









**JUNE 2023** 



TRACTOR SUPPLY CO









Wang Zone



LOWE'S



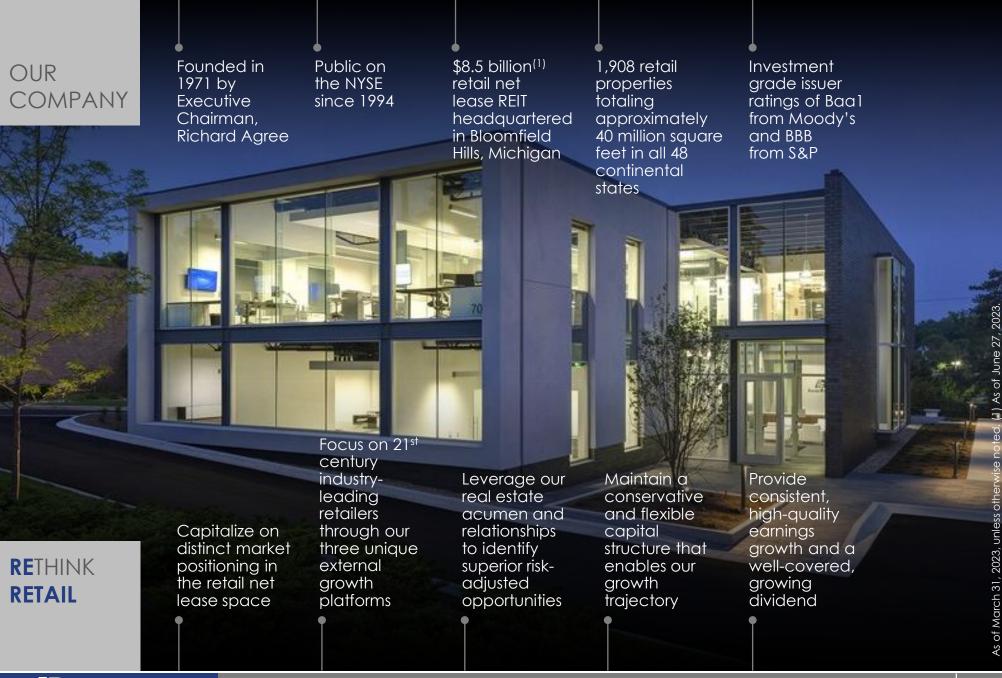
HOBBY LOBBY





#### Agree Realty Overview (NYSE: ADC)

NET LEASE REIT FOCUSED ON THE ACQUISITION & DEVELOPMENT OF HIGH-QUALITY RETAIL PROPERTIES





### **RETHINKING RETAIL**





# **CONSISTENCY** [kuhn-sis-tuhn-see]

#### noun steadfast adherence to the same principles, course, or form



### **Recent Highlights**

Announced \$350 million 5.5-year term loan with anticipated fixed rate of 4.52% including impact of swaps<sup>(1)</sup>

> Increased full-year 2023 acquisition guidance to at least \$1.2 billion of high-quality retail net lease assets<sup>(2)</sup>

 Acquired \$302 million of high-quality retail net lease assets in Q1 2023 at a weighted-average cap rate of 6.7%

 Properties acquired in Q1 2023 had a weighted-average lease term of approximately 13.1 years, the highest in five years

 74.9% of base rents acquired in Q1 2023 derived from investment grade retailers<sup>(3)</sup>

 29 development or PCS projects completed or under construction for more than \$115 million as of March 31<sup>st</sup> Fortress-like balance sheet with approximately \$1.2 billion of total liquidity as of March 31<sup>st (4)</sup>

Settled approximately 2.9 million shares of outstanding forward equity during Q1 2023 for net proceeds of approximately \$195 million

> Approximately 5.3 million shares of outstanding forward equity available at quarter end for net proceeds of over \$362 million

> Declared a monthly cash dividend of \$0.243 per common share for June, representing a 3.8% year-over-year increase<sup>(5)</sup>

> > 3.7x Proforma Net Debt to Recurring EBITDA as of March 31<sup>st(4)</sup>

As of March 31, 2023, unless otherwise noted. (1) Reflects commitments for a \$350 million 5.5-year term loan announced on June 28, 2023. The term loan is anticipated to close in July 2023 and is subject to customary closing conditions. (2) Reflects increased full-year 2023 acquisition guidance provided by the Company on May 4, 2023. (3) Refer to footnote 1 on slide 7 for the Company's definition of Investment Grade. (4) Proforma for the settlement of the Company's outstanding forward equity as of March 31, 2023. (5) Declared by the Company on June 14, 2023.



# The Country's Leading Retail Portfolio



### **Agree Realty Snapshot**

#### **Company Overview**

| Share Price <sup>(1)</sup>                     | \$65.56                    |
|--|----------------------------|
| Equity Market Capitalization <sup>(1)(2)</sup> | \$6.1 Billion              |
| Property Count                                 | 1,908 properties           |
| Net Debt to EBITDA                             | 4.5x / 3.7x <sup>(3)</sup> |
| Investment Grade % <sup>(4)</sup>              | 68.0%                      |

#### Retail Sectors (\$ in millions)

| TENANT SECTOR        | ANNUALIZED<br>BASE RENT | % OF<br>TOTAL |
|----------------------|-------------------------|---------------|
| Grocery Stores       | \$51.7                  | 10.5%         |
| Home Improvement     | 45.2                    | 9.2%          |
| Tire & Auto Service  | 43.1                    | 8.8%          |
| Dollar Stores        | 38.2                    | 7.8%          |
| Convenience Stores   | 36.0                    | 7.3%          |
| General Merchandise  | 31.1                    | 6.3%          |
| Off-Price Retail     | 28.9                    | 5.9%          |
| Auto Parts           | 28.0                    | 5.7%          |
| Farm & Rural Supply  | 23.5                    | 4.8%          |
| Consumer Electronics | 21.7                    | 4.4%          |
| Other                | 144.7                   | 29.3%         |
| Total                | \$492.1                 | 100.0%        |

