanding) | 453 | 453 |
| Series B Convertible Preferred Stock (no par value, 5,000,000 authorized, 1,875,748 shares issued and outstanding; \$46.90 million aggregate liquidation preference) | 41,022 | 41,000 |
| Common Stock (\$0.01 par value, 18,750,000 shares authorized, 9,693,271 and 9,511,464 shares issued and outstanding, respectively) | 97 | 95 |
| Additional paid-in capital | 233,861 | 233,697 |
| Accumulated deficit | (235,131) | (233,184) |
| Total Shareholders' Equity | 40,302 | 42,061 |
| Noncontrolling interests | 2,207 | 2,194 |
| Total Equity | 42,509 | 44,255 |
| Total Liabilities and Equity | \$ 509,097 | \$ 508,081 |

Consolidated Statements of Operations

\$ in 000s

| | Three Months Ended March 31, | |
|--|---------------------------------|-------------------|
| | 2019 | 2018 |
| REVENUE: | | |
| Rental revenues | \$ 15,770 | \$ 15,821 |
| Asset management fees | 13 | 125 |
| Commissions | 42 | 14 |
| Other revenues | 170 | 333 |
| Total Revenue | 15,995 | 16,293 |
| OPERATING EXPENSES: | | |
| Property operations | 4,726 | 4,599 |
| Non-REIT management and leasing services | 23 | 36 |
| Depreciation and amortization | 5,816 | 7,476 |
| Corporate general & administrative | 1,814 | 2,508 |
| Total Operating Expenses | 12,379 | 14,619 |
| Gain on disposal of properties | 1,839 | 1,055 |
| Operating Income | 5,455 | 2,729 |
| Interest income | 1 | 1 |
| Interest expense | (4,793) | (4,577) |
| Net Income (Loss) Before Income Taxes | 663 | (1,847) |
| Income tax expense | (8) | (25) |
| Net Income (Loss) | 655 | (1,872) |
| Less: Net income (loss) attributable to noncontrolling interests | 13 | (47) |
| Net Income (Loss) Attributable to Wheeler REIT | 642 | (1,825) |
| Preferred Stock dividends - declared | — | (3,207) |
| Preferred Stock dividends - undeclared | (3,657) | — |
| Net Loss Attributable to Wheeler REIT Common Shareholders | \$ (3,015) | \$ (5,032) |
| Loss per share: | | |
| Basic and Diluted | \$ (0.31) | \$ (0.57) |
| Weighted-average number of shares: | | |
| Basic and Diluted | 9,606,249 | 8,900,416 |

Reconciliation of Non-GAAP Measures

FFO and AFFO (1)

\$ in 000s

| | Three Months Ended March 31, | |
|--|---------------------------------|------------|
| | 2019 | 2018 |
| Net Income (Loss) | \$ 655 | \$ (1,872) |
| Depreciation and amortization of real estate assets | 5,816 | 7,476 |
| Gain on disposal of properties | (1,839) | (1,055) |
| FFO | 4,632 | 4,549 |
| Preferred stock dividends-declared | — | (3,207) |
| Preferred stock dividends-undeclared | (3,657) | — |
| Preferred stock accretion adjustments | 170 | 170 |
| FFO available to common shareholders and common unitholders | 1,145 | 1,512 |
| Acquisition and development costs | 4 | 7 |
| Capital related costs | 74 | 53 |
| Other non-recurring and non-cash expenses (2) | 24 | 103 |
| Share-based compensation | 90 | 419 |
| Straight-line rental revenue, net straight-line expense | (155) | (195) |
| Loan cost amortization | 392 | 379 |
| (Below) above market lease amortization | (226) | (22) |
| Recurring capital expenditures and tenant improvement reserves | (284) | (290) |
| AFFO | \$ 1,064 | \$ 1,966 |
| Weighted Average Common Shares | 9,606,249 | 8,900,416 |
| Weighted Average Common Units | 235,032 | 629,009 |
| Total Common Shares and Units | 9,841,281 | 9,529,425 |
| FFO per Common Share and Common Units | \$ 0.12 | \$ 0.16 |
| AFFO per Common Share and Common Units | \$ 0.11 | \$ 0.21 |

(1) See page 18 for the Company's definition of this non-GAAP measurement and reasons for using it.

(2) Other non-recurring expenses are described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Quarterly Report on Form 10-Q for the three months ended March 31, 2019.

Reconciliation of Non-GAAP Measures (continued)

Property Net Operating Income (1)

\$ in 000s

| | Three Months Ended March | |
|--|--------------------------|------------|
| | 31, | |
| | 2019 | 2018 |
| Net Income (Loss) | \$ 655 | \$ (1,872) |
| Adjustments: | | |
| Income tax expense | 8 | 25 |
| Interest expense | 4,793 | 4,577 |
| Interest income | (1) | (1) |
| Gain on disposal of properties | (1,839) | (1,055) |
| Corporate general & administrative | 1,814 | 2,508 |
| Depreciation and amortization | 5,816 | 7,476 |
| Non-REIT management and leasing services | 23 | 36 |
| Asset management and commission revenues | (55) | (139) |
| Property Net Operating Income | \$ 11,214 | \$ 11,555 |
| Property revenues | \$ 15,940 | \$ 16,154 |
| Property expenses | 4,726 | 4,599 |
| Property Net Operating Income | \$ 11,214 | \$ 11,555 |

(1) See page 19 for the Company's definition of this non-GAAP measurement and reasons for using it.

Reconciliation of Non-GAAP Measures (continued)

EBITDA (4)

\$ in 000s

| | | Three Months Ended March 31, | |
|--|---|------------------------------|------------|
| | | 2019 | 2018 |
| Net Income (Loss) | | \$ 655 | \$ (1,872) |
| Add back: | Depreciation and amortization (1) | 5,590 | 7,454 |
| | Interest Expense (2) | 4,793 | 4,577 |
| | Income tax expense | 8 | 25 |
| EBITDA | | 11,046 | 10,184 |
| Adjustments for items affecting comparability: | | | |
| | Acquisition and development costs | 4 | 7 |
| | Capital related costs | 74 | 53 |
| | Other non-recurring and non-cash expenses (3) | 24 | 103 |
| | Gain on disposal of properties | (1,839) | (1,055) |
| Adjusted EBITDA | | \$ 9,309 | \$ 9,292 |

(1) Includes above (below) market lease amortization.

