

**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 6, 2024**

**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**  
(Exact name of registrant as specified in its charter)

<b>Maryland</b> (State or other jurisdiction of incorporation or organization)	<b>001-35713</b> (Commission File Number)	<b>45-2681082</b> (IRS Employer Identification No.)
<b>2529 Virginia Beach Blvd. Virginia Beach, VA</b> (Address of principal executive offices)		<b>23452</b> (Zip code)

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 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.

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.01 par value per share	WHLR	Nasdaq Capital Market
Series B Convertible Preferred Stock	WHLRP	Nasdaq Capital Market
Series D Cumulative Convertible Preferred Stock	WHLRD	Nasdaq Capital Market
7.00% Subordinated Convertible Notes due 2031	WHLRL	Nasdaq Capital Market

## **Item 2.02 Results of Operations and Financial Condition.**

On May 6, 2024, Wheeler Real Estate Investment Trust, Inc. (the "Company") issued a press release announcing that it had reported its financial and operating results for the three months ended March 31, 2024. A copy of the Company's press release is hereby furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" with the Securities and Exchange Commission ("SEC") nor incorporated by reference in any registration statement filed by the Company under the Securities Act of 1933, as amended (the "Securities Act"), unless specified otherwise.

## **Item 7.01 Regulation FD Disclosure**

On May 6, 2024, the Company made publicly available certain supplemental financial information for the three months ended March 31, 2024 on its investor relations website, <https://ir.whlr.us/>.

This supplemental financial information is hereby furnished as Exhibit 99.2 to this Current Report on Form 8-K. The information contained in this Current Report on Form 8-K, including Exhibit 99.2, shall not be deemed "filed" with the SEC nor incorporated by reference in any registration statement filed by the Company under the Securities Act unless specified otherwise. The information found on, or otherwise accessible through, the Company's website is not incorporated into, and does not form a part of, this Current Report on Form 8-K or any other report or document the Company files with or furnishes to the SEC.

## **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are included with this Report:

### **Exhibit No.**

- |      |  |
|------|--|
| 99.1 | <a href="#">Press release, dated May 6, 2024</a>   |
| 99.2 | <a href="#">Supplemental financial information for the three months ended March 31, 2024</a> |
| 104  | Cover Page Interactive Data File (embedded within the Inline XBRL document)                  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

By:           /s/ M. Andrew Franklin            
Name: M. Andrew Franklin  
Title: Chief Executive Officer and President

Dated: May 6, 2024



**WHEELER REAL ESTATE INVESTMENT TRUST, INC.  
ANNOUNCES THE RELEASE OF ITS  
FIRST QUARTER 2024 FINANCIAL AND OPERATING RESULTS**

VIRGINIA BEACH, VA – May 6, 2024 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) announced today that it has reported its financial and operating results for the three months ended March 31, 2024 on Form 10-Q. In addition, the Company has posted supplemental information to its website regarding Wheeler Real Estate Investment Trust's financial and operating results for the three months ended March 31, 2024. Both the Form 10-Q and the supplemental information can be accessed by visiting the Investor Relations website at <https://ir.whlr.us/>.

**Contact**

Investor Relations: (757) 627-9088

**ABOUT WHEELER REAL ESTATE INVESTMENT TRUST, INC.**

Headquartered in Virginia Beach, Virginia, Wheeler Real Estate Investment Trust, Inc. is a fully integrated, self-managed commercial real estate investment trust (REIT) focused on owning and operating income-producing retail properties with a primary focus on grocery-anchored centers. For more information on the Company, please visit [www.whlr.us](http://www.whlr.us).

# 2024

Quarter Ended  
March 31, 2024

## WHLR REAL ESTATE INVESTMENT TRUST SUPPLEMENTAL FINANCIAL INFORMATION

Litchfield Market Village  
Pawleys Island, SC



Parkway Plaza  
Brunswick, GA



Lagrange Marketplace  
Lagrange, GA



Pine Grove  
Browns Mills, NJ



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## Cautionary Note on Forward-Looking Statements

This document contains forward-looking statements that are within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such statements are intended to be covered by the safe harbor. When used in this presentation, the words "continue," "may," "approximately," "potentially," or similar expressions, are intended to identify forward-looking statements. These forward-looking statements 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: the use of and demand for retail space; general and economic business conditions, including those affecting the ability of individuals to spend in retail shopping centers and/or the rate and other terms on which we are able to lease our properties; the loss or bankruptcy of the Company's tenants; the state of the U.S. economy generally, or specifically in the Mid-Atlantic, Southeast and Northeast where our properties are geographically concentrated; consumer spending and confidence trends; availability, terms and deployment of capital; substantial dilution of our common stock, par value \$0.01 ("Common Stock") and steep decline in its market value resulting from the exercise by the holders of our Series D Cumulative Convertible Preferred Stock (the "Series D Preferred Stock") of their redemption rights and downward adjustment of the conversion price on our outstanding 7.00% Subordinated Convertible Notes due 2031 (the "Convertible Notes"), each of which has already occurred and is anticipated to continue; our ability to register sufficient shares of our Common Stock to cover redemptions of all Series D Preferred Stock tendered to us by the holders thereof; the degree and nature of our competition; changes in governmental regulations, accounting rules, tax rates and similar matters; adverse economic or real estate developments in our markets of the Mid-Atlantic, Southeast and Northeast; the ability and willingness of the Company's tenants and other third parties to satisfy their obligations under their respective contractual arrangements with the Company; the ability and willingness of the Company's tenants to renew their leases with the Company upon expiration; the Company's ability to re-lease its properties on the same or better terms in the event of non-renewal or in the event the Company exercises its right to replace an existing tenant, and obligations the Company may incur in connection with the replacement of an existing tenant; litigation risks; the risk that shareholder litigation in connection with the Cedar Acquisition (as defined herein) and as recently filed by one of the Company's shareholders, Daniel Khoshaba, may result in significant costs of defense, indemnification and liability, and divert management's attention away from running our business; financing risks, such as the Company's inability to obtain new financing or refinancing on favorable terms as the result of market

volatility or instability and increases in the Company's borrowing costs as a result of changes in interest rates and other factors; the impact of the Company's leverage on operating performance; our ability to successfully execute strategic or necessary asset acquisitions and divestitures; risks related to the market for retail space generally, including reductions in consumer spending, variability in retailer demand for leased space, adverse impact of e-commerce, ongoing consolidation in the retail sector and changes in economic conditions and consumer confidence; risks endemic to real estate and the real estate industry generally; the adverse effect any future pandemic, endemic or outbreak of infectious diseases, and mitigation efforts, including government-imposed lockdowns, to control their spread; risks to our information systems - or those of our tenants or vendors - from service interruption, misappropriation of data, breaches of security or information technology, or other cyber-related attacks; competitive risks; risks related to the geographic concentration of the Company's properties in the Mid-Atlantic, Southeast and Northeast; the Company's ability to regain compliance with the listing standards of the Nasdaq Capital Market ("Nasdaq") and maintain its listing thereon; the effects on the trading market of our Common Stock of the August 2023 one-for-ten reverse stock split of our Common Stock (which we refer to as the "Reverse Stock Split") and any reverse stock splits the Company may effect in the future; damage to the Company's properties from catastrophic weather and other natural events, and the physical effects of climate change; the risk that an uninsured loss on the Company's properties or a loss that exceeds the limits of the Company's insurance policies could subject the Company to lost capital or revenue on those properties; the risk that continued increases in the cost of necessary insurance could negatively impact the Company's profitability; the Company's ability and willingness to maintain its qualification as a real estate investment trust ("REIT") in light of economic, market, legal, tax and other considerations; the ability of our operating partnership, Wheeler REIT, L.P., and each of our other partnerships and limited liability companies to be classified as partnerships or disregarded entities for federal income tax purposes; the impact of e-commerce on our tenants' business; and the inability to generate sufficient cash flows due to market conditions, competition, uninsured losses, changes in tax or other applicable laws.