#### Tenants (\$ in millions)

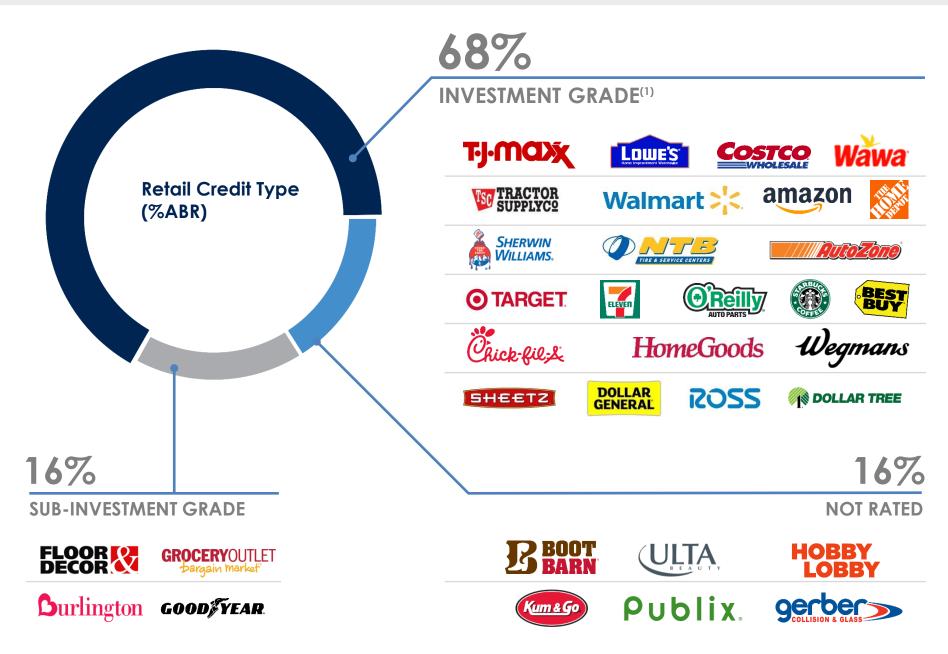
| TENANT / CONCEPT                       | ANNUALIZED<br>BASE RENT | % OF TOTAL |
|--|-------------------------|------------|
| Walmart 🔀                              | \$32.6                  | 6.6%       |
| DOLLAR GENERAL                         | 23.8                    | 4.8%       |
| SUPPLY C2                              | 21.8                    | 4.4%       |
| BEST                                   | 19.5                    | 4.0%       |
| Kroger                                 | 16.3                    | 3.3%       |
| OOLLAR TREE                            | 15.9                    | 3.2%       |
|  | 14.4                    | 2.9%       |
| <b><u><b>Reilly AUTO PARTS</b></u></b> | 14.3                    | 2.9%       |
| <b>CVS</b> pharmacy                    | 14.1                    | 2.9%       |
| HOBBY LOBBY                            | 12.5                    | 2.5%       |
|  | 12.2                    | 2.5%       |
| Burlington                             | 11.4                    | 2.3%       |
| SHERWIN-WILLIAMS.                      | 10.9                    | 2.2%       |
|  | 10.5                    | 2.1%       |
| Wawa                                   | 9.7                     | 2.0%       |
|  | 8.9                     | 1.8%       |
|  | 8.6                     | 1.7%       |
| Sector & GLASS                         | 8.5                     | 1.7%       |
| <u></u>                                | 7.7                     | 1.6%       |
| GOOD <sup>S</sup> YEAR.                | 7.5                     | 1.5%       |
| Other                                  | 210.9                   | 43.1%      |
| Total                                  | \$492.1                 | 100.0%     |

As of March 31, 2023, unless otherwise noted. Any differences are a result of rounding. (1) As of June 27, 2023. (2) Reflects common shares and OP units outstanding multiplied by the closing price as of June 27, 2023. (3) Proforma for the settlement of the Company's outstanding forward equity as of March 31, 2023. (4) Refer to footnote 1 on slide 7 for the Company's definition of Investment Grade.



### **Strong Investment Grade Portfolio**

**BEST-IN-CLASS RETAILERS WITH CONSERVATIVE BALANCE SHEETS** 

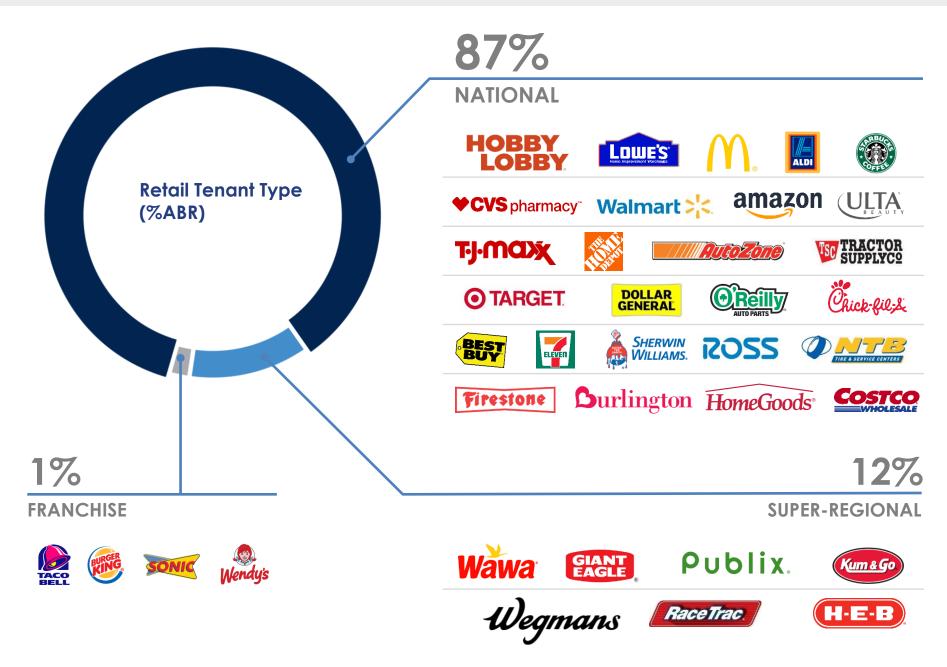


As of March 31, 2023. Any differences are a result of rounding. (1) Based on ABR derived from tenants, or parent entities thereof, with an investment grade credit rating from S&P Global Ratings, Moody's Investors Service, Fitch Ratings, or the National Association of Insurance Commissioners.