(2) Includes loan cost amortization.

(3) Other non-recurring expenses are described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Quarterly Report on Form 10-Q for the period ended March 31, 2019.

(4) See page 18 for the Company's definition of this non-GAAP measurement and reasons for using it.

Debt Summary as of March 31, 2019

\$ in 000s

Loans Payable: \$359.93

million

Weighted Average Interest Rate: 4.84%

Total Debt to Total Assets: 70.70%

| Property/Description | Monthly Payment | Interest Rate | Maturity | March 31, 2019 | December 31, 2018 |
|---|-----------------|--------------------------|----------------|----------------|-------------------|
| Harbor Pointe (1) | \$ 11,024 | 5.85 % | December 2018 | \$ — | \$ 460 |
| Perimeter Square (1) | Interest only | 6.50 % | March 2019 | 6,250 | 6,250 |
| Perimeter Square construction loan (1) | Interest only | 6.50 % | March 2019 | 247 | 247 |
| KeyBank Line of Credit (6) | Interest only | Libor + 250 basis points | March 2019 | 2,980 | 3,830 |
| Revere Term Loan | \$ 109,658 | 10.00 % | April 2019 | — | 1,059 |
| Senior convertible notes | \$ 234,199 | 9.00 % | June 2019 | 692 | 1,369 |
| DF I-Moyock (1) | \$ 10,665 | 5.00 % | July 2019 | 43 | 73 |
| Rivergate | \$ 141,230 | Libor + 295 basis points | December 2019 | 21,974 | 22,117 |
| KeyBank Line of Credit (6) | Interest only | Libor + 250 basis points | December 2019 | 48,272 | 48,272 |
| Folly Road | \$ 32,827 | 4.00 % | March 2020 | 6,035 | 6,073 |
| Columbia Fire Station | \$ 25,452 | 4.00 % | May 2020 | 4,154 | 4,189 |
| Shoppes at TJ Maxx | \$ 33,880 | 3.88 % | May 2020 | 5,491 | 5,539 |
| First National Bank Line of Credit | \$ 24,656 | Libor + 300 basis points | September 2020 | 1,379 | 2,938 |
| Lumber River | \$ 10,723 | Libor + 350 basis points | October 2020 | 1,438 | 1,448 |
| JANAF Bravo | \$ 36,935 | 4.65 % | January 2021 | 6,476 | 6,500 |
| Walnut Hill Plaza | \$ 26,850 | 5.50 % | September 2022 | 3,840 | 3,868 |
| Twin City Commons | \$ 17,827 | 4.86 % | January 2023 | 3,032 | 3,048 |
| New Market | \$ 48,747 | 5.65 % | June 2023 | 6,859 | 6,907 |
| Benefit Street Note (3) | \$ 53,185 | 5.71 % | June 2023 | 7,515 | 7,567 |
| Deutsche Bank Note (2) | \$ 33,340 | 5.71 % | July 2023 | 5,695 | 5,713 |
| JANAF | \$ 333,159 | 4.49 % | July 2023 | 51,838 | 52,253 |
| Tampa Festival | \$ 50,797 | 5.56 % | September 2023 | 8,189 | 8,227 |
| Forrest Gallery | \$ 50,973 | 5.40 % | September 2023 | 8,491 | 8,529 |
| Riversedge North | \$ 11,436 | 5.77 % | December 2023 | 1,791 | 1,800 |
| South Carolina Food Lions Note (5) | \$ 68,320 | 5.25 % | January 2024 | 11,819 | 11,867 |
| Cypress Shopping Center | \$ 34,360 | 4.70 % | July 2024 | 6,351 | 6,379 |
| Port Crossing | \$ 34,788 | 4.84 % | August 2024 | 6,120 | 6,150 |
| Freeway Junction | \$ 41,798 | 4.60 % | September 2024 | 7,828 | 7,863 |
| Harrodsburg Marketplace | \$ 19,112 | 4.55 % | September 2024 | 3,469 | 3,486 |
| Graystone Crossing (1) | \$ 20,386 | 4.55 % | October 2024 | — | 3,863 |
| Bryan Station | \$ 23,489 | 4.52 % | November 2024 | 4,452 | 4,472 |
| Crockett Square | Interest only | 4.47 % | December 2024 | 6,338 | 6,338 |
| Pierpont Centre | Interest only | 4.15 % | February 2025 | 8,113 | 8,113 |
| Alex City Marketplace | Interest only | 3.95 % | April 2025 | 5,750 | 5,750 |
| Butler Square | Interest only | 3.90 % | May 2025 | 5,640 | 5,640 |
| Brook Run Shopping Center | Interest only | 4.08 % | June 2025 | 10,950 | 10,950 |
| Beaver Ruin Village I and II | Interest only | 4.73 % | July 2025 | 9,400 | 9,400 |
| Sunshine Shopping Plaza | Interest only | 4.57 % | August 2025 | 5,900 | 5,900 |
| Barnett Portfolio (4) | Interest only | 4.30 % | September 2025 | 8,770 | 8,770 |
| Fort Howard Shopping Center | Interest only | 4.57 % | October 2025 | 7,100 | 7,100 |
| Conyers Crossing | Interest only | 4.67 % | October 2025 | 5,960 | 5,960 |
| Grove Park Shopping Center | Interest only | 4.52 % | October 2025 | 3,800 | 3,800 |
| Parkway Plaza | Interest only | 4.57 % | October 2025 | 3,500 | 3,500 |
| Winslow Plaza | Interest only | 4.82 % | December 2025 | 4,620 | 4,620 |
| JANAF BJ's | \$ 29,964 | 4.95 % | January 2026 | 5,038 | 5,065 |
| Chesapeake Square | \$ 23,857 | 4.70 % | August 2026 | 4,411 | 4,434 |
| Berkley/Sangaree/Tri-County | Interest only | 4.78 % | December 2026 | 9,400 | 9,400 |
| Riverbridge | Interest only | 4.48 % | December 2026 | 4,000 | 4,000 |
| Franklin | Interest only | 4.93 % | January 2027 | 8,516 | 8,516 |
| Total Principal Balance (1) | | | | 359,926 | 369,612 |
| Unamortized debt issuance cost (1) | | | | (4,735) | (5,144) |
| Total Loans Payable, including Assets Held for Sale | | | | 355,191 | 364,468 |
| Less loans payable on assets held for sale, net loan amortization costs | | | | 6,540 | 4,351 |
| Total Loans Payable, net | | | | \$ 348,651 | \$ 360,117 |

(1) Includes loans payable on assets held for sale.