The forward-looking statements contained in this document are based on our current expectations and beliefs concerning future developments and their potential effects on the Company. For a description of the risks and uncertainties that could impact the Company's future results, performance or transactions, see the reports filed by the Company with the Securities and Exchange Commission, including its quarterly reports on Form 10-Q and annual reports on Form 10-K. There can be no assurance that future developments affecting the Company will be those that the Company has anticipated. Except for ongoing obligations to disclose material information as required by the federal securities laws, the Company undertakes no obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. All of the above factors are difficult to predict, contain uncertainties that may materially affect the Company's actual results and may be beyond the Company's control. New factors emerge from time to time, and it is not possible for the Company's management to predict all such factors or to assess the effects of each factor on the Company's business. Accordingly, there can be no assurance that the Company's current expectations will be realized.

## Glossary of Terms

Term	Definition
Adjusted FFO ("AFFO")	We believe the computation of FFO in accordance with Nareit's definition includes certain items that are not indicative of the results provided by our operating portfolio and affect the comparability of our period-over-period performance. These items include, but are not limited to, legal settlements, non-cash share-based compensation expense, non-cash amortization on loans and acquisition costs. Therefore, in addition to FFO, management uses Adjusted FFO ("AFFO"), a non-GAAP measure, for REITs., which we define to exclude such items. Management believes that these adjustments are appropriate in determining AFFO as they are not indicative of the operating performance of our assets. In addition, we believe that AFFO is a useful supplemental measure for the investing community to use in comparing us to other REITs as many REITs provide some form of adjusted or modified FFO. However, there can be no assurance that AFFO presented by us is comparable to the adjusted or modified FFO of other REITs.
Anchor	Lease occupying 20,000 square feet or more.
Annualized Base Rent ("ABR")	Monthly base rent on occupied space as of the end of the current reporting period multiplied by twelve months excluding the impact of tenant concessions and rent abatements.

Term	Definition
Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA")	A 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 stockholders, 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, depreciation and amortization and impairment of long-lived assets and notes receivable, from income from continuing operations. The Company also presents Adjusted EBITDA which excludes items affecting the comparability of the periods presented, including but not limited to, costs associated with acquisitions and capital related activities.
Funds from Operations ("FFO")	We use funds from operations ("FFO"), a non-GAAP measure, as an alternative measure of our operating performance, specifically as it relates to results of operations and liquidity. We compute FFO in accordance with standards established by the Board of Governors of Nareit in its March 1995 White Paper (as amended in November 1999, April 2002 and December 2018). 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), plus impairment of real estate related long-lived assets and after adjustments for unconsolidated partnerships and joint ventures. Most industry analysts and equity REITs, including us, 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 our 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. Accordingly, we believe FFO provides a valuable alternative measurement tool to GAAP when presenting our operating results.
Gross Leasable Area ("GLA")	The total amount of leasable space in an investment property.
Ground Lease	A signed lease agreement in which a lessee has contractual rights to the property during the lease period.
Leased Rate / % Leased	The space committed to lessee under a signed lease agreement as a percentage of gross leasable area executed through March 31, 2024.
Local Tenant	Tenant with presence in one state with 10 or less locations.
National / Regional Tenant	Tenant with presence in multiple states or single state presence with more than 10 locations
Occupancy Rate / % Occupied	The space delivered to a tenant under a signed lease agreement as a percentage of gross leasable area through March 31, 2024.
<b>Rent Spread:</b>	
New Rent Spread	Weighted average change over the gross value of the new lease, annualized per square foot, compared to the annualized base rent per square foot of the prior tenant.
Renewal Rent Spread	Weighted average change over the gross value of the renewed lease, annualized per square foot, compared to the annualized base rent per square foot of the prior rate.
Same-Property	Properties owned during all periods presented herein.



Term	Definition
Same-Property Net Operating Income ("Same-Property NOI")	<p>Same-Property net operating income ("Same-Property NOI") is a widely-used non-GAAP financial measure for REITs. The Company believes that Same-Property NOI is a useful measure of the Company's property operating performance. The Company defines Same-Property NOI as property revenues (rental and other revenues) less property and related expenses (property operation and maintenance and real estate taxes). Because Same-Property 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 and impairment charges, 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 Same-Property NOI to evaluate its operating performance since Same-Property 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. Properties are included in Same-Property NOI if they are owned and operated for the entirety of both periods being compared. Consistent with the capital treatment of such costs under GAAP, tenant improvements, leasing commissions and other direct leasing costs are excluded from Same-Property NOI.</p> <p>The most directly comparable GAAP financial measure is consolidated operating income. Same-Property NOI should not be considered as an alternative to consolidated operating income prepared in accordance with GAAP or as a measure of liquidity. Further, Same-Property NOI is a measure for which there is no standard industry definition and, as such, it is not consistently defined or reported on among the Company's peers, and thus may not provide an adequate basis for comparison among REITs.</p>
SOFR	Secured Overnight Financing Rate
Undeveloped Property	Vacant land without GLA.

# Company Overview

Headquartered in Virginia Beach, Virginia, Wheeler Real Estate Investment Trust, Inc. (Nasdaq: WHLR) is a fully-integrated, self-managed commercial real estate investment company focused on owning, leasing and operating income-producing retail properties with a primary focus on grocery-anchored centers. WHLR's portfolio contains well-located, potentially dominant retail properties in secondary and tertiary markets that generate attractive, risk-adjusted returns. WHLR's common stock, Series B convertible preferred stock, Series D cumulative convertible preferred stock, and 7% Subordinated Convertible Notes due 2031 ("Convertible Notes") trade publicly on Nasdaq under the symbols "WHLR", "WHLRP", "WHLRD", and "WHLRL", respectively.

Cedar Realty Trust, Inc. ("CDR" or "Cedar") is a subsidiary of WHLR. CDR's 7-1/4% Series B cumulative redeemable preferred stock ("CDR Series B Preferred") and 6-1/2% Series C cumulative redeemable preferred stock ("CDR Series C Preferred") trade publicly on the New York Stock Exchange ("NYSE") under the symbols "CDRpB" and "CDRpC", respectively and represent a noncontrolling interest to WHLR.

Accordingly, the use of the word "Company" refers to WHLR and its consolidated subsidiaries, which includes Cedar, except where the context otherwise requires.

## Corporate Headquarters

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Wheeler Real Estate Investment Trust, Inc.

2529 Virginia Beach Boulevard  
Virginia Beach, VA 23452

Phone: (757) 627-9088

Toll Free: (866) 203-4864

Website: [www.whlr.us](http://www.whlr.us)

## Executive Management

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M. Andrew Franklin - CEO and President

Crystal Plum - CFO



### Board of Directors

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Stefani D. Carter (Chair)

E.J. Borrack

Kerry G. Campbell

Robert Brady

Megan Parisi

Dennis Pollack

Joseph D. Stilwell



### Board of Directors

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Kerry G. Campbell (Chair)

E.J. Borrack

M. Andrew Franklin

Crystal Plum

Paula Poskon

## Stock Transfer Agent and Registrar

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Computershare Trust Company, N.A.

150 Royall Street, Suite 101

Canton, MA 02021

[www.computershare.com](http://www.computershare.com)

## Stock Transfer Agent and Registrar

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Equiniti Trust Company, LLC

6201 15th Ave

Brooklyn, NY 11219

<https://equiniti.com/us/ast-access>

## Investor Relations Representative

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[investorrelations@whlr.us](mailto:investorrelations@whlr.us)

Office: (757) 627-9088

# Financial and Portfolio Overview

All per share amounts, OP units and shares outstanding, warrants, and conversion features of the Convertible Notes for all periods presented reflect our one-for-ten reverse stock split (the "Reverse Stock Split"), which was effective August 17, 2023.