### **National and Super-Regional Retailers**

**INDUSTRY-LEADERS OPERATING IN E-COMMERCE RESISTANT SECTORS** 

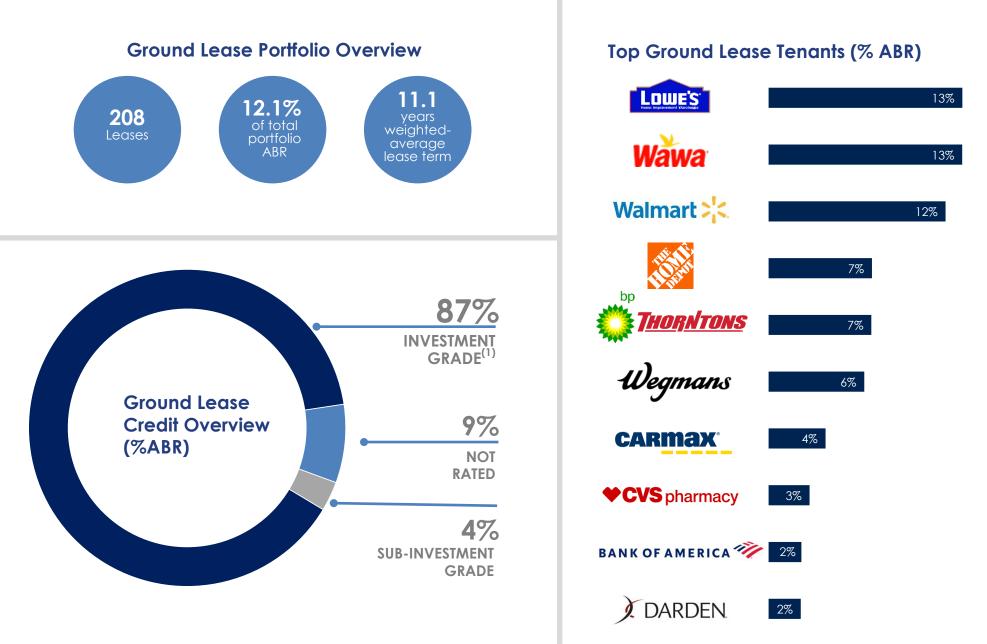


As of March 31, 2023. Any differences are a result of rounding.



### **Ground Lease Portfolio Breakdown**

FEE SIMPLE OWNERSHIP + SIGNIFICANT TENANT INVESTMENT



As of March 31, 2023. (1) Refer to footnote 1 on slide 7 for the Company's definition of Investment Grade. Any differences are a result of rounding.



### **Ground Lease Value Creation**

FIRST EXPIRATION HIGHLIGHTS EMBEDDED VALUE WITH 159% RECAPTURE RATE

#### Chase Bank - Stockbridge, GA



**Prior Lease** 

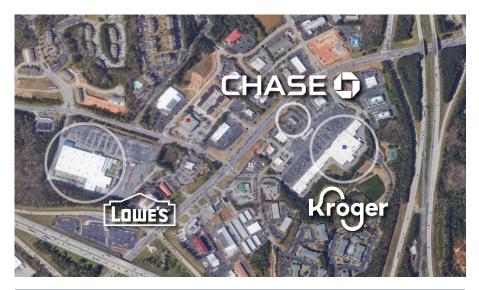
Rent Per Square Foot

Remaining Lease Term<sup>(1)</sup>

Rental Increases

Options

Annualized Base Rent



#### New Lease

| Rent Per Square Foot | \$46.54           |
|----------------------|-------------------|
| New Lease Term       | 15 Years          |
| Rental Increases     | 10% Every 5 Years |
| Options              | 3 x 5 Years x 10% |
| Annualized Base Rent | \$193,083         |

#### Note: Recapture rate reflects current rent per square foot vs. prior rent per square foot. (1) Reflects remaining lease term at the time the lease extension was executed.

\$29.26

0.1 years

None Remaining

None Remaining

\$110,007

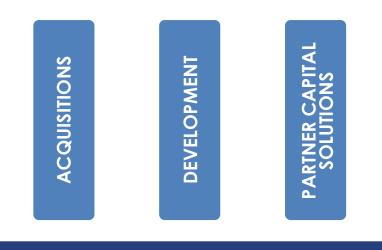


## Disciplined Investment Strategy & Active Portfolio Management

#### **Our Investment Strategy**

Agree leverages its three distinct investment platforms to target industry-leading retailers in e-commerce and recession resistant sectors

THREE-PRONGED GROWTH STRATEGY COMPREHENSIVE **REAL ESTATE SOLUTIONS** FOR LEADING RETAILERS



**RETAILER RELATIONSHIPS** 

Engage in consistent dialogue to understand store performance and tenant sustainability

Leverage relationships to identify the best risk-adjusted opportunities



### What Has ADC Been Investing In?

The retail landscape continues to dynamically evolve as market forces cause disruption and change. To mitigate risk in a period of continued disruption, the Company adheres to a number of investment criteria, with a **focus on four core principles**:



OMNI-CHANNEL CRITICAL (E-COMMERCE RESISTANCE)

Focus on leading operators that have matured in omnichannel structure or those in ecommerce resistant sectors



RECESSION RESISTANCE

Emphasize a balanced portfolio with exposure to counter-cyclical sectors and retailers with strong credit profiles



#### AVOIDANCE OF PRIVATE EQUITY SPONSORSHIP

Strong emphasis on leading operators with strong balance sheets and avoidance of private equity sponsored retailers



#### STRONG REAL ESTATE FUNDAMENTALS & FUNGIBLE BUILDINGS

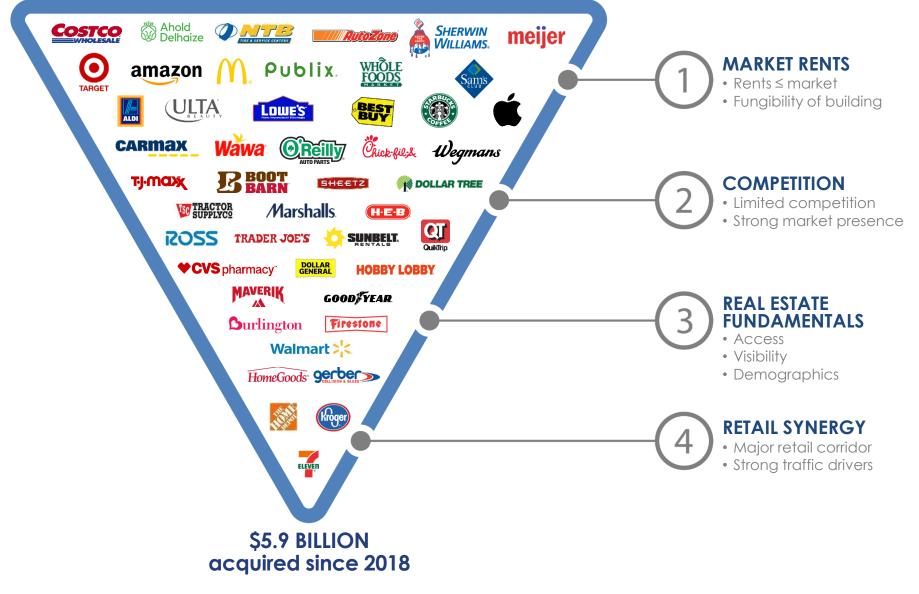
Protects against unforeseen changes to our top-down investment philosophy



### Large & Fragmented Opportunity Set

TOP-DOWN FOCUS ON LEADING RETAILERS IN THE U.S. PAIRED WITH A BOTTOMS-UP REAL ESTATE ANALYSIS

#### ADC reviewed \$60 billion of opportunities since 2018



As of March 31, 2023.



