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

June 5, 2023

Date of Report (Date of earliest event reported)

Essential Properties Realty Trust, Inc. (Exact name of registrant as specified in its charter)

001-38530

(Commission File Number)

Maryland (State or other jurisdiction of incorporation)

> 902 Carnegie Center Blvd., Suite 520 Princeton, New Jersey (Address of principal executive offices)

82-4005693 (IRS Employer Identification No.)

08540

(Zip Code)

Registrant's telephone number, including area code: (609) 436-0619

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))

Securities registered pursuant to Section 12(b) of the Act: <u>Title of Each Class</u>

Common stock, \$0.01 par value

Trading Symbol(s) EPRT Name of Each Exchange on Which Registered New York Stock Exchange

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).

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

Item 7.01 — Regulation FD Disclosure.

Investor Presentation

On June 5, 2023, Essential Properties Realty Trust, Inc. released a presentation that it intends to use from time to time in meetings with investors. A copy of the presentation is attached hereto as Exhibit 99.1.

The information set forth in this item 7.01 and in the attached Exhibit 99.1 is being "furnished" and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of Section 18, nor shall it be deemed incorporated by reference into any filing of the company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in any such filing.

Item 9.01 — Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being filed herewith:

	Exhibit No.	Description
<u>99.1</u>		June 2023 Investor Presentation
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.

Date: June 5, 2023

By:

ESSENTIAL PROPERTIES REALTY TRUST, INC.

/s/ Mark E. Patten Mark E. Patten

Executive Vice President, Chief Financial Officer, Treasurer and Secretary



Disclaimer

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements can be identified by the use of words such as "expect," "plan," "will," "estimate," "project," "intend," "believe," "guidance," and other similar expressions that do not relate to historical matters. These forward-looking statements are subject to known and unknown risks and uncertainties that can cause actual results to differ materially from those currently anticipated due to a number of factors, which include, but are not limited to, our continued ability to source new investments, risks associated with using debt and equity financing to fund our business activities (including refinancing and interest rate risks, changes in interest rates and/or credit spreads, changes in the price of our common shares, and conditions of the equity and debt capital markets, generally), unknown liabilities acquired in connection with acquired properties or interests in real-estate related entities, general risks affecting the real estate industry and local real estate markets (including, without limitation, the market value of our properties, the inability to enter into or renew leases at favorable rates, portfolio occupancy varying from our expectations, dependence on tenants' financial condition and operating performance, and competition from other developers, owners and operators of real estate), the financial performance of our retail tenants and the demand for retail space, particularly with respect to challenges being experienced by general merchandise retailers, potential fluctuations in the consumer price index, risks associated with our failure to maintain our status as a REIT under the Internal Revenue Code of 1986, as amended, and other additional risks discussed in our filings with the Securities and Exchange Commission. We expressly disclaim any responsibility to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Investor Presentation – June 2023

Executive Summary Continuing to Execute Our Strategy

Healthy Net Lease Portfolio ¹	 Stable Portfolio: 99.8% leased; same-store rent growth has averaged 1.7% over the last four quarters Strong Coverage: Unit-level coverage of 3.9x with ~99% of ABR required to report unit-level P&Ls De-Minimis Near-Term Expirations: Only 3.5% of ABR expiring through 2026 Fungible & Diversified: Average asset size is \$2.4mm; Top 10 tenants represent just 17.1% of ABR
Well Positioned Balance Sheet	 100% Unsecured Balance Sheet: Asset base is 100% unencumbered with no secured debt Low Leverage²: Proforma Net Debt / Annualized Adjusted EBITDAre of 4.1x at 1Q'23-end Excellent Liquidity²: ~\$775mm of pro forma liquidity at 1Q'23-end Well-Laddered Low-Cost Debt: Weighted average debt maturity is 5.0 years, and weighted average interest rate is 3.3% at 1Q'23-end
Consistent & Disciplined External Growth	 Investment Activity Remains Healthy at Attractive Cap Rates: With ~\$169mm of investments closed quarter-to-date³ and ~\$172mm of investments under PSA or LOI⁴, our closed and pending investments total ~\$341mm at cash yield of 7.4% Accretive Capital Recycling: With ~\$31mm of dispositions closed quarter-to-date³ at 6.1% cash yield and ~\$41mm under PSA at 6.2% yield⁴, we continue to dispose our weaker properties at attractive prices

Investor Presentation – June 2023

As of March 31, 2023.
 Pro forma adjustments have been made to reflect 4,421,401 shares sold on a forward basis in our February 2023 follow-on equity offering as if they had been physically settled for cash on March 31, 2023.
 Completed investments and dispositions from April 1, 2023 through June 2, 2023, Includes transaction costs.
 As of June 2, 2023, we were party to purchase and sale agreements, letters of intent or similar agreements relating to potential investments and purchase and sale agreements relating to potential dispositions. There can be no assurance that these investments and dispositions will be completed. Potential new investments include the impact of estimated transaction costs.