For the Three Months Ended March 31, 2024 (consolidated amounts unless otherwise noted)

## Financial Results

Net loss attributable to Wheeler REIT common stockholders (in 000s)	\$	(10,749)
Net loss per basic and diluted shares	\$	(0.17)
FFO available to common stockholders and Operating Partnership (OP) unitholders (in 000s)	\$	(4,116)
FFO per common share and OP unit	\$	(0.07)
AFFO (in 000s)	\$	205
AFFO per common share and OP unit	\$	—

## Assets and Leverage

Investment Properties, net of \$99.2 million accumulated depreciation (in 000s)	\$	544,101
Cash and Cash Equivalents (in 000s)	\$	17,732
Total Assets (in 000s)	\$	667,614
Total Debt (in 000s)	\$	497,013
Debt to Total Assets		74.45 %
Debt to Gross Asset Value		64.16 %

## Market Capitalization

Common shares outstanding	68,023,718
OP units outstanding	13,323
Total common shares and OP units	68,037,041

Ticker	Shares Outstanding at March 31, 2024	First Quarter stock price range	Stock Price at March 31, 2024
WHLR	68,023,718	\$0.15-\$0.33	\$ 0.16
WHLRP	3,379,142	\$1.11-\$1.94	\$ 1.62
WHLRD	2,505,897	\$13.00-\$15.82	\$ 15.11
CDRpB	1,450,000	\$12.74-\$17.50	\$ 16.12
CDRpC	5,000,000	\$11.30-\$14.03	\$ 12.62
Common Stock market capitalization (in 000s)			\$ 10,884



## Portfolio Summary

GLA in sq. ft.	5,309,936	2,832,141
Occupancy Rate	94.3 %	85.3 %
Leased Rate	95.7 %	89.5 %
Annualized Base Rent (in 000s)	\$ 50,608	\$ 25,585
Total number of leases signed or renewed	38	7
Total sq. ft. leases signed or renewed	117,264	47,972

# Financial and Operating Results

Today, WHLR reported its financial and operating results for the three months ended March 31, 2024. For the three months ended March 31, 2024 and 2023, WHLR's net loss attributable to WHLR's common stock, \$0.01 par value per share ("Common Stock") stockholders was \$(0.17) per share and \$(5.48) per share, respectively.

## **2024 FIRST QUARTER HIGHLIGHTS**

*(All comparisons are to the same prior year period unless otherwise noted)*

### **LEASING**

- The Company's real estate portfolio was 91.2% occupied, a 10 basis point increase from 91.1%.
- The Company's real estate portfolio was 93.5% leased, a 70 basis point increase from 92.8%.
- The Company's real estate portfolio includes 36 properties that are 100% leased.
- WHLR Quarter-To-Date Leasing Activity
  - Executed 28 lease renewals totaling 94,915 square feet at a weighted average increase of \$0.85 per square foot, representing an increase of 7.62% over in-place rental rates.
  - Signed 10 new leases totaling 22,349 square feet with a weighted average rental rate of \$11.87 per square foot, representing a new rent spread of 19.2%.
  - The new rent spread for 2023 was 74.9%, which included splitting a 35,086 square foot unit for an apparel tenant into two separate units, a Burlington Stores and Five Below at our JANAF shopping center.
  - The WHLR portfolio, excluding Cedar was 94.3% occupied, a 20 basis point decrease from 94.5%.
  - The WHLR portfolio, excluding Cedar was 95.7% leased, a 10 basis point decrease from 95.8%.
- CDR Quarter-To-Date Leasing Activity
  - Executed 3 lease renewals totaling 32,267 square feet at a weighted average increase of \$0.61 per square foot, representing an increase of 3.07% over in-place rental rates.
  - Signed 4 new leases totaling 15,705 square feet with a weighted average rental rate of \$16.58 per square foot, representing a new rent spread of (12.5%).
  - The new rent spread for 2023 was 75.3%
  - The Cedar portfolio was 85.3% occupied, a 50 basis point increase from 84.8%.
  - The Cedar portfolio was 89.5% leased, a 230 basis point increase from 87.2%
- The Company's GLA, which is subject to leases that expire over the next nine months and includes month-to-month leases, increased to approximately 5.8%, compared to 5.0%. At March 31, 2024, 43.4% of this expiring GLA is subject to renewal options (a lease expiration schedule can be found on page 21 and provides additional details on the Company's leases).

### **OPERATIONS**

- Total revenue of \$25.9 million decreased by 0.7% or \$0.2 million, primarily a result of:
  - \$0.5 million decrease in market lease amortization; and
  - \$0.2 million decrease in non-property revenue; partially offset by
  - \$0.3 million increase in base rent; and
  - \$0.2 million increase in tenant reimbursements.
- Total operating expenses of \$18.4 million decreased by 5.6% or \$1.1 million, primarily a result of:
  - \$0.9 million decrease in depreciation and amortization primarily as a result of the purchase price allocation of lease intangibles due to the timing of the Cedar Acquisition;
  - \$0.3 million decrease in corporate general and administrative expenses primarily as a result of (1) a decrease of \$0.2 million in legal fees due to bringing certain legal services in-house and (2) a decrease of \$0.1 million in agent commissions; and
  - \$0.1 million decrease in marketing expense for non-recurring rebrand signage due to the Cedar Acquisition; partially offset by
  - \$0.2 million increase in insurance.

### **FINANCIAL**

- FFO was \$(4.1) million, or \$(0.07) per share of the Company's Common Stock and OP units in our operating partnership, Wheeler REIT, L.P., as compared to FFO of \$2.3 million, or \$2.27 per share.
- AFFO was \$0.0 per share of the Company's Common Stock and OP Units in our operating partnership, Wheeler REIT, L.P., as compared to \$(1.07) per share.

### **SAME-PROPERTY NET OPERATING INCOME**

- Same-Property NOI increased by 2.72% or \$0.4 million. Same-Property NOI was impacted by:
  - \$0.5 million increase in property revenue; partially offset by
  - \$0.1 million increase in property expense.

## **CAPITAL MARKETS**

- On February 29, 2024, the Company entered into a revolving credit agreement with KeyBank National Association to draw up to \$9.5 million (the "Cedar Revolving Credit Agreement"). The interest rate under the Cedar Revolving Credit Agreement is the daily SOFR, plus applicable margins of 0.10% plus 2.75%. Interest payments are due monthly, and any outstanding principal is due at maturity on February 28, 2025. The Cedar Revolving Credit Agreement may be extended, at the Company's option, for up to two additional three-month periods, subject to customary conditions. The Cedar Revolving Credit Agreement is collateralized by 6 properties, consisting of Carl's Corner, Fieldstone Marketplace, Oakland Commons, Kings Plaza, Oregon Avenue and South Philadelphia, and proceeds will be used for capital expenditures and tenant improvements for such properties.
- On March 28, 2024, the Company received \$1.0 million of \$2.5 million in deferred loan proceeds under the Timpany Plaza Loan Agreement following the Company's satisfaction of certain lease-related contingencies. The Company anticipates receiving the \$1.5 million balance of the deferred loan proceeds upon the satisfaction of certain other lease-related contingencies.
- On January 17, 2024, the Company paid down \$0.6 million of the Convertible Notes through an open market purchase of 23,280 units at a total purchase price of \$1.3 million. As a result of these transactions the Company recognized a \$0.7 million loss included in non-operating expenses.
- As of March 31, 2024, the Conversion Price for the Convertible Notes was approximately \$0.12 per share of the Company's Common Stock (approximately 209.84 shares of Common Stock for each \$25.00 of principal amount of the Convertible Notes being converted).
- Recognized a non-operating loss of \$5.5 million in net changes in fair value of derivative liabilities, primarily due to adjustments in valuation assumptions associated with the embedded derivatives within the Convertible Notes.
- Assets held for sale, total \$24.1 million, and include South Philadelphia, located in Philadelphia, Pennsylvania, as the Company has committed to a plan to sell components of the property.
- Interest expense was \$7.4 million and \$6.5 million for the three months ended March 31, 2024 and 2023, respectively, representing an increase of 14.3%. The increase in property debt interest was \$0.8 million, which includes (1) an increase of \$0.6 million due to an increase in the overall average interest rate and (2) an increase of \$0.2 million in the average principal balance. See page 17 for further details.
- Loans payable increased \$1.4 million compared to December 31, 2023 and were impacted by:
  - \$1.4 million increase from the Cedar Revolving Credit Agreement;
  - \$1.0 million increase from the Timpany Plaza loan agreement draw; offset by
  - \$0.6 million repurchase of debt securities; and
  - \$0.4 million monthly principal payments.