### Sandbox Offers Runway for Growth

162,000 NET LEASE OPPORTUNITIES AND GROWING WITH BEST-IN-CLASS RETAILERS



As of May 1, 2023. Store counts obtained from company filings and third-party sources including Chain Storeage, Convenience Store News, Deseret News, Insider, National Retail News, and Progressive Grocer. Table is representative and does not include all retailers.

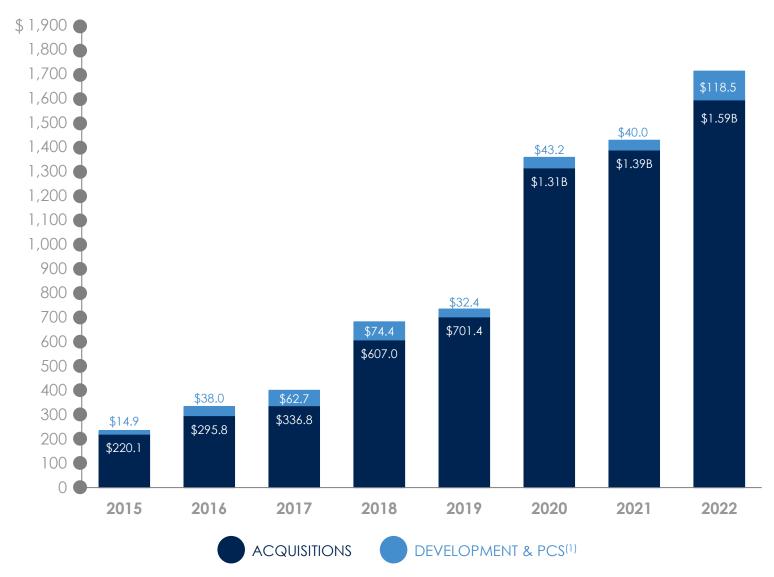


### **Robust Investment Activity**

ADC HAS INVESTED \$7.6 BILLION IN HIGH-QUALITY RETAIL NET LEASE PROPERTIES SINCE 2010

#### **Investment Activity**

(\$ in millions)



As of March 31, 2023. (1) Represents development & PCS activity, completed or commenced.



### **Active Portfolio Management**

FOCUSED ON NON-CORE ASSET SALES & CAPITAL RECYCLING

#### Total Dispositions 2010-2022: \$449 million



As of March 31, 2023. Graph is representative and does not include all dispositions.

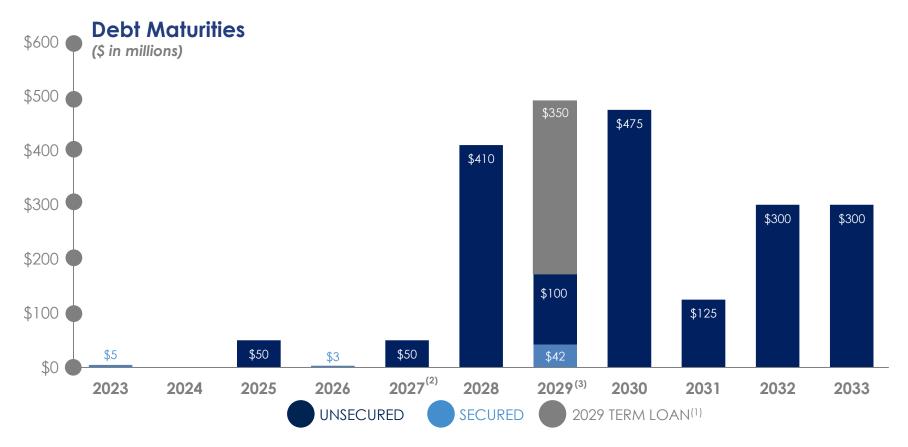


# Fortified Balance Sheet



### Leading With Our "Fortress" Balance Sheet

ANNOUNCED \$350 MILLION 5.5-YEAR TERM LOAN WITH ANTICIPATED FIXED RATE OF 4.52%<sup>(1)</sup>



| CAPITALIZATION STATISTICS                   |               | CREDIT METRICS                              |                            |  |  |  |  |
|---|---------------|---|----------------------------|--|--|--|--|
| Equity Market Capitalization <sup>(4)</sup> | \$6.1 Billion | Fixed Charge Coverage Ratio                 | 5.1x                       |  |  |  |  |
| Enterprise Value <sup>(4)(5)</sup>          | \$8.5 Billion | Net Debt to Recurring EBITDA <sup>(6)</sup> | 4.5x / 3.7x <sup>(7)</sup> |  |  |  |  |
| Total Debt to Enterprise Value              | 23.8%         | Issuer Ratings                              | Baal/BBB                   |  |  |  |  |
|   |               | Ratings Outlooks                            | Stable / Stable            |  |  |  |  |

As of March 31, 2023, unless otherwise noted. (1) Reflects commitments for a \$350 million 5.5-year term loan announced on June 28, 2023. The term loan is anticipated to close in July 2023 and is subject to customary closing conditions. (2) Excludes \$196.0 million of borrowings outstanding under the Company's \$1.0 billion Revolving Credit Facility as of March 31, 2023; assumes two 6-month extension options are exercised. (3) Proforma for the \$350 million term loan expected to mature in January 2029. (4) As of June 27, 2023. (5) Enterprise value is calculated as the sum of net debt, the liquidation value of preferred equity and equity market capitalization. (6) Reflects net debt to annualized Q1 2023 recurring EBITDA. (7) Proforma for the settlement of the Company's outstanding forward equity as of March 31, 2023.