(2) Collateralized by LaGrange Marketplace, Ridgeland and Georgetown.

(3) Collateralized by Ladson Crossing, Lake Greenwood Crossing and South Park.

(4) Collateralized by Cardinal Plaza, Franklinton Square, and Nashville Commons.

(5) Collateralized by Clover Plaza, South Square, St. George, Waterway Plaza and Westland Square.

(6) Collateralized by Darien Shopping Center, Devine Street, Laburnum Square, Lake Murray, Litchfield Market Village, Moncks Corner, Shoppes at Myrtle Park, South Lake, St. Matthews and Village of Martinsville.

Debt Summary as of March 31, 2019 (continued)

Total Debt

\$ in 000s

| Scheduled principal repayments and maturities by year | Amount | % Total Principal Payments and Maturities |
|---|------------|---|
| For the remaining nine months ended December 31, 2019 | \$ 83,751 | 23.27 % |
| December 31, 2020 | 22,138 | 6.15 % |
| December 31, 2021 | 10,554 | 2.93 % |
| December 31, 2022 | 8,075 | 2.24 % |
| December 31, 2023 | 84,900 | 23.59 % |
| December 31, 2024 | 43,537 | 12.10 % |
| Thereafter | 106,971 | 29.72 % |
| Total principal repayments and debt maturities | \$ 359,926 | 100.00 % |

Property Summary as of March 31, 2019

| Property | Location | Number of Tenants (1) | Total Leasable Square Feet | Percentage Leased (1) | Percentage Occupied | Total SF Occupied | Annualized Base Rent (2) | Annualized Base Rent per Occupied Sq. Foot |
|-----------------------------|---------------------|-----------------------|----------------------------|-----------------------|---------------------|-------------------|--------------------------|--|
| Alex City Marketplace | Alexander City, AL | 19 | 147,791 | 100.0% | 100.0% | 147,791 | \$ 1,152,454 | \$ 7.80 |
| Amscot Building (3) | Tampa, FL | 1 | 2,500 | 100.0% | 100.0% | 2,500 | 115,849 | 46.34 |
| Beaver Ruin Village | Lilburn, GA | 26 | 74,038 | 83.1% | 83.1% | 61,501 | 1,067,303 | 17.35 |
| Beaver Ruin Village II | Lilburn, GA | 4 | 34,925 | 100.0% | 100.0% | 34,925 | 448,662 | 12.85 |
| Berkley (4) | Norfolk, VA | — | — | —% | —% | — | — | — |
| Berkley Shopping Center | Norfolk, VA | 10 | 47,945 | 42.0% | 42.0% | 20,140 | 249,430 | 12.38 |
| Brook Run Shopping Center | Richmond, VA | 19 | 147,738 | 92.1% | 92.1% | 136,102 | 1,498,354 | 11.01 |
| Brook Run Properties (4) | Richmond, VA | — | — | —% | —% | — | — | — |
| Bryan Station | Lexington, KY | 10 | 54,397 | 100.0% | 100.0% | 54,397 | 596,441 | 10.96 |
| Butler Square | Mauldin, SC | 14 | 82,400 | 94.9% | 93.2% | 76,796 | 798,932 | 10.40 |
| Cardinal Plaza | Henderson, NC | 7 | 50,000 | 94.0% | 94.0% | 47,000 | 449,600 | 9.57 |
| Chesapeake Square | Onley, VA | 13 | 108,982 | 97.8% | 97.8% | 106,582 | 805,256 | 7.56 |
| Clover Plaza | Clover, SC | 10 | 45,575 | 100.0% | 100.0% | 45,575 | 363,137 | 7.97 |
| Columbia Fire Station | Columbia, SC | 3 | 21,273 | 77.3% | 77.3% | 16,450 | 449,884 | 27.35 |
| Courtland Commons (4) | Courtland, VA | — | — | —% | —% | — | — | — |
| Conyers Crossing | Conyers, GA | 12 | 170,475 | 98.3% | 98.3% | 167,575 | 874,322 | 5.22 |
| Crockett Square | Morristown, TN | 4 | 107,122 | 100.0% | 100.0% | 107,122 | 920,322 | 8.59 |
| Cypress Shopping Center | Boiling Springs, SC | 15 | 80,435 | 37.8% | 37.8% | 30,375 | 407,147 | 13.40 |
| Darien Shopping Center | Darien, GA | 1 | 26,001 | 100.0% | 100.0% | 26,001 | 156,006 | 6.00 |
| Devine Street | Columbia, SC | 2 | 38,464 | 100.0% | 100.0% | 38,464 | 318,500 | 8.28 |
| Edenton Commons (4) | Edenton, NC | — | — | —% | —% | — | — | — |
| Folly Road | Charleston, SC | 5 | 47,794 | 100.0% | 100.0% | 47,794 | 726,968 | 15.21 |
| Forrest Gallery | Tullahoma, TN | 24 | 214,451 | 93.0% | 93.0% | 199,504 | 1,343,604 | 6.73 |
| Fort Howard Shopping Center | Rincon, GA | 18 | 113,652 | 93.6% | 93.6% | 106,320 | 944,536 | 8.88 |
| Freeway Junction | Stockbridge, GA | 15 | 156,834 | 96.2% | 96.2% | 150,874 | 1,109,829 | 7.36 |
| Franklin Village | Kittanning, PA | 28 | 151,821 | 98.7% | 98.7% | 149,821 | 1,249,361 | 8.34 |
| Franklinton Square | Franklinton, NC | 13 | 65,366 | 93.0% | 93.0% | 60,800 | 554,806 | 9.13 |
| Georgetown | Georgetown, SC | 2 | 29,572 | 100.0% | 100.0% | 29,572 | 267,215 | 9.04 |
| Grove Park | Orangeburg, SC | 15 | 106,557 | 87.5% | 87.5% | 93,265 | 738,266 | 7.92 |
| Harbor Point (4) | Grove, OK | — | — | —% | —% | — | — | — |
| Harrodsburg Marketplace | Harrodsburg, KY | 8 | 60,048 | 91.0% | 91.0% | 54,648 | 413,640 | 7.57 |
| JANAF (6) | Norfolk, VA | 117 | 810,137 | 86.0% | 84.7% | 686,213 | 7,975,729 | 11.62 |
| Laburnum Square | Richmond, VA | 20 | 109,405 | 97.5% | 97.5% | 106,705 | 965,347 | 9.05 |
| Ladson Crossing | Ladson, SC | 15 | 52,607 | 100.0% | 100.0% | 52,607 | 493,089 | 9.37 |
| LaGrange Marketplace | LaGrange, GA | 12 | 76,594 | 92.2% | 92.2% | 70,594 | 391,206 | 5.54 |
| Lake Greenwood Crossing | Greenwood, SC | 5 | 47,546 | 85.0% | 85.0% | 40,418 | 317,120 | 7.85 |
| Lake Murray | Lexington, SC | 5 | 39,218 | 100.0% | 100.0% | 39,218 | 256,162 | 6.53 |
| Litchfield Market Village | Pawleys Island, SC | 18 | 86,740 | 86.6% | 86.6% | 75,103 | 911,274 | 12.13 |
| Lumber River Village | Lumberton, NC | 11 | 66,781 | 98.2% | 98.2% | 65,581 | 446,203 | 6.80 |
| Moncks Corner | Moncks Corner, SC | 1 | 26,800 | 100.0% | 100.0% | 26,800 | 323,451 | 12.07 |
| Nashville Commons | Nashville, NC | 12 | 56,100 | 99.9% | 99.9% | 56,050 | 603,099 | 10.76 |
| New Market Crossing | Mt. Airy, NC | 13 | 117,076 | 96.0% | 96.0% | 112,368 | 982,683 | 8.75 |
| Parkway Plaza | Brunswick, GA | 4 | 52,365 | 81.7% | 81.7% | 42,785 | 347,827 | 8.13 |
| Perimeter Square | Tulsa, OK | 9 | 58,277 | 100.0% | 66.6% | 38,815 | 470,601 | 12.12 |
| Pierpont Centre | Morgantown, WV | 17 | 122,259 | 88.3% | 88.3% | 108,001 | 1,228,335 | 11.37 |
| Port Crossing | Harrisonburg, VA | 9 | 65,365 | 97.9% | 97.9% | 64,000 | 813,644 | 12.71 |
| Ridgeland | Ridgeland, SC | 1 | 20,029 | 100.0% | 100.0% | 20,029 | 140,203 | 7.00 |
| Riverbridge Shopping Center | Carrlton, GA | 11 | 91,188 | 98.5% | 98.5% | 89,788 | 689,285 | 7.68 |
| Riversedge North (5) | Virginia Beach, VA | — | — | —% | —% | — | — | — |
| Rivergate Shopping Center | Macon, GA | 31 | 201,680 | 97.5% | 97.5% | 196,719 | 2,815,747 | 14.31 |
| Sangaree Plaza | Summerville, SC | 9 | 66,948 | 100.0% | 100.0% | 66,948 | 653,127 | 9.76 |