## **OTHER**

- The Company recognized non-operating expenses of \$0.7 million, which primarily consisted of capital structure costs to repurchase Convertible Notes.
- On December 7, 2023, the Company received a letter from the listing qualifications staff of Nasdaq notifying the Company that based on the Common Stock's bid price closing below \$1.00 per share for 30 consecutive business days, the Company no longer complied with Nasdaq's bid price rule and that it had a 180-day compliance period until June 4, 2024 to regain compliance.

## **BALANCE SHEET**

- Cash and cash equivalents totaled \$17.7 million, compared to \$18.4 million at December 31, 2023.
- Restricted cash totaled \$20.8 million, compared to \$21.4 million at December 31, 2023. The funds at March 31, 2024 are held in lender reserves primarily for the purpose of tenant improvements, lease commissions, real estate taxes and insurance expenses.
- Debt totaled \$497.0 million, compared to \$495.6 million at December 31, 2023.
- The Company's weighted average interest rate on property level debt, excluding Cedar, was 5.20% with a term of 7.7 years, compared to 5.20% with a term of 8.0 years at December 31, 2023. The weighted average interest rate on all debt was 5.43% with a term of 7.9 years, compared to 5.42% with a term of 8.2 years at December 31, 2023.
- Real estate, net of assets held for sale totaled \$544.1 million compared to \$565.1 million as of December 31, 2023.
- The Company invested \$4.1 million in tenant improvements and capital expenditures into the properties.

## **DIVIDENDS**

- Total cumulative dividends in arrears for WHLR's Series D Preferred Stock were \$33.3 million or \$13.28 per share as of March 31, 2024.
- On January 23, 2024, the Company announced, Cedar's Board of Directors declared a dividend of \$0.453125 and \$0.406250 per share with respect to the Cedar's Series B Preferred Stock and Series C Preferred Stock, respectively. The dividends were paid on February 20, 2024 to shareholders of record on February 9, 2024.
- On April 22, 2024, the Company announced, Cedar's Board of Directors declared a dividend of \$0.453125 and \$0.406250 per share with respect to the Cedar's Series B Preferred Stock and Series C Preferred Stock, respectively. The dividends are payable on May 20, 2024 to shareholders of record on May 10, 2024.

## **SERIES D PREFERRED STOCK - REDEEMABLE PREFERRED STOCK**

- At March 31, 2024 and December 31 2023, the Company had 2,505,897 and 2,590,458 issued shares, respectively and 6,000,000 authorized shares of Series D Preferred Stock, without par value with a \$25.00 liquidation preference per share, or \$95.9 million and \$97.1 million in aggregate liquidation value, respectively.
- During the three months ended March 31, 2024, the Company processed redemptions for an aggregate of 84,561 shares of Series D Preferred Stock from the holders thereof. Accordingly, the Company issued 14,253,931 shares of Common Stock in settlement of an aggregate Redemption Price of approximately \$3.2 million.
- The value of the Common Stock issued to holders redeeming their Series D Preferred Stock is the volume weighted average price per share of our Common Stock for the ten consecutive trading days immediately preceding, but not including, the Holder Redemption Date as reported on Nasdaq (the "VWAP"). As of March 31, 2024, the Company has realized a gain of \$0.2 million in the aggregate due to the closing price of the Common Stock on the last VWAP date differing from the VWAP used to calculate the shares issued in each redemption round.

## **ADDITIONAL INFORMATION**

The enclosed information should be read in conjunction with the Company's filings with the Securities and Exchange Commission, including, but not limited to, its quarterly and annual filings on Forms 10-Q and 10-K. These documents are or will be available upon filing via the U.S. Securities and Exchange Commission website ([www.sec.gov](http://www.sec.gov)) or through WHLR's website at [www.whlr.us](http://www.whlr.us).



# Consolidated Balance Sheets

\$ in 000s, except par value and share data

	March 31, 2024 (unaudited)	December 31, 2023
<b>ASSETS:</b>		
<b>Real estate:</b>		
Land and land improvements	\$ 138,867	\$ 149,908
Buildings and improvements	504,439	510,812
	643,306	660,720
Less accumulated depreciation	(99,205)	(95,598)
Real estate, net	544,101	565,122
Cash and cash equivalents	17,732	18,404
Restricted cash	20,782	21,403
Receivables, net	11,733	13,126
Investment securities - related party	10,579	10,685
Assets held for sale	24,101	—
Above market lease intangibles, net	1,909	2,114
Operating lease right-of-use assets	9,397	9,450
Deferred costs and other assets, net	27,280	28,028
<b>Total Assets</b>	<b>\$ 667,614</b>	<b>\$ 668,332</b>
<b>LIABILITIES:</b>		
Loans payable, net	\$ 478,205	\$ 477,574
Liabilities associated with assets held for sale	1,181	—
Below market lease intangibles, net	16,508	17,814
Derivative liabilities	9,160	3,653
Operating lease liabilities	10,280	10,329
Series D Preferred Stock redemptions	—	369
Accounts payable, accrued expenses and other liabilities	19,289	17,065
<b>Total Liabilities</b>	<b>534,623</b>	<b>526,804</b>
Commitments and contingencies		
Series D Cumulative Convertible Preferred Stock	95,899	96,705
<b>EQUITY:</b>		
Series A Preferred Stock (no par value, 4,500 shares authorized, 562 shares issued and outstanding; \$0.6 million in aggregate liquidation value)	453	453
Series B Convertible Preferred Stock (no par value, 5,000,000 authorized, 3,379,142 shares issued and outstanding; \$84.5 million aggregate liquidation preference)	45,020	44,998
Common Stock (\$0.01 par value, 200,000,000 shares authorized, 68,023,718 and 53,769,787 shares issued and outstanding, respectively)	680	538
Additional paid-in capital	260,419	257,572
Accumulated deficit	(335,603)	(324,854)
Total Shareholders' Deficit	(29,031)	(21,293)
Noncontrolling interests	66,123	66,116
<b>Total Equity</b>	<b>37,092</b>	<b>44,823</b>
<b>Total Liabilities and Equity</b>	<b>\$ 667,614</b>	<b>\$ 668,332</b>