### **Capital Markets Track Record**

STRONG CAPITAL MARKETS EXECUTION HAS PROVIDED AMPLE LIQUIDITY; \$7.8 BILLION OF ACTIVITY SINCE 2010<sup>(1)</sup>

#### **Capital Markets Activity**

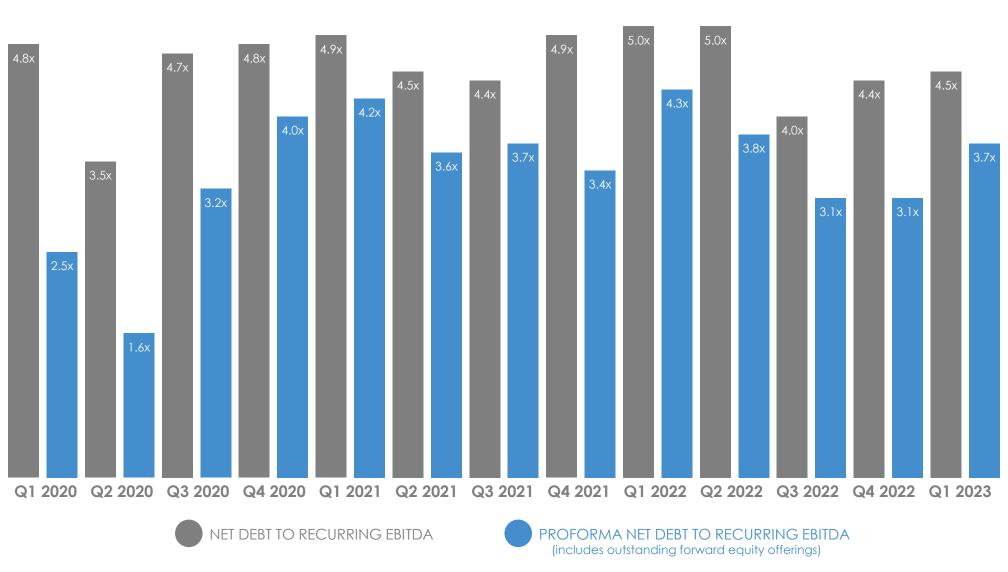


Reflects gross proceeds for equity and long-term debt raised through March 31, 2023, unless otherwise noted. Forward equity offerings are shown in the year they were raised, rather than settled. (1) Proforma for the \$350 million 5.5-year term loan announced on June 28, 2023. (2) Reflects commitments for a \$350 million 5.5-year term loan announced on June 28, 2023. The term loan is anticipated to close in July 2023 and is subject to customary closing conditions.



### Low Leverage = Strong Positioning

ADC HAS BEEN AT OR BELOW 4.3X PROFORMA NET DEBT TO RECURRING EBITDA SINCE 2018

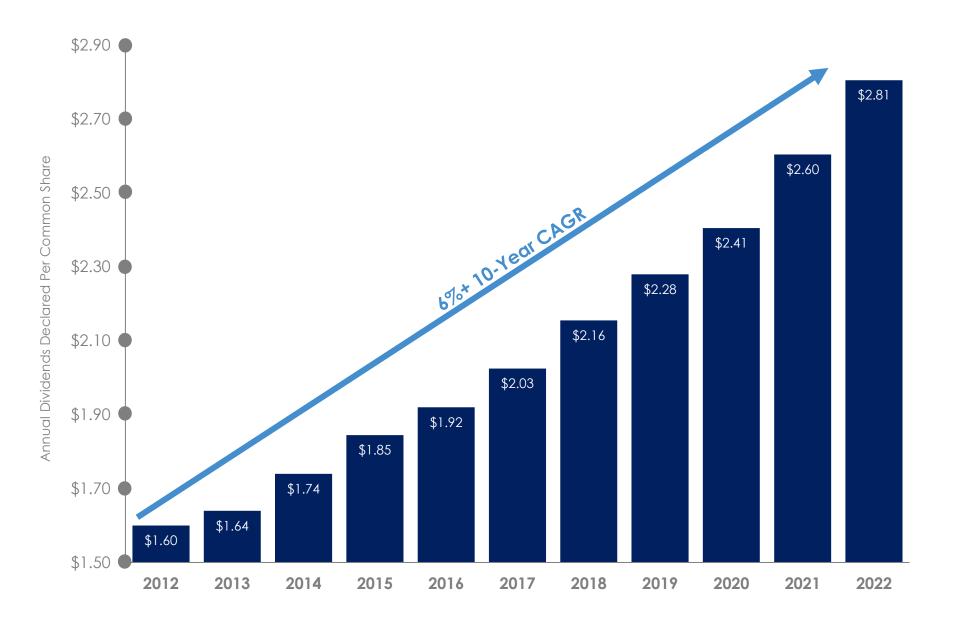


As of March 31, 2023. Proforma Net Debt to Recurring EBTIDA deducts the Company's outstanding forward equity offerings for each period from the Company's net debt for each period.



### Growing, Well-Covered Monthly Dividend

136 CONSECUTIVE COMMON DIVIDENDS PAID; AVERAGE AFFO PAYOUT RATIO OF 76% OVER PAST 10 YEARS



As of June 27, 2023. Reflects common dividends per share declared in each year, rounded to two decimals. 10-year AFFO payout ratio and dividend CAGR based on years 2012 - 2022.



### **Agree Realty's ESG Practices**

DEDICATED TO SUSTAINABILITY AND GOOD CORPORATE CITIZENSHIP



ENVIRONMENTAL PRACTICES

Focus on industry leading, national & super-regional retailers provides for a relationship with some of the most environmentally conscientious retailers in the world

The Company anticipates its new headquarters will be LEED certified upon completion, with features including EV charging stations, motion activated lighting and high-quality building materials

Executed several green leases with tenants, resulting in the achievement of Gold Level recognition from the Green Lease Leaders organization





#### SOCIAL RESPONSIBILITY

The Agree Wellness program focuses on Health Wellness & Financial Wellness to enhance employee well-being

Ongoing professional development is offered to help all team members advance their careers

The Company has recently sponsored charities including Michigan Veteran's Foundation, Leader Dogs for the Blind and Kids Kicking Cancer

ADC has received awards from Globe St, Crain's Detroit Business, and Best and Brightest in Wellness recognizing its outstanding corporate culture and wellness initiatives







ADC's Board has nine directors, seven of whom are independent; five new independent directors added since 2018

The Board has committed to adding a third female Director within the next two years

The Nominating & Governance Committee has formal oversight responsibility for the Company's ESG program

The Company adopted the Sustainability Accounting Standards Board and the Task Force on Climate-related Financial Disclosures frameworks to align our disclosures with the issues most relevant to our stakeholders



#### **Investment Summary Highlights**





# **APPENDIX**



### **Forward-Looking Statements**

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company intends such forward-looking statements to be covered by the safe harbor provisions for forwardlooking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "may," "will," "should," "potential," "intend," "expect," "seek," "anticipate," "estimate," "approximately," "believe," "could," "project," "predict," "forecast," "continue," "assume," "plan," references to "outlook" or other similar words or expressions. Forward-looking statements are based on certain assumptions and can include future expectations, future plans and strategies, financial and operating projections and forecasts and other forward-looking information and estimates. These forward-looking statements are subject to various risks and uncertainties, many of which are beyond the Company's control, which could cause actual results to differ materially from such statements. Certain factors could occur that might cause actual results to vary, including the potential adverse effect of ongoing worldwide economic uncertainties, disruptions in the banking system and financial markets, lingering effects from the pandemic of the novel coronavirus, or COVID-19, increased inflation and interest rates on the financial condition, results of operations, cash flows and performance of the Company and its tenants, the real estate market and the global economy and financial markets, the general deterioration in national economic conditions, weakening of real estate markets, decreases in the availability of credit, increases in interest rates, adverse changes in the retail industry, the Company's continuing ability to qualify as a REIT and other risks and uncertainties as described in greater detail in the Company's filings with the Securities and Exchange Commission (the "SEC"), including, without limitation, the Company's Annual Report on Form 10-K and subsequent quarterly reports. Except as required by law, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

For further information about the Company's business and financial results, please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of the Company's SEC filings, including, but not limited to, its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, copies of which may be obtained at the Investors section of the Company's website at <u>www.agreerealty.com</u>.