Portfolio Summary as of March 31, 2019, (continued)

| Property | Location | Number of Tenants (1) | Total Leasable Square Feet | Percentage Leased (1) | Occupied Square Foot Percentage | Total SF Occupied | Annualized Base Rent (2) | Annualized Base Rent per Occupied Sq. Foot |
|-------------------------|-------------------------|-----------------------|----------------------------|-----------------------|---------------------------------|-------------------|--------------------------|--|
| Shoppes at Myrtle Park | Bluffton, SC | 12 | 56,601 | 76.3% | 76.3% | 43,204 | \$ 544,328 | \$ 12.60 |
| Shoppes at TJ Maxx | Richmond, VA | 16 | 93,624 | 95.9% | 95.9% | 89,815 | 1,095,141 | 12.19 |
| South Lake | Lexington, SC | 5 | 44,318 | 14.2% | 14.2% | 6,300 | 89,793 | 14.25 |
| South Park | Mullins, SC | 3 | 60,734 | 83.2% | 83.2% | 50,509 | 351,189 | 6.95 |
| South Square | Lancaster, SC | 5 | 44,350 | 74.2% | 74.2% | 32,900 | 272,005 | 8.27 |
| St. George Plaza | St. George, SC | 6 | 59,279 | 86.5% | 86.5% | 51,278 | 332,439 | 6.48 |
| St. Matthews | St. Matthews, SC | 5 | 29,015 | 87.2% | 87.2% | 25,314 | 185,580 | 7.33 |
| Sunshine Plaza | Lehigh Acres, FL | 21 | 111,189 | 96.6% | 96.6% | 107,396 | 989,586 | 9.21 |
| Surrey Plaza | Hawkinsville, GA | 2 | 42,680 | 78.5% | 78.5% | 33,500 | 211,050 | 6.30 |
| Tampa Festival | Tampa, FL | 17 | 137,987 | 63.2% | 63.2% | 87,266 | 638,468 | 7.32 |
| Tri-County Plaza | Royston, GA | 5 | 67,577 | 87.4% | 87.4% | 59,077 | 381,973 | 6.47 |
| Tulls Creek (4) | Moyock, NC | — | — | —% | —% | — | — | — |
| Twin City Commons | Batesburg-Leesville, SC | 5 | 47,680 | 100.0% | 100.0% | 47,680 | 434,093 | 9.10 |
| Village of Martinsville | Martinsville, VA | 17 | 297,950 | 95.7% | 95.7% | 285,231 | 2,199,578 | 7.71 |
| Walnut Hill Plaza | Petersburg, VA | 6 | 87,239 | 34.3% | 34.3% | 29,957 | 254,848 | 8.51 |
| Waterway Plaza | Little River, SC | 10 | 49,750 | 100.0% | 100.0% | 49,750 | 485,740 | 9.76 |
| Westland Square | West Columbia, SC | 10 | 62,735 | 80.8% | 80.8% | 50,690 | 471,686 | 9.31 |
| Winslow Plaza | Sicklerville, NJ | 17 | 40,695 | 100.0% | 94.1% | 38,295 | 602,299 | 15.73 |
| Total Portfolio | | 780 | 5,686,674 | 89.6% | 89.0% | 5,058,798 | 48,383,752 | \$ 9.56 |