# Consolidated Statements of Operations

\$ in 000s, except share and per share data

	Three Months Ended March 31,	
	2024	2023
<b>REVENUE:</b>		
Rental revenues	\$ 25,695	\$ 25,500
Other revenues	177	566
<b>Total Revenue</b>	<b>25,872</b>	<b>26,066</b>
<b>OPERATING EXPENSES:</b>		
Property operations	9,050	8,955
Depreciation and amortization	6,598	7,466
Corporate general & administrative	2,746	3,071
<b>Total Operating Expenses</b>	<b>18,394</b>	<b>19,492</b>
<b>Operating Income</b>	<b>7,478</b>	<b>6,574</b>
Interest income	63	47
Loss on investment securities, net	(106)	—
Interest expense	(7,405)	(6,477)
Net changes in fair value of derivative liabilities	(5,507)	1,852
Gain on preferred stock redemptions	213	—
Other expense	(742)	(2,405)
<b>Net Loss</b>	<b>(6,006)</b>	<b>(409)</b>
Less: Net income attributable to noncontrolling interests	2,701	2,692
<b>Net Loss Attributable to Wheeler REIT</b>	<b>(8,707)</b>	<b>(3,101)</b>
Preferred stock dividends - undeclared	(2,042)	(2,264)
<b>Net Loss Attributable to Wheeler REIT Common Shareholders</b>	<b>\$ (10,749)</b>	<b>\$ (5,365)</b>
Loss per share		
Basic and Diluted	\$ (0.17)	\$ (5.48)
Weighted-average number of shares:		
Basic and Diluted	62,952,191	979,403

# Reconciliation of Non-GAAP Measures

## Same-Property Net Operating Income

\$ in 000s

	Three Months Ended March 31,	
	2024	2023
<b>Operating Income</b>	\$ 7,478	\$ 6,574
Add (deduct):		
Corporate general & administrative	2,746	3,071
Depreciation and amortization	6,598	7,466
Straight-line rents	(370)	(346)
Above (below) market lease amortization, net	(913)	(1,396)
Other non-property revenue	(3)	(41)
NOI related to properties not defined as same-property	—	(204)
<b>Same Store Property Net Operating Income</b>	<u>\$ 15,536</u>	<u>\$ 15,124</u>

# Reconciliation of Non-GAAP Measures (continued)

## FFO and AFFO

\$ in 000s, except share, unit and per share data

	Three Months Ended March 31,	
	2024	2023
Net Loss	\$ (6,006)	\$ (409)
Depreciation and amortization of real estate assets	6,598	7,466
FFO	592	7,057
Preferred stock dividends - undeclared	(2,042)	(2,264)
Dividends on noncontrolling interests preferred stock	(2,688)	(2,688)
Preferred stock accretion adjustments	22	147
FFO available to common stockholders and common unitholders	(4,116)	2,252
Other non-recurring and non-cash expenses <sup>(1)</sup>	—	268
Loss on investment securities, net	106	—
Net changes in fair value of derivative liabilities	5,507	(1,852)
Gain on preferred stock redemptions	(213)	—
Straight-line rental revenue, net straight-line expense	(387)	(403)
Deferred financing cost amortization	628	479
Above (below) market lease amortization, net	(913)	(1,396)
Recurring capital expenditures tenant improvement reserves	(407)	(409)
AFFO	\$ 205	\$ (1,061)
Weighted Average Common Shares	62,952,191	979,403
Weighted Average OP Units	13,323	14,494
Total Common Shares and OP Units	62,965,514	993,897
FFO per Common Share and OP Units	\$ (0.07)	\$ 2.27
AFFO per Common Share and OP Units	\$ —	\$ (1.07)

(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 three months ended March 31, 2024.

## Reconciliation of Non-GAAP Measures (continued)

### EBITDA

\$ in 000s

	Three Months Ended March 31,	
	2024	2023
Net Loss	\$ (6,006)	\$ (409)
Add back: Depreciation and amortization <sup>(1)</sup>	5,685	6,070
Interest expense <sup>(2)</sup>	7,405	6,477
Income tax expense	—	—
EBITDA	7,084	12,138
Adjustments for items affecting comparability:		
Net change in FMV of derivative liabilities	5,507	(1,852)
Other non-recurring and non-cash expenses <sup>(3)</sup>	—	259
Gain on preferred stock redemptions	(213)	—
Loss on investment securities, net	106	—
Adjusted EBITDA	\$ 12,484	\$ 10,545

(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, 2024.

# Debt Summary

\$ in 000s

Property/Description	Monthly Payment	Interest Rate	Maturity	March 31, 2024	December 31, 2023
Cypress Shopping Center	\$ 34,360	4.70%	July 2024	\$ 5,735	\$ 5,769
Cedar Revolving Credit Agreement	Interest only	8.16% <sup>(3)</sup>	February 2025	1,387	—
Conyers Crossing	Interest only	4.67%	October 2025	5,960	5,960
Winslow Plaza	\$ 24,295	4.82%	December 2025	4,311	4,331
Tuckernuck	\$ 32,202	5.00%	March 2026	4,734	4,771
Chesapeake Square	\$ 23,857	4.70%	August 2026	3,989	4,014
Sangaree/Tri-County	\$ 32,329	4.78%	December 2026	5,966	5,990
Timpany Plaza	Interest only	7.27%	September 2028	10,060	9,060
Village of Martinsville	\$ 89,664	4.28%	July 2029	14,646	14,755
Laburnum Square	Interest only	4.28%	September 2029	7,665	7,665
Rivergate <sup>(1)</sup>	\$ 100,222	4.25%	September 2031	17,442	17,557
Convertible Notes	Interest only	7.00%	December 2031	30,948	31,530
Term loan, 22 properties	Interest only	4.25%	July 2032	75,000	75,000
JANAF <sup>(2)</sup>	Interest only	5.31%	July 2032	60,000	60,000
Cedar term loan, 10 properties	Interest only	5.25%	November 2032	110,000	110,000
Patuxent Crossing/Coliseum Marketplace	Interest only	6.35%	January 2033	25,000	25,000
Term loan, 12 properties	Interest only	6.19%	June 2033	61,100	61,100
Term loan, 8 properties	Interest only	6.24%	June 2033	53,070	53,070
Total Principal Balance				497,013	495,572
Unamortized deferred financing cost				(17,815)	(17,998)
Total Loans Payable, including assets held for sale				479,198	477,574
Less loans payable on assets held for sale, net loan amortization costs				993	—
Total Loans Payable, net				\$ 478,205	\$ 477,574

(1) In October 2026, the interest rate under this loan resets based on the 5-year U.S. Treasury Rate, plus 2.70%, with a floor of 4.25%.

(2) Collateralized by JANAF properties.

(3) Daily SOFR, plus applicable margins of 0.10%, plus 2.75%.