All information in this presentation is as of March 31, 2023, unless otherwise noted. The Company undertakes no duty to update the statements in this presentation to conform the statements to actual results or changes in the Company's expectations.



### **Non-GAAP Financial Measures**

This presentation includes a non-GAAP financial measure, Net Debt to Recurring EBITDA, which is presented on an actual and proforma basis. A reconciliation of this non-GAAP financial measure to the most directly comparable GAAP measure is included in the following pages. The components of this ratio and their use and utility to management are described further in the section below.

#### **Components of Net Debt to Recurring EBITDA**

**EBITDAre** is defined by Nareit to mean net income computed in accordance with GAAP, plus interest expense, income tax expense, depreciation and amortization, any gains (or losses) from sales of real estate assets and/or changes in control, any impairment charges on depreciable real estate assets, and after adjustments for unconsolidated partnerships and joint ventures. The Company considers the non-GAAP measure of EBITDAre to be a key supplemental measure of the Company's performance and should be considered along with, but not as an alternative to, net income or loss as a measure of the Company's operating performance. The Company considers EBITDAre a key supplemental measure of the Company's operating performance because it provides an additional supplemental measure of the Company's performance and operating cash flow that is widely known by industry analysts, lenders and investors. The Company's calculation of EBITDAre may not be comparable to EBITDAre reported by other REITs that interpret the Nareit definition differently than the Company.

**Recurring EBITDA** The Company defines Recurring EBITDA as EBITDAre with the addback of noncash amortization of above- and below- market lease intangibles, and after adjustments for the run-rate impact of the Company's investment and disposition activity for the period presented, as well as adjustments for non-recurring benefits or expenses. The Company considers the non-GAAP measure of Recurring EBITDA to be a key supplemental measure of the Company's performance and should be considered along with, but not as an alternative to, net income or loss as a measure of the Company's operating performance. The Company considers Recurring EBITDA a key supplemental measure of the Company's operating performance. The Company considers Recurring EBITDA a key supplemental measure of the Company's operating performance. The Company's earnings run rate for the period presented and because it is widely followed by industry analysts, lenders and investors. Our Recurring EBITDA may not be comparable to Recurring EBITDA reported by other companies that have a different interpretation of the definition of Recurring EBITDA. Our ratio of net debt to Recurring EBITDA is used by management as a measure of leverage and may be useful to investors in understanding the Company's ability to service its debt, as well as assess the borrowing capacity of the Company. Our ratio of net debt to Recurring EBITDA is calculated by taking annualized Recurring EBITDA and dividing it by our net debt per the consolidated balance sheet.

**Net Debt** The Company defines Net Debt as total debt less cash, cash equivalents and cash held in escrows. The Company considers the non-GAAP measure of Net Debt to be a key supplemental measure of the Company's overall liquidity, capital structure and leverage. The Company considers Net Debt a key supplemental measure because it provides industry analysts, lenders and investors useful information in understanding our financial condition. The Company's calculation of Net Debt may not be comparable to Net Debt reported by other REITs that interpret the definition differently than the Company. The Company presents Net Debt on both an actual and proforma basis, assuming the Anticipated Net Proceeds from Outstanding Forwards are used to pay down debt. The Company believes the proforma measure may be useful to investors in understanding the potential effect of the Anticipated Net Proceeds from Outstanding Forwards on the Company's capital structure, its future borrowing capacity, and its ability to service its debt.

Anticipated Net Proceeds from Outstanding Forwards Since the first quarter of 2018, the Company has utilized forward sale agreements to sell shares of common stock. Selling common stock through forward sale agreements enables the Company to set the price of such shares upon pricing the offering (subject to certain adjustments) while delaying the issuance of such shares and the receipt of the net proceeds by the Company. Given the Company's frequent use of forward sale agreements, the Company considers the non-GAAP measure of Anticipated Net Proceeds from Outstanding Forwards to be a key supplemental measure of the Company's overall liquidity, capital structure and leverage. The Company defines Anticipated Net Proceeds from Outstanding Forwards as the number of shares outstanding under forward sale agreements at the end of each quarter, multiplied by the applicable forward sale price for each agreement, respectively.



### **Non-GAAP Financial Measures**

This presentation also includes the non-GAAP measures of Annualized Base Rent ("ABR"), Funds From Operations ("FFO" or "Nareit FFO"), Core Funds From Operations ("Core FFO") and Adjusted Funds From Operations ("AFFO"). ABR represents the annualized amount of contractual minimum rent required by tenant lease agreements, computed on a straight-line basis. ABR is not, and is not intended to be, a presentation in accordance with GAAP. The Company believes annualized contractual minimum rent is useful to management, investors, and other interested parties in analyzing concentrations and leasing activity. FFO, Core FFO and AFFO are reconciled to the most directly comparable GAAP measure in the following pages and are described in further detail below.

#### Components of Funds from Operations, Core Funds from Operations, and Adjusted Funds from Operations

**Funds from Operations ("FFO" or "Nareit FFO")** is defined by the National Association of Real Estate Investment Trusts, Inc. ("Nareit") to mean net income computed in accordance with GAAP, excluding gains (or losses) from sales of real estate assets and/or changes in control, plus real estate related depreciation and amortization and any impairment charges on depreciable real estate assets, and after adjustments for unconsolidated partnerships and joint ventures. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, most real estate industry investors consider FFO to be helpful in evaluating a real estate company's operations. FFO should not be considered an alternative to net income as the primary indicator of the Company's operating performance, or as an alternative to cash flow as a measure of liquidity. Further, while the Company adheres to the Nareit definition of FFO, its presentation of FFO is not necessarily comparable to similarly titled measures of other REITs due to the fact that all REITs may not use the same definition.