(1) Reflects leases executed through April 2, 2019 that commence subsequent to the end of the current period.

(2) Annualized based rent per occupied square foot, assumes base rent as of the end of the current reporting period, excludes the impact of tenant concessions and rent abatements.

(3) We own the Amscot building, but we do not own the land underneath the buildings and instead lease the land pursuant to ground leases. As discussed in the financial statements, these ground leases require us to make annual rental payments and contain escalation clauses and renewal options.

(4) This information is not available because the property is undeveloped.

(5) This property is our corporate headquarters that we 100% occupy.

(6) Square footage is net of management office the Company occupies on premise and buildings on ground lease which the Company only leases the land.

Top Ten Tenants by Annualized Base Rent as of March 31, 2019

Total Tenants : 780

| Tenants | Annualized Base Rent (\$ in 000s) | % of Total Annualized Base Rent | Total Occupied Square Feet | Percent Total Leasable Square Foot | Base Rent Per Occupied Square Foot |
|------------------------|--------------------------------------|------------------------------------|-------------------------------|---------------------------------------|---------------------------------------|
| 1. BI-LO (1) | \$ 2,717 | 5.62 % | 380,675 | 6.69 % | \$ 7.14 |
| 2. Food Lion | 2,666 | 5.51 % | 325,576 | 5.73 % | 8.19 |
| 3. Piggly Wiggly | 1,474 | 3.05 % | 191,363 | 3.37 % | 7.70 |
| 4. Kroger | 1,324 | 2.74 % | 186,064 | 3.27 % | 7.12 |
| 5. Winn Dixie (1) | 863 | 1.78 % | 133,575 | 2.35 % | 6.46 |
| 6. Hobby Lobby | 675 | 1.40 % | 114,298 | 2.01 % | 5.91 |
| 7. Dollar Tree | 660 | 1.36 % | 87,133 | 1.53 % | 7.57 |
| 8. BJ's Wholesale Club | 594 | 1.23 % | 147,400 | 2.59 % | 4.03 |
| 9. Planet Fitness | 587 | 1.21 % | 65,972 | 1.16 % | 8.90 |
| 10. TJ Maxx | 583 | 1.20 % | 69,783 | 1.23 % | 8.35 |
| | <u>\$ 12,143</u> | <u>25.10 %</u> | <u>1,701,839</u> | <u>29.93 %</u> | <u>\$ 7.14</u> |

(1) These tenants are both owned by Southeastern Grocers.

Leasing Summary as of March 31, 2019

Total Leasable Area: 5,686,674 square feet
 Total Square Footage Occupied: 5,058,798 square feet
 Occupancy Rate: 89.0%

Lease Expiration Schedule

| Lease Expiration Period | Number of Expiring Leases | Total Expiring Square Footage | % of Total Expiring Square Footage | % of Total Occupied Square Footage Expiring | Expiring Annualized Base Rent (in 000s) | % of Total Annualized Base Rent | Expiring Base Rent Per Occupied Square Foot |
|-------------------------|---------------------------|-------------------------------|------------------------------------|---|---|---------------------------------|---|
| Available | — | 627,876 | 11.04% | —% | \$ — | —% | \$ — |
| Month-to-Month | 15 | 33,044 | 0.58% | 0.65% | 390 | 0.81% | 11.80 |
| 2019 | 103 | 294,101 | 5.17% | 5.81% | 3,437 | 7.10% | 11.69 |
| 2020 | 165 | 1,216,810 | 21.40% | 24.05% | 9,980 | 20.63% | 8.20 |
| 2021 | 140 | 705,191 | 12.40% | 13.94% | 7,114 | 14.70% | 10.09 |
| 2022 | 124 | 500,618 | 8.80% | 9.90% | 5,838 | 12.07% | 11.66 |
| 2023 | 94 | 656,006 | 11.54% | 12.97% | 6,143 | 12.70% | 9.36 |
| 2024 | 49 | 451,564 | 7.94% | 8.93% | 3,864 | 7.99% | 8.56 |
| 2025 | 18 | 307,417 | 5.41% | 6.08% | 2,823 | 5.83% | 9.18 |
| 2026 | 23 | 304,186 | 5.35% | 6.01% | 2,756 | 5.70% | 9.06 |
| 2027 | 12 | 83,850 | 1.47% | 1.66% | 1,027 | 2.12% | 12.25 |
| 2028 and thereafter | 37 | 506,011 | 8.90% | 10.00% | 5,012 | 10.35% | 9.90 |
| Total | 780 | 5,686,674 | 100.00% | 100.00% | \$ 48,384 | 100.00% | \$ 9.56 |

Leasing Summary as of March 31, 2019, (continued)