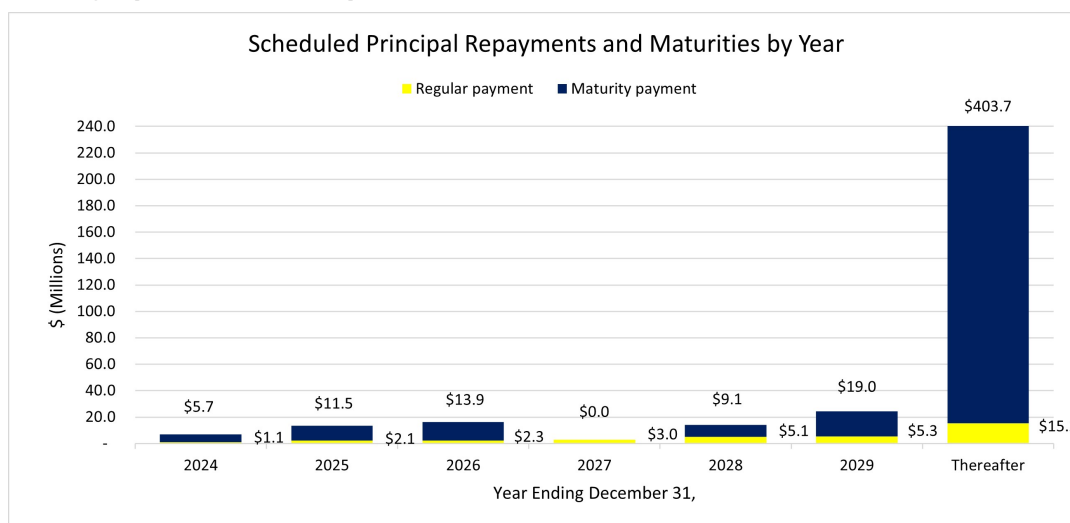
## Total Debt

\$ in 000s

Scheduled principal repayments and maturities by year	Amount	% Total Principal Payments and Maturities
For the remaining nine months ending December 31, 2024	\$ 6,836	1.4 %
December 31, 2025	13,623	2.7 %
December 31, 2026	16,177	3.3 %
December 31, 2027	2,958	0.6 %
December 31, 2028	14,194	2.9 %
December 31, 2029	24,339	4.9 %
Thereafter	418,886	84.2 %
Total principal repayments and debt maturities	\$ 497,013	100.0 %



## Debt Summary (continued)



## Interest Expense

\$ in 000s

	Three Months Ended March 31,		Three Months Ended Changes	
	2024	2023	Dollar	Percent
Property debt interest - excluding Cedar debt	\$ 4,201	\$ 3,606	\$ 595	16.5 %
Convertible Notes interest	543	578	(35)	(6.1) %
Amortization of deferred financing costs	628	479	149	31.1 %
Property debt interest - Cedar	2,033	1,814	219	12.1 %
<b>Total Interest Expense</b>	<b>\$ 7,405</b>	<b>\$ 6,477</b>	<b>\$ 928</b>	<b>14.3 %</b>

# Property Summary

Property	Location	Number of Tenants	Total Leasable Square Feet	Percentage Leased	Percentage Occupied	Total SF Occupied	Annualized Base Rent (in 000's)	Annualized Base Rent per Occupied Sq. Foot
<b>WHLR</b>								
Alex City Marketplace	Alexander City, AL	19	151,843	100.0 %	100.0 %	151,843	\$ 1,282	\$ 8.44
Amscot Building	Tampa, FL	1	2,500	100.0 %	100.0 %	2,500	83	33.00
Beaver Ruin Village	Lilburn, GA	28	74,038	89.6 %	89.6 %	66,336	1,242	18.72
Beaver Ruin Village II	Lilburn, GA	4	34,925	100.0 %	100.0 %	34,925	493	14.11
Brook Run Shopping Center	Richmond, VA	19	147,738	93.4 %	93.4 %	137,954	1,225	8.88
Bryan Station	Lexington, KY	9	54,277	94.5 %	94.5 %	51,275	608	11.86
Cardinal Plaza	Henderson, NC	10	50,000	100.0 %	100.0 %	50,000	517	10.34
Chesapeake Square	Onley, VA	14	108,982	92.1 %	92.1 %	100,406	780	7.77
Clover Plaza	Clover, SC	10	45,575	100.0 %	100.0 %	45,575	384	8.42
Conyers Crossing	Conyers, GA	14	170,475	100.0 %	100.0 %	170,475	1,021	5.99
Crockett Square	Morristown, TN	4	107,122	100.0 %	100.0 %	107,122	978	9.13
Cypress Shopping Center	Boiling Springs, SC	17	80,435	58.2 %	58.2 %	46,775	604	12.92
Darien Shopping Center	Darien, GA	1	26,001	100.0 %	100.0 %	26,001	140	5.38
Devine Street	Columbia, SC	1	38,464	89.1 %	89.1 %	34,264	180	5.25
Folly Road	Charleston, SC	5	47,794	100.0 %	100.0 %	47,794	737	15.41
Forrest Gallery	Tullahoma, TN	27	214,451	91.3 %	91.3 %	195,677	1,478	7.55
Fort Howard Shopping Center	Rincon, GA	20	113,652	100.0 %	100.0 %	113,652	1,297	11.41
Freeway Junction	Stockbridge, GA	18	156,834	98.2 %	98.2 %	154,034	1,353	8.78
Franklin Village	Kittanning, PA	24	151,821	93.3 %	93.3 %	141,573	1,367	9.65
Franklinton Square	Franklinton, NC	14	65,366	97.7 %	97.7 %	63,866	587	9.18
Georgetown	Georgetown, SC	2	29,572	100.0 %	100.0 %	29,572	267	9.04
Grove Park Shopping Center	Orangeburg, SC	14	93,265	94.8 %	94.8 %	88,375	709	8.03
Harrodsburg Marketplace	Harrodsburg, KY	8	60,048	91.0 %	91.0 %	54,648	466	8.52
JANAF	Norfolk, VA	115	798,086	93.1 %	93.1 %	743,213	9,561	12.86
Laburnum Square	Richmond, VA	20	109,405	98.2 %	98.2 %	107,405	1,023	9.52
Ladson Crossing	Ladson, SC	15	52,607	100.0 %	97.2 %	51,107	541	10.59
LaGrange Marketplace	LaGrange, GA	14	76,594	93.7 %	93.7 %	71,800	462	6.44
Lake Greenwood Crossing	Greenwood, SC	8	43,618	100.0 %	100.0 %	43,618	411	9.43
Lake Murray	Lexington, SC	4	39,218	100.0 %	15.3 %	6,000	97	16.18
Litchfield Market Village	Pawleys Island, SC	26	86,740	100.0 %	100.0 %	86,717	1,105	12.74
Lumber River Village	Lumberton, NC	11	66,781	100.0 %	100.0 %	66,781	503	7.54
Moncks Corner	Moncks Corner, SC	1	26,800	100.0 %	100.0 %	26,800	330	12.31
Nashville Commons	Nashville, NC	12	56,100	100.0 %	100.0 %	56,100	666	11.87
New Market Crossing	Mt. Airy, NC	13	117,076	100.0 %	100.0 %	117,076	1,045	8.93
Parkway Plaza	Brunswick, GA	5	52,365	84.8 %	84.8 %	44,385	480	10.81
Pierpont Centre	Morgantown, WV	15	111,162	98.5 %	98.5 %	109,437	1,064	9.72
Port Crossing	Harrisonburg, VA	8	65,365	100.0 %	100.0 %	65,365	865	13.23
Ridgeland	Ridgeland, SC	1	20,029	100.0 %	100.0 %	20,029	140	7.00
Riverbridge Shopping Center	Carrollton, GA	11	91,188	96.9 %	96.9 %	88,375	751	8.50
Rivergate Shopping Center	Macon, GA	26	193,960	87.5 %	87.5 %	169,716	2,398	14.13
Sangaree Plaza	Summerville, SC	10	66,948	100.0 %	100.0 %	66,948	718	10.73
Shoppes at Myrtle Park	Bluffton, SC	14	56,609	99.3 %	99.3 %	56,189	688	12.24
South Lake	Lexington, SC	11	44,318	100.0 %	100.0 %	44,318	261	5.88
South Park	Mullins, SC	4	60,734	96.9 %	96.9 %	58,834	401	6.82
South Square	Lancaster, SC	6	44,350	81.0 %	81.0 %	35,900	305	8.49
St. George Plaza	St. George, SC	9	59,174	100.0 %	100.0 %	59,174	466	7.87
Sunshine Plaza	Lehigh Acres, FL	22	111,189	100.0 %	98.7 %	109,689	1,112	10.14
Surrey Plaza	Hawkinsville, GA	4	42,680	100.0 %	100.0 %	42,680	258	6.05