**Core Funds from Operations ("Core FFO")** The Company defines Core FFO as Nareit FFO with the addback of (i) noncash amortization of acquisition purchase price related to above- and below- market lease intangibles and discount on assumed debt and (ii) certain infrequently occurring items that reduce or increase net income in accordance with GAAP. Management believes that its measure of Core FFO facilitates useful comparison of performance to its peers who predominantly transact in sale-leaseback transactions and are thereby not required by GAAP to allocate purchase price to lease intangibles. Unlike many of its peers, the Company has acquired the substantial majority of its net-leased properties through acquisitions of properties from third parties or in connection with the acquisitions of ground leases from third parties. Core FFO should not be considered an alternative to net income as the primary indicator of the Company's operating performance, or as an alternative to cash flow as a measure of liquidity. Further, the Company's presentation of Core FFO is not necessarily comparable to similarly titled measures of other REITs due to the fact that all REITs may not use the same definition.

Adjusted Funds from Operations ("AFFO") is a non-GAAP financial measure of operating performance used by many companies in the REIT industry. AFFO further adjusts FFO and Core FFO for certain non-cash items that reduce or increase net income computed in accordance with GAAP. Management considers AFFO a useful supplemental measure of the Company's performance, however, AFFO should not be considered an alternative to net income as an indication of its performance, or to cash flow as a measure of liquidity or ability to make distributions. The Company's computation of AFFO may differ from the methodology for calculating AFFO used by other equity REITs, and therefore may not be comparable to such other REITs.



#### **Reconciliation of Net Debt to Recurring EBITDA**

| Reconcilia  |                 |           |                 |             |             |             |             |             |             |             |             |             |                    |
|---|-----------------|-----------|-----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|--------------------|
|   | Q1 2020         | Q2 2020   | Q3 2020         | Q4 2020     | Q1 2021     | Q2 2021     | Q3 2021     | Q4 2021     | Q1 2022     | Q2 2022     | Q3 2022     | Q4 2022     | Q1 2023            |
| Net Income  | \$21,370        | \$25,424  | \$21,416        | \$23,760    | \$30,278    | \$22,461    | \$36,830    | \$33,306    | \$36,289    | \$36,130    | \$39,577    | \$41,039    | \$41,774           |
| Interest expense, net   | 9,670           | 8,479     | 10,158          | 11,791      | 11,653      | 12,549      | 13,066      | 13,111      | 13,931      | 15,512      | 17,149      | 16,843      | 17,998             |
| Income tax expense  | 259             | 260       | 306             | 260         | 1,009       | 485         | 390         | 517         | 719         | 698         | 720         | 723         | 783                |
| Depreciation of rental real estate assets                                   | 10,402          | 11,316    | 12,669          | 13,980      | 15,292      | 16,127      | 17,019      | 18,293      | 19,470      | 21,299      | 23,073      | 24,843      | 26,584             |
| Amortization of lease<br>intangibles - in-place<br>leases and leasing costs | 3,621           | 4,170     | 4,523           | 5,567       | 6,050       | 6,905       | 7,310       | 8,116       | 8,924       | 10,550      | 11,836      | 12,800      | 13,770             |
| Non-real estate<br>depreciation   | 109             | 121       | 135             | 144         | 147         | 156         | 159         | 156         | 167         | 101         | 248         | 261         | 292                |
| Provision for impairment  | 0               | 1,128     | 2,868           | 141         | 0           | 0           | 0           | 1,919       | 1,015       | 0           | 0           | 0           | 0                  |
| (Gain) loss on sale of assets, net  | (1,645)         | (4,952)   | (970)           | (437)       | (3,062)     | (6,753)     | (3,470)     | (1,826)     | (2,285)     | 8           | (2,885)     | (97)        | 0                  |
| EBITDAre  | \$43,786        | \$45,947  | \$51,105        | \$55,206    | \$61,367    | \$51,930    | \$71,304    | \$73,592    | \$78,230    | \$84,298    | \$89,718    | \$96,412    | \$101 <i>,</i> 201 |
|   |                 |           |                 |             |             |             |             |             |             |             |             |             |                    |
| Run-Rate Impact of<br>Investment, Disposition &<br>Leasing Activity         | \$1,160         | \$3,015   | \$5,093         | \$3,973     | \$4,175     | \$3,939     | \$3,491     | \$3,372     | \$4,654     | \$4,104     | \$4,217     | 4,742       | 4,147              |
| Amortization of above<br>(below) market lease<br>intangibles, net           | 3,809           | 3,779     | 3,964           | 4,333       | 4,756       | 5,260       | 6,615       | 7,654       | 8,178       | 8,311       | 8,374       | 8,474       | 8,611              |
| Other expense (income)  | 0               | (23)      | 0               | 0           | 0           | 14,614      | 0           | 0           | 0           | 0           | 0           | 0           | 0                  |
| Recurring EBITDA  | \$48,755        | \$52,717  | \$60,162        | \$63,512    | \$70,298    | 75,743      | \$81,410    | \$84,618    | \$91,062    | \$96,713    | \$102,309   | \$109,628   | \$113,959          |
|   |                 |           |                 |             |             |             |             |             |             |             |             |             |                    |
| Annualized Recurring<br>EBITDA  | \$195,020       | \$210,868 | \$240,648       | \$254,048   | \$281,192   | 302,972     | \$325,640   | \$338,472   | \$364,248   | \$386,852   | \$409,236   | \$438,512   | \$455,836          |
|   |                 |           |                 |             |             |             |             |             |             |             |             |             |                    |
| Total Debt  | \$1,026,11<br>1 | \$783,878 | \$1,153,6<br>42 | \$1,225,433 | \$1,371,238 | \$1,543,040 | \$1,542,839 | \$1,702,635 | \$1,862,428 | \$1,954,467 | \$1,884,253 | \$1,960,395 | \$2,056,173        |
| Cash, cash equivalents and cash held in escrows                             | (92,140)        | (36,384)  | (16,230)        | (7,955)     | (7,369)     | (188,381)   | (102,808)   | (45,250)    | (25,766)    | (27,107)    | (251,514)   | (28,909)    | (12,940)           |
| Net Debt  | \$933,971       | \$747,494 | \$1,137,412     | \$1,217,478 | \$1,363,869 | \$1,354,659 | \$1,440,031 | \$1,657,385 | \$1,836,662 | \$1,927,360 | \$1,632,738 | \$1,931,486 | \$2,043,233        |
|   |                 |           |                 |             |             |             |             |             |             |             |             |             |                    |
| Net Debt to Recurring<br>EBITDA   | 4.8x            | 3.5x      | 4.7x            | 4.8x        | 4.9x        | 4.5x        | 4.4X        | 4.9X        | 5.0X        | 5.0x        | 4.0x        | 4.4x        | 4.5x               |
|   |                 |           |                 |             |             |             |             |             |             |             |             |             |                    |
| Anticipated Net Proceeds<br>from Outstanding Forwards                       | \$437,765       | \$411,062 | \$376,396       | \$203,211   | \$189,577   | \$258,749   | \$226,455   | \$519,183   | \$262,940   | \$475,768   | \$381,708   | \$557,364   | \$362,125          |
| Proforma Net Debt   | 496,206         | 336,432   | \$761,016       | \$1,014,267 | \$1,174,291 | \$1,095,909 | \$1,213,576 | \$1,138,202 | \$1,573,722 | \$1,451,592 | 1,251,030   | \$1,374,122 | \$1,681,108        |
| Proforma Net Debt to<br>Recurring EBITDA                                    | 2.5x            | 1.6x      | 3.2x            | 4.0x        | 4.2x        | 3.6x        | 3.7X        | 3.4X        | 4.3X        | 3.8x        | 3.1x        | 3.1x        | 3.7x               |