Anchor Lease Expiration Schedule ⁽¹⁾

| Lease Expiration Nine and Twelve Month Periods Ending December 31, | No Option | | | | | Option | | | | |
|--|---------------------------|----------------------------------|--|---------------------------------|------------------------------------|---------------------------|----------------------------------|--|---------------------------------|------------------------------------|
| | Number of Expiring Leases | Expiring Occupied Square Footage | Expiring Annualized Based Rent (in 000s) | % of Total Annualized Base Rent | Expiring Base Rent per Square Foot | Number of Expiring Leases | Expiring Occupied Square Footage | Expiring Annualized Based Rent (in 000s) | % of Total Annualized Base Rent | Expiring Base Rent per Square Foot |
| Available | — | 140,564 | \$ — | —% | \$ — | — | 45,600 | \$ — | —% | \$ — |
| Month-to-Month | — | — | — | —% | — | — | — | — | —% | — |
| 2019 | 1 | 21,213 | 301 | 38.89% | 14.18 | 1 | 37,500 | 296 | 1.49% | 7.88 |
| 2020 | 1 | 20,858 | 55 | 7.11% | 2.61 | 17 | 778,344 | 4,509 | 22.68% | 5.79 |
| 2021 | 2 | 43,427 | 88 | 11.37% | 2.03 | 10 | 290,769 | 2,361 | 11.88% | 8.12 |
| 2022 | — | — | — | —% | — | 4 | 148,663 | 1,149 | 5.78% | 7.73 |
| 2023 | 1 | 22,032 | 215 | 27.78% | 9.75 | 13 | 408,495 | 3,059 | 15.39% | 7.49 |
| 2024 | 1 | 32,000 | 115 | 14.85% | 3.59 | 6 | 252,259 | 1,714 | 8.62% | 6.79 |
| 2025 | — | — | — | —% | — | 6 | 256,248 | 2,122 | 10.67% | 8.28 |
| 2026 | — | — | — | —% | — | 6 | 221,755 | 1,637 | 8.23% | 7.38 |
| 2027 | — | — | — | —% | — | 1 | 24,945 | 212 | 1.07% | 8.50 |
| 2028+ | — | — | — | —% | — | 12 | 409,055 | 2,820 | 14.19% | 6.89 |
| Total | 6 | 280,094 | 774 | 100.00% | \$ 5.54 | 76 | 2,873,633 | 19,879 | 100.00% | \$ 7.03 |

(1) Anchors defined as leases occupying 20,000 square feet or more.

Non-anchor Lease Expiration Schedule

| Lease Expiration Nine and Twelve Month Periods Ending December 31, | No Option | | | | | Option | | | | |
|--|---------------------------|----------------------------------|--|---------------------------------|------------------------------------|---------------------------|----------------------------------|--|---------------------------------|------------------------------------|
| | Number of Expiring Leases | Expiring Occupied Square Footage | Expiring Annualized Based Rent (in 000s) | % of Total Annualized Base Rent | Expiring Base Rent per Square Foot | Number of Expiring Leases | Expiring Occupied Square Footage | Expiring Annualized Based Rent (in 000s) | % of Total Annualized Base Rent | Expiring Base Rent per Square Foot |
| Available | — | 441,712 | \$ — | —% | \$ — | — | — | \$ — | —% | \$ — |
| Month-to-Month | 9 | 20,947 | 240 | 2.01% | 11.48 | 6 | 12,097 | 150 | 0.95% | 12.40 |
| 2019 | 67 | 138,504 | 1,606 | 13.47% | 11.60 | 34 | 96,884 | 1,234 | 7.81% | 12.74 |
| 2020 | 101 | 261,526 | 3,233 | 27.11% | 12.36 | 46 | 156,082 | 2,183 | 13.81% | 13.99 |
| 2021 | 72 | 169,215 | 2,096 | 17.58% | 12.39 | 56 | 201,780 | 2,569 | 16.25% | 12.73 |
| 2022 | 49 | 103,206 | 1,510 | 12.66% | 14.63 | 71 | 248,749 | 3,179 | 20.11% | 12.78 |
| 2023 | 38 | 79,480 | 1,168 | 9.80% | 14.68 | 42 | 145,999 | 1,701 | 10.76% | 11.65 |
| 2024 | 21 | 44,532 | 591 | 4.96% | 13.27 | 21 | 122,773 | 1,444 | 9.14% | 11.76 |
| 2025 | 6 | 15,155 | 197 | 1.65% | 12.99 | 6 | 36,014 | 504 | 3.19% | 14.00 |
| 2026 | 6 | 14,681 | 264 | 2.21% | 17.95 | 11 | 67,750 | 855 | 5.41% | 12.62 |
| 2027 | — | — | — | —% | — | 11 | 58,905 | 815 | 5.16% | 13.84 |
| 2028+ | 12 | 50,083 | 1,019 | 8.55% | 20.35 | 13 | 46,873 | 1,173 | 7.41% | 25.03 |
| Total | 381 | 1,339,041 | 11,924 | 100.00% | \$ 13.29 | 317 | 1,193,906 | 15,807 | 100.00% | \$ 13.24 |

Leasing Summary as of March 31, 2019, (continued)

Leasing Renewals, New Leases and Expirations

| | Three Months Ended March 31, | |
|--|------------------------------|----------------|
| | 2019 | 2018 (2) |
| Renewals(1): | | |
| Leases renewed with rate increase (sq feet) | 90,858 | 93,866 |
| Leases renewed with rate decrease (sq feet) | 27,656 | 38,480 |
| Leases renewed with no rate change (sq feet) | 2,400 | 22,094 |
| Total leases renewed (sq feet) | 120,914 | 154,440 |
| Leases renewed with rate increase (count) | 19 | 17 |
| Leases renewed with rate decrease (count) | 7 | 5 |
| Leases renewed with no rate change (count) | 2 | 4 |
| Total leases renewed (count) | 28 | 26 |
| Option exercised (count) | 3 | 7 |
| Weighted average on rate increases (per sq foot) | \$ 0.71 | \$ 0.95 |
| Weighted average on rate decreases (per sq foot) | \$ (2.11) | \$ (1.86) |
| Weighted average rate on all renewals (per sq foot) | \$ 0.05 | \$ 0.13 |
| Weighted average change over prior rates | 0.63% | 1.57% |
| New Leases (1) (3): | | |
| New leases (sq feet) | 31,200 | 72,076 |
| New leases (count) | 8 | 15 |
| Weighted average rate (per sq foot) | \$ 12.77 | \$ 8.17 |
| Gross Leasable Area ("GLA") expiring during the next 9 months, including month-to-month leases | 5.75% | 8.44% |

- (1) Lease data presented for the three months ended March 31, 2019 and 2018 is based on average rate per square foot over the renewed or new lease term.
- (2) 2018 lease data adjusted to reflect average rate per square foot over the renewed or new lease term for consistency with 2019 presentation.
- (3) The Company does not include ground leases entered into for the purposes of new lease sq feet and weighted average rate (per sq foot) on new leases.