# Property Summary (continued)

Property	Location	Number of Tenants	Total Leasable Square Feet	Percentage Leased	Percentage Occupied	Total SF Occupied	Annualized Base Rent (in 000's)	Annualized Base Rent per Occupied Sq. Foot
Tampa Festival	Tampa, FL	21	141,580	100.0 %	74.9 %	105,980	\$ 1,028	\$ 9.70
Tri-County Plaza	Royston, GA	7	67,577	90.7 %	90.7 %	61,277	434	7.08
Tuckernuck	Richmond, VA	16	93,391	96.9 %	96.9 %	90,462	1,056	11.67
Twin City Commons	Batesburg-Leesville, SC	5	47,680	100.0 %	100.0 %	47,680	490	10.27
Village of Martinsville	Martinsville, VA	22	288,254	100.0 %	100.0 %	288,254	2,442	8.47
Waterway Plaza	Little River, SC	10	49,750	100.0 %	100.0 %	49,750	505	10.16
Westland Square	West Columbia, SC	12	62,735	100.0 %	100.0 %	62,735	535	8.53
Winslow Plaza	Sicklerville, NJ	18	40,695	100.0 %	100.0 %	40,695	669	16.43
<b>WHLR TOTAL</b>		<b>779</b>	<b>5,309,936</b>	<b>95.7 %</b>	<b>94.3 %</b>	<b>5,009,131</b>	<b>\$ 50,608</b>	<b>\$ 10.10</b>
<b>CDR</b>								
Brickyard Plaza	Berlin, CT	10	227,598	97.8 %	97.8 %	222,598	\$ 2,029	\$ 9.12
Carl's Corner	Bridgeton, NJ	6	116,532	20.7 %	20.7 %	24,154	290	12.01
Coliseum Marketplace	Hampton, VA	9	106,648	94.9 %	94.9 %	101,198	1,237	12.22
Fairview Commons	New Cumberland, PA	11	50,485	87.8 %	87.8 %	44,335	515	11.62
Fieldstone Marketplace	New Bedford, MA	9	193,970	77.3 %	36.7 %	71,139	750	10.55
Gold Star Plaza	Shenandoah, PA	6	71,720	97.8 %	97.8 %	70,120	642	9.16
Golden Triangle	Lancaster, PA	19	202,790	98.4 %	98.4 %	199,605	2,818	14.12
Hamburg Square	Hamburg, PA	7	102,058	100.0 %	100.0 %	102,058	689	6.75
Kings Plaza	New Bedford, MA	17	168,243	98.5 %	98.5 %	165,743	1,473	8.89
Oakland Commons	Bristol, CT	2	90,100	100.0 %	100.0 %	90,100	574	6.37
Oregon Avenue (1)	Philadelphia, PA	—	—	— %	— %	—	—	—
Patuxent Crossing	California, MD	27	264,068	81.6 %	81.6 %	215,589	2,658	12.33
Pine Grove Plaza	Brown Mills, NJ	13	79,306	77.6 %	77.6 %	61,526	742	12.05
South Philadelphia	Philadelphia, PA	11	221,157	85.2 %	73.0 %	161,414	1,590	9.85
Southington Center	Southington, CT	11	155,842	100.0 %	100.0 %	155,842	1,293	8.30
Timpany Plaza	Gardner, MA	15	182,799	81.8 %	74.3 %	135,735	1,301	9.58
Trexler Mall	Trexlerstown, PA	23	342,541	99.7 %	99.7 %	341,544	3,762	11.01
Washington Center Shoppes	Sewell, NJ	30	157,300	97.5 %	97.5 %	153,320	1,944	12.68
Webster Commons	Webster, MA	9	98,984	100.0 %	100.0 %	98,984	1,278	12.91
<b>CDR TOTAL</b>		<b>235</b>	<b>2,832,141</b>	<b>89.5 %</b>	<b>85.3 %</b>	<b>2,415,004</b>	<b>\$ 25,585</b>	<b>\$ 10.59</b>
<b>COMBINED TOTAL</b>		<b>1,014</b>	<b>8,142,077</b>	<b>93.5 %</b>	<b>91.2 %</b>	<b>7,424,135</b>	<b>\$ 76,193</b>	<b>\$ 10.26</b>

(1) Includes property where a redevelopment opportunity exists.

Undeveloped Land	Company	Location	Parcel Size (in acres)
Brook Run Properties	WHLR	Richmond, VA	2.00
Courtland Commons	WHLR	Courtland, VA	1.04
Edenton Commons	WHLR	Edenton, NC	52.93
Harbor Point	WHLR	Grove, OK	4.65
St. George Land	WHLR	St. George, SC	2.51
South Philadelphia (Parcels G&H)	CDR	Philadelphia, PA	2.85
Webster Commons	CDR	Webster, MA	0.55

# Property Summary (continued)

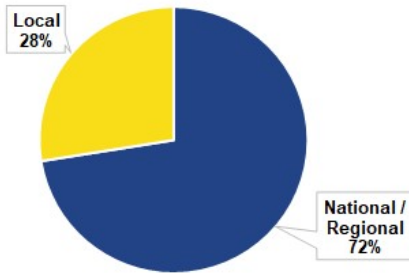
Shopping Center Properties Only  
Number of Tenants and Percent of Annualized Base Rent

	# Properties	# Tenants	% Total ABR
Virginia	8	223	23.9%
Pennsylvania	8	101	14.9%
Georgia	12	152	13.6%
South Carolina	21	185	13.0%
Massachusetts	4	50	6.3%
Connecticut	3	23	5.1%
New Jersey	4	67	4.8%
North Carolina	5	60	4.3%
Maryland	1	27	3.5%
Tennessee	2	31	3.2%
Florida	3	44	2.9%
Alabama	1	19	1.7%
Kentucky	2	17	1.4%
West Virginia	1	15	1.4%
<b>Total</b>	<b>75</b>	<b>1,014</b>	<b>100%</b>

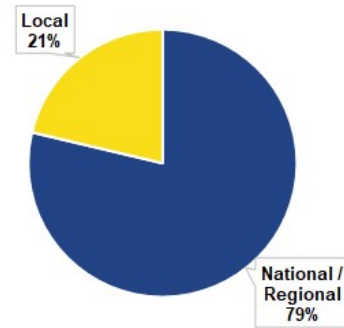
Excludes undeveloped land.



Percentage of Portfolio ABR



Percentage of Portfolio Leased Square Feet



## Top Ten Tenants by Annualized Base Rent

Tenants	Category	Annualized Base Rent (\$ in 000s)	% of Total Annualized Base Rent	Total Occupied Square Feet	Percent Total Leasable Square Foot	Annualized Base Rent Per Occupied Square Foot
Food Lion	Grocery	\$ 4,476	5.87 %	549,000	6.74 %	\$ 8.15
Dollar Tree <sup>(1)</sup>	Discount Retailer	2,211	2.90 %	255,000	3.13 %	8.67
Kroger Co <sup>(2)</sup>	Grocery	2,097	2.75 %	239,000	2.94 %	8.77
TJX Companies <sup>(3)</sup>	Discount Retailer	1,721	2.26 %	195,000	2.39 %	8.83
Planet Fitness	Gym	1,497	1.96 %	140,000	1.72 %	10.69
Piggly Wiggly	Grocery	1,363	1.79 %	170,000	2.09 %	8.02
Lowes Foods <sup>(4)</sup>	Grocery	1,223	1.61 %	130,000	1.60 %	9.41
Big Lots	Discount Retailer	1,107	1.45 %	171,000	2.10 %	6.47
Kohl's	Discount Retailer	1,049	1.38 %	147,000	1.81 %	7.14
Winn Dixie	Grocery	984	1.29 %	134,000	1.65 %	7.34
		<u>\$ 17,728</u>	<u>23.26 %</u>	<u>2,130,000</u>	<u>26.17 %</u>	<u>\$ 8.32</u>