#### Reconciliation of Net Income to FFO, Core FFO and AFFO

|  | 2012       | 2013       | 2014       | 2015       | 2016       | 2017       | 2018       | 2019       | 2020       | 2021       | 2022       |
|--|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|
| NetIncome  | \$18,604   | \$20,190   | \$18,913   | \$39,762   | \$45,797   | \$58,790   | \$58,798   | \$80,763   | \$91,972   | \$122,876  | \$153,035  |
| Series A Preferred Stock Dividends   | 0          | 0          | 0          | 0          | 0          | 0          | 0          | 0          | 0          | (2,148)    | (7,437)    |
| Net Income attributable to OP Common Unitholders                               | \$18,604   | \$20,190   | \$18,913   | \$39,762   | \$45,797   | \$58,790   | \$58,798   | \$80,763   | \$91,972   | \$120,728  | \$145,598  |
|  |            |            |            |            |            |            |            |            |            |            |            |
| Depreciation of rental real estate assets                                      | \$5,726    | \$6,930    | \$8,362    | \$11,466   | \$15,200   | \$19,507   | \$24,553   | \$34,349   | \$48,367   | \$66,732   | \$88,685   |
| Amortization of lease intangibles - in-place leases and leasing costs          | 1,131      | 1,747      | 2,616      | 4,957      | 8,135      | 7,076      | 8,271      | 11,071     | 17,882     | 28,379     | 44,107     |
| Provision for impairment   | 0          | 450        | 3,020      | 0          | 0          | 0          | 2,319      | 1,609      | 4,137      | 1,919      | 1,015      |
| (Gain) loss on sale or involuntary conversion of assets, net                   | (2,097)    | (946)      | 405        | (12,135)   | (9,964)    | (14,193)   | (11,180)   | (13,306)   | (8,004)    | (15,111)   | (5,258)    |
| Funds from Operations - OP Common Unitholders                                  | \$23,364   | \$28,370   | \$33,316   | \$44,050   | \$59,168   | \$71,180   | \$82,761   | \$114,486  | \$154,354  | \$202,647  | \$274,147  |
|  |            |            |            |            |            |            |            |            |            |            |            |
| Loss on extinguishment of debt & settlement of related hedges                  | \$0        | \$0        | \$0        | \$0        | \$0        | \$0        | \$0        | \$0        | \$0        | \$14,614   | \$0        |
| Amortization of above (below) market lease intangibles                         | 0          | 0          | 0          | 0          | 0          | 5,091      | 10,668     | 13,501     | 15,885     | 24,284     | 33,563     |
| Core Funds from Operations - OP Common Unitholders                             | \$23,364   | \$28,370   | \$33,316   | \$44,050   | \$59,168   | \$76,271   | \$93,429   | \$127,987  | \$170,239  | \$241,545  | \$307,710  |
|  |            |            |            |            |            |            |            |            |            |            |            |
| Straight-line accrued rent   | (\$738)    | (\$1,148)  | (\$1,416)  | (\$2,450)  | (\$3,582)  | (\$3,548)  | (\$4,648)  | (\$7,093)  | (\$7,818)  | (\$11,857) | (\$13,176) |
| Stock based compensation expense   | 1,657      | 1,813      | 1,987      | 1,992      | 2,441      | 2,589      | 3,227      | 4,106      | 4,995      | 5,467      | 6,464      |
| Amortization of financing costs  | 285        | 326        | 398        | 494        | 516        | 574        | 578        | 706        | 826        | 1,197      | 3,141      |
| Loss on extinguishment of debt   | 0          | 0          | 0          | 180        | 333        | 0          | 0          | 0          | 0          | 0          | 0          |
| Non-real estate depreciation   | 66         | 67         | 123        | 62         | 72         | 78         | 146        | 283        | 509        | 618        | 778        |
| Other  | (463)      | (463)      | (463)      | (463)      | (541)      | (230)      | 0          | (475)      | 0          | 0          | 0          |
| Adjusted Funds from Operations - OP Common Unitholders                         | \$24,171   | \$28,964   | \$33,945   | \$43,865   | \$58,407   | \$75,734   | \$92,732   | \$125,514  | \$168,751  | \$236,970  | \$304,917  |
|  |            |            |            |            |            |            |            |            |            |            |            |
| FFO Per Common Share and OP Unit - Diluted                                     | \$2.03     | \$2.10     | \$2.18     | \$2.39     | \$2.54     | \$2.54     | \$2.53     | \$2.75     | \$2.93     | \$3.00     | \$3.45     |
|  |            |            |            |            |            |            |            |            |            |            |            |
| Core FFO Per Common Share and OP Unit - Diluted                                | \$2.03     | \$2.10     | \$2.18     | \$2.39     | \$2.54     | \$2.72     | \$2.85     | \$3.08     | \$3.23     | \$3.58     | \$3.87     |
|  |            |            |            |            |            |            |            |            |            |            |            |
| Adjusted FFO Per Common Share and OP Unit - Diluted                            | \$2.10     | \$2.14     | \$2.22     | \$2.38     | \$2.51     | \$2.70     | \$2.83     | \$3.02     | \$3.20     | \$3.51     | \$3.83     |
|  |            |            |            |            |            |            |            |            |            |            |            |
| Weighted Average Number of Common Shares and OP Units<br>Outstanding - Diluted | 11,484,529 | 13,505,124 | 15,314,514 | 18,413,034 | 23,307,418 | 28,047,966 | 32,748,741 | 41,571,233 | 52,744,353 | 67,486,698 | 79,512,005 |

Note: Core FFO reporting began in 2018.







#### CONTACT

PETER COUGHENOUR Chief Financial Officer (248) 737-4190 investors@agreerealty.com