Definitions

Funds from Operations (FFO) an alternative measure of a REIT's operating performance, specifically as it relates to results of operations and liquidity. FFO is a measurement that is not in accordance with accounting principles generally accepted in the United States (GAAP). Wheeler computes FFO in accordance with standards established by the Board of Governors of NAREIT in its March 1995 White Paper (as amended in November 1999 and April 2002). As defined by NAREIT, FFO represents net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus real estate related depreciation and amortization (excluding amortization of loan origination costs) and after adjustments for unconsolidated partnerships and joint ventures.

Most industry analysts and equity REITs, including Wheeler, consider FFO to be an appropriate supplemental measure of operating performance because, by excluding gains or losses on dispositions and excluding depreciation, FFO is a helpful tool that can assist in the comparison of the operating performance of a company's real estate between periods, or as compared to different companies. Management uses FFO as a supplemental measure to conduct and evaluate the business because there are certain limitations associated with using GAAP net income alone as the primary measure of our operating performance. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time, while historically real estate values have risen or fallen with market conditions.

Adjusted FFO (AFFO) Management believes that the computation of FFO in accordance with NAREIT's definition includes certain items that are not indicative of the operating performance of the Company's real estate assets. These items include, but are not limited to, non-recurring expenses, legal settlements, acquisition costs and capital raise costs. Management uses AFFO, which is a non-GAAP financial measure, to exclude such items. Management believes that reporting AFFO in addition to FFO is a useful supplemental measure for the investment community to use when evaluating the operating performance of the Company on a comparative basis. The Company also presents Pro Forma AFFO which shows the impact of certain activities assuming they occurred at the beginning of the year.

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) another widely-recognized non-GAAP financial measure that the Company believes, when considered with financial statements prepared in accordance with GAAP, is useful to investors and lenders in understanding financial performance and providing a relevant basis for comparison among other companies, including REITs. While EBITDA should not be considered as a substitute for net income attributable to the Company's common shareholders, net operating income, cash flow from operating activities, or other income or cash flow data prepared in accordance with GAAP, the Company believes that EBITDA may provide additional information with respect to the Company's performance or ability to meet its future debt service requirements, capital expenditures and working capital requirements. The Company computes EBITDA by excluding interest expense, net loss attributable to noncontrolling interests, and depreciation and amortization, from income from continuing operations. The Company also presents Adjusted EBITDA which excludes affecting the comparability of the periods presented, including but not limited to, costs associated with acquisitions and capital related activities.

Net Operating Income (NOI)The Company believes that NOI is a useful measure of the Company's property operating performance. The Company defines NOI as property revenues (rental and other revenues) less property and related expenses (property operation and maintenance and real estate taxes). Because NOI excludes general and administrative expenses, depreciation and amortization, interest expense, interest income, provision for income taxes, gain or loss on sale or capital expenditures and leasing costs, it provides a performance measure, that when compared year over year, reflects the revenues and expenses directly associated with owning and operating commercial real estate properties and the impact to operations from trends in occupancy rates, rental rates and operating costs, providing perspective not immediately apparent from net income. The Company uses NOI to evaluate its operating performance since NOI allows the Company to evaluate the impact of factors, such as occupancy levels, lease structure, lease rates and tenant base, have on the Company's results, margins and returns. NOI should not be viewed as a measure of the Company's overall financial performance since it does not reflect general and administrative expenses, depreciation and amortization, involuntary conversion, interest expense, interest income, provision for income taxes, gain or loss on sale or disposition of assets, and the level of capital expenditures and leasing costs necessary to maintain the operating performance of the Company's properties. Other REITs may use different methodologies for calculating NOI, and accordingly, the Company's NOI may not be comparable to that of other REITs.

Wheeler Real Estate Investment Trust, Inc. (NASDAQ: WHLR) First Quarter 2019 Prepared Remarks

Fellow Shareholders:

Over the last several quarters we have conducted quarterly earnings calls to provide an open and transparent exchange of information. In lieu of an earnings call this quarter, we are opting to provide you with this prepared statement that will provide an overview of the quarter and a summary of what we typically disclose on our quarterly calls in conjunction with our earnings press release and supplemental package.

For added convenience, we have also provided a frequently asked questions (FAQs) section to address specific questions.

FIRST QUARTER 2019 HIGHLIGHTS

During the quarter, we remained diligent and continued to work to implement a business strategy that retains the attributes of our core real estate portfolio, strengthens our capital structure and helps us reach our stated goals. A year ago, we stated that we would reduce our debt, cut operating expenses, including General & Administrative (G&A) expenses, and sell non-strategic real estate assets, while preserving the underlying cash flow of our income producing real estate portfolio. We believe that we are delivering on those stated initiatives:

EXPENSES

- General & Administrative (G&A) expenses have been reduced by 27.7% compared to last year at this time; and
- Total Operating Expenses have declined by 15.3% compared to last year.

LEASING ACTIVITY

- At our JANAF location, Aldi has begun the preliminary stages to build a 10,100 square foot neighborhood grocery store through a ground up development project that will include the demolition of the former Uptown Buffett outparcel building. Construction commences during the second quarter of this year with an estimated delivery date during the fourth quarter 2019.
- Planet Fitness has signed a ground lease and begun construction on a 30,000 square foot fitness center to be constructed in the parking field at Freeway Junction in Stockbridge, Georgia. We anticipate the tenant to be operating in the fourth quarter of 2019.
- Currently we have thirteen leases that have been executed but have not yet begun to pay rent. The majority of these leases will begin generating rent in the second and third quarters of 2019. In total, these leases will generate \$682k in ABR.