(1) Dollar Tree 18 / Family Dollar 7

(2) Kroger 4 / Harris Teeter 1 / 3 fuel stations

(3) Marshall's 4 / HomeGoods 2 / TJ Maxx 1

(4) Lowes Foods 1 / KJ's Market 2

## 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	—	717,942	8.82 %	— %	\$ —	— %	\$ —
MTM	17	76,835	0.94 %	1.03 %	653	0.86 %	8.50
2024	98	394,976	4.85 %	5.32 %	4,168	5.47 %	10.55
2025	160	899,187	11.04 %	12.11 %	9,394	12.33 %	10.45
2026	166	869,427	10.68 %	11.71 %	9,636	12.65 %	11.08
2027	157	727,418	8.93 %	9.80 %	9,160	12.02 %	12.59
2028	145	1,346,740	16.54 %	18.14 %	12,588	16.52 %	9.35
2029	92	800,466	9.83 %	10.78 %	8,059	10.58 %	10.07
2030	45	648,308	7.96 %	8.73 %	5,227	6.86 %	8.06
2031	34	460,887	5.66 %	6.21 %	4,537	5.95 %	9.84
2032	33	419,668	5.15 %	5.65 %	3,669	4.82 %	8.74
2033 & thereafter	67	780,223	9.60 %	10.52 %	9,102	11.94 %	11.67
Total	<u>1,014</u>	<u>8,142,077</u>	<u>100.00 %</u>	<u>100.00 %</u>	<u>\$ 76,193</u>	<u>100.00 %</u>	<u>\$ 10.26</u>

## Anchor Lease Expiration Schedule

Lease Expiration Period	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	—	218,418	\$ —	— %	\$ —	—	—	\$ —	— %	\$ —
MTM	2	54,564	297	9.34 %	5.44	—	—	—	— %	—
2024	1	32,000	125	3.93 %	3.91	3	99,718	591	2.00 %	5.93
2025	2	57,297	455	14.31 %	7.94	10	392,913	2,888	9.76 %	7.35
2026	1	20,152	97	3.05 %	4.81	13	427,864	3,603	12.18 %	8.42
2027	3	69,819	629	19.78 %	9.01	5	149,546	1,505	5.09 %	10.06
2028	1	23,876	116	3.65 %	4.86	22	905,141	6,443	21.78 %	7.12
2029	2	48,789	517	16.26 %	10.60	12	417,755	3,223	10.90 %	7.72
2030	—	—	—	— %	—	9	509,504	2,810	9.50 %	5.52
2031	1	20,858	60	1.89 %	2.88	6	280,528	2,478	8.38 %	8.83
2032	—	—	—	— %	—	9	302,568	1,961	6.63 %	6.48
2033+	3	109,605	884	27.79 %	8.07	13	505,734	4,077	13.78 %	8.06
<b>Total</b>	<b>16</b>	<b>655,378</b>	<b>\$ 3,180</b>	<b>100.00 %</b>	<b>\$ 7.28</b>	<b>102</b>	<b>3,991,271</b>	<b>\$ 29,579</b>	<b>100.00 %</b>	<b>\$ 7.41</b>

## Non-anchor Lease Expiration Schedule

Lease Expiration Period	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	—	499,524	\$ —	— %	\$ —	—	—	\$ —	— %	\$ —
MTM	15	22,271	356	1.92 %	15.98	—	—	—	— %	—
2024	61	158,434	1,868	10.06 %	11.79	33	104,824	1,584	6.37 %	15.11
2025	95	228,159	2,999	16.15 %	13.14	53	220,818	3,052	12.27 %	13.82
2026	99	230,063	3,167	17.06 %	13.77	53	191,348	2,769	11.14 %	14.47
2027	95	247,457	3,768	20.29 %	15.23	54	260,596	3,258	13.10 %	12.50
2028	67	159,937	2,669	14.37 %	16.69	55	257,786	3,360	13.51 %	13.03
2029	31	99,231	1,208	6.51 %	12.17	47	234,691	3,111	12.51 %	13.26
2030	16	34,156	694	3.74 %	20.32	20	104,648	1,723	6.93 %	16.46
2031	5	10,578	181	0.97 %	17.11	22	148,923	1,818	7.31 %	12.21
2032	12	48,586	599	3.23 %	12.33	12	68,514	1,109	4.46 %	16.19
2033+	19	49,343	1,060	5.70 %	21.48	32	115,541	3,081	12.40 %	26.67
<b>Total</b>	<b>515</b>	<b>1,787,739</b>	<b>\$ 18,569</b>	<b>100.00 %</b>	<b>\$ 14.41</b>	<b>381</b>	<b>1,707,689</b>	<b>\$ 24,865</b>	<b>100.00 %</b>	<b>\$ 14.56</b>



# Leasing Summary

## WHLR Leasing Renewals and New Leases



	Three Months Ended March 31,	
	2024	2023
<b>Renewals<sup>(1)</sup>:</b>		
Leases renewed with rate increase (sq feet)	59,115	237,555
Leases renewed with rate decrease (sq feet)	4,000	—
Leases renewed with no rate change (sq feet)	31,800	25,232
Total leases renewed (sq feet)	94,915	262,787
Leases renewed with rate increase (count)	25	35
Leases renewed with rate decrease (count)	1	—
Leases renewed with no rate change (count)	2	3
Total leases renewed (count)	28	38
Option exercised (count)	3	7
Weighted average on rate increases (per sq foot)	\$ 1.38	\$ 0.73
Weighted average on rate decreases (per sq foot)	\$ (0.13)	\$ —
Weighted average rate (per sq foot)	\$ 0.85	\$ 0.66
Renewal Rent Spread	7.62 %	6.89 %
<b>New Leases<sup>(1) (2)</sup>:</b>		
New leases (sq feet)	22,349	47,370
New leases (count)	10	8
Weighted average rate (per sq foot)	\$ 11.87	\$ 15.46
New Rent Spread	19.14 %	74.93 %

(1) Lease data presented is based on average rate per square foot over the renewed or new lease term.

(2) The Company does not include ground leases entered into for the purposes of new lease square feet and weighted average rate (per square foot) on new leases.

# Leasing Summary (continued)

## CDR Leasing Renewals and New Leases



	Three Months Ended March 31,	
	2024	2023
<b>Renewals<sup>(1)</sup>:</b>		
Leases renewed with rate increase (sq feet)	32,267	56,171
Leases renewed with rate decrease (sq feet)	—	—
Leases renewed with no rate change (sq feet)	—	2,000
Total leases renewed (sq feet)	32,267	58,171
Leases renewed with rate increase (count)	3	5
Leases renewed with rate decrease (count)	—	—
Leases renewed with no rate change (count)	—	1
Total leases renewed (count)	3	6
Option exercised (count)	2	2
Weighted average on rate increases (per sq foot)	\$ 0.61	\$ 0.42
Weighted average on rate decreases (per sq foot)	\$ —	\$ —
Weighted average rate (per sq foot)	\$ 0.61	\$ 0.40
Renewal Rent Spread	3.07 %	3.96 %
<b>New Leases<sup>(1) (2)</sup>:</b>		
New leases (sq feet)	15,705	3,800
New leases (count)	4	2
Weighted average rate (per sq foot)	\$ 16.58	\$ 19.72
New Rent Spread	(12.46)%	75.28 %

(1) Lease data presented is based on average rate per square foot over the renewed or new lease term.

(2) The Company does not include ground leases entered into for the purposes of new lease square feet and weighted average rate (per square foot) on new leases.