DISPOSITIONS

- Over the last ten months we have generated gross proceeds of \$19 million from non-strategic asset sales, including land sales, that have generated total gains of \$4.2 million at a weighted average disposition capitalization rate of 7.97%.
- In addition, we are under contract to sell Perimeter Square, a 58,277 square foot shopping center located in Tulsa, Oklahoma, which is 100% occupied. This transaction is due to close on or before June 30, 2019. Proceeds will pay off \$6.5 million of property level debt and further reduce the Key Bank credit facility.

DEBT

- We have reduced our total debt to \$359.9 million compared to \$379.1 million at March 31, 2018.
- Using proceeds from asset sales and operating capital, we paid off our Revere loan;
- Reduced the balance on our Senior Convertible Notes to approximately \$450,000; and

Wheeler Real Estate Investment Trust, Inc. (NASDAQ: WHLR)
First Quarter 2019 Prepared Remarks

- Reduced the Key Bank line by \$1.85 million. Since we are not acquiring any new real estate assets, we thought it prudent to reduce the amount on our line of credit by the end of the year. More details on this strategy are in the frequently asked questions below:

FAQs

Please refer to our earnings press release for additional detail on the First Quarter 2019 operating results.

Q: What is the rationale behind paying down your line of credit with Key Bank?

*A: Our Key Bank credit facility was intended to be a capital source for acquisition activity. Certainly, the line was a tremendous benefit when acquiring the AC Portfolio, Village of Martinsville and Laburnum Square in 2016, but it was never intended to be a long-term debt instrument. As we stated last year, we are **not** acquiring new assets at this time. We see an opportunity to strengthen our balance sheet and reduce debt costs by converting the floating LIBOR-plus rate to lower fixed rate long term debt. We plan to pay down the line of credit through a combination of refinancings, dispositions, and operating cash. As part of this plan, Key Bank has agreed to: remove the minimum balance requirement; eliminate the Borrowing Base Availability calculation thereby clearing the "Overadvance" and replacing it with a debt service coverage ratio measure; and approve the immediate refinance of Martinsville and Laburnum Square shopping centers, representing approximately \$23 million of the current approximate \$50m balance. Our ability to extend the line later this year has not been altered by this paydown plan. We appreciate Key Bank's cooperation in working with us and we look forward to continuing our relationship going forward.*

Q: When does the Company plan on paying dividends again on its common and preferred shares?

*A: **Common Dividends** have been suspended until further notice. The Board, along with the Executive Management Team assess this every quarter. However, until the Company is able to pay a sustainable dividend, we find it prudent not to pay a common dividend at this time.*

*At March 31, 2019, the Company had accumulated undeclared dividends of approximately \$6.5 million to holders of shares of our **Series A Preferred Stock, Series B Preferred Stock, and Series D Preferred Stock** of which \$3.5 million is attributable to the three months ended March 31, 2019.*

*The **Series A, B and D dividends** are contractually cumulative. Currently, it has been the Board's decision to suspend both the preferred and the common dividends and is reassessing this decision on a quarterly basis.*

Q: What is the status of WHLR's strategic alternatives?

A: The Company continues to review with its advisors a variety of options and will keep our shareholders apprised of any new developments within due course.

Wheeler Real Estate Investment Trust, Inc. (NASDAQ: WHLR)
First Quarter 2019 Prepared Remarks

Q: Why did same-store NOI decline during the quarter?

A: Our same store results were impacted by a 4.68% decrease in our same property revenues resulting from the rent modifications to certain Southeastern Grocers (SEG) leases, reduced rent at the three SEG recaptured and backfilled locations, incremental vacancies as well as the impact from properties that were sold during the year. Currently, we have 13 leases that are executed but have not begun to pay rent. We anticipate these leases contributing \$682 thousand annually when fully realized.

Q: How many more assets are either held for sale, or have been identified for potential sale?

A: We believe that we have sold, or in the process of selling any assets that no longer meet our strategic investment focus. However, we continue to regularly assess our portfolio and look for ways to create value.

Q: Can you provide more updates as you progress on these stated goals?

A: It has been our goal to operate with as much transparency as practicable, therefore, we will issue press releases in addition to our quarterly disclosures and SEC filings as appropriate.

As always, we appreciate your patience and support. Thank you.

Sincerely,

/s/ David Kelly

David Kelly

Chief Executive Officer

FORWARD-LOOKING STATEMENTS

This statement may contain “forward-looking” statements as defined in the Private Securities Litigation Reform Act of 1995. When the Company uses words such as “may,” “will,” “intend,” “should,” “believe,” “expect,” “anticipate,” “project,” “estimate” or similar expressions that do not relate solely to historical matters, it is making forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause the actual results to differ materially from the Company’s expectations discussed in the forward-looking statements. The Company’s expected results may not be achieved, and actual results may differ materially from expectations. Specifically, the Company’s statements regarding: 1) its ability to reduce debt, cut operating expenses including General & Administrative (G&A) expenses, and sell non-strategic real estate assets, while preserving the underlying cash flow of its income producing real estate portfolio; 2) the construction and completion of ALDI at the JANAF location; 3) the construction and operation of Planet Fitness at Freeway Junction; 4) the generation of rent in the second and third quarters of 2019 from 13 leases and the expected \$682k in ABR from these leases; 5) the completion of the sale of Perimeter Square and the ability to use the proceeds from the sale to pay off \$6.5 million of property level debt and further reduce the Key Bank credit facility; 6) its ability to strengthen its balance sheet and reduce debt costs by converting the floating LIBOR-plus rate to lower fixed

Wheeler Real Estate Investment Trust, Inc. (NASDAQ: WHLR)
First Quarter 2019 Prepared Remarks

rate long term debt under the Key Bank credit facility; 7) the Company's ability to pay down the Key Bank line of credit through a combination of refinancings, dispositions, and operating cash; 8) the Company's ability to extend the Key Bank line of credit; 9) the Company's ability to resume paying dividends on its common and preferred stock; 10) the successful implementation of any strategic initiatives; and 11) the creation of value from dispositions are forward looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. Additional factors are discussed in the Company's filings with the U.S. Securities and Exchange Commission, which are available for review at www.sec.gov. The Company undertakes no obligation to publicly