New Vintage Portfolio + External Growth Capacity = Compelling Investment Opportunity



Investor Presentation – June 2023

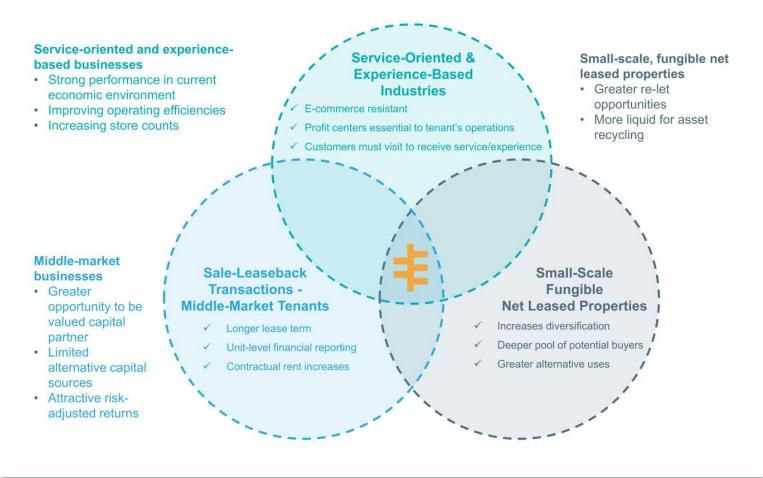
ESSENTIAL = PROPERTIES

As of March 31, 2023.

Average quarterly investment activity represents the trailing eight quarter average as of March 31, 2023. Based on Cash ABR as of March 31, 2023. Pro forma adjustments have been made to reflect 4,421,401 shares sold on a forward basis in our February 2023 follow-on equity offering as if they had been physically settled for cash on March 31, 2023.

Differentiated Investment Strategy Based on Decades of Experience

Investment Discipline Refined Over Multiple Decades, Extensive Experience Through Various Credit Cycles



Investor Presentation – June 2023

Relationship Based Strategy – Capital Provider of Choice

EPRT Originated Sale-Leaseback

Transactions²

88%

Actively Leveraging Our Relationships to Source New Investment Opportunities

Relationship-Based Sourcing

Repeat Business¹

85%

Underwriting Methodology

Unit-Level Profitability

• Evaluate the profitability of the business operated at our real estate locations through rent coverage ratios and historical financials

Real Estate Valuation

 Identify whether the underlying real estate is commercially desirable and suitable for use by different tenants

Industry View

 Determine the relevant competitive factors and long-term viability of the industry, avoiding industries subject to long-term functional obsolescence

Credit of the Tenant

 Perform detailed credit reviews of the financial condition of all proposed tenants to determine their financial strength and flexibility

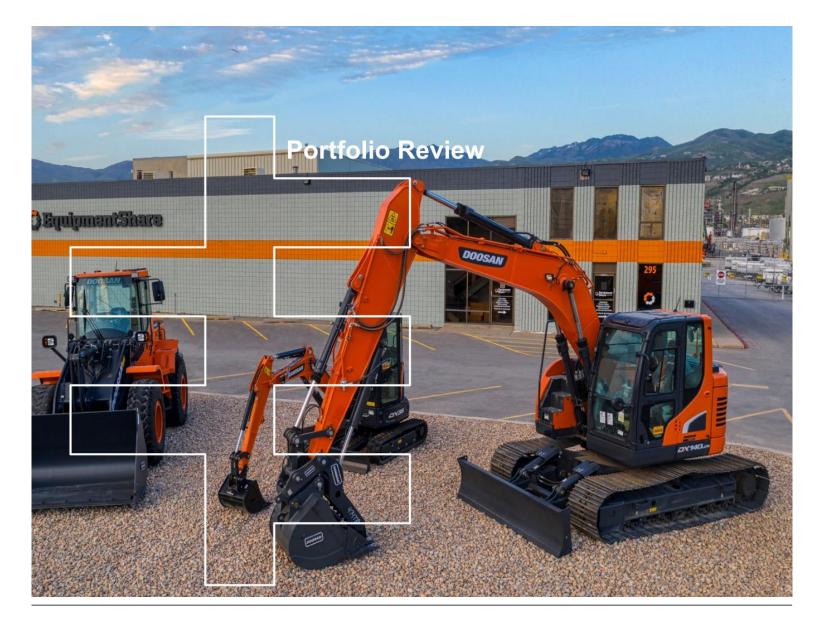
1. Percentage of portfolio cash ABR as of March 31, 2023 that was acquired from parties who previously engaged in one or more transaction with a senior management team member. Exclusive of Initial Portfolio. 2. Percentage of portfolio cash ABR as of March 31, 2023 that was attributable to internally originated sale-leaseback transactions. Exclusive of Initial Portfolio.

39%

Tenant Relationships

5

Investor Presentation – June 2023



New Vintage Portfolio Focused on Targeted Industries

Disciplined Investing Focused on Service-Oriented and Experience-Based Businesses with Unit-Level Reporting

March 31 2023

- E-Commerce Resistant:
- Focus on 16 Industries: .
- Long WALT Limits Near-Term Cash Flow Erosion: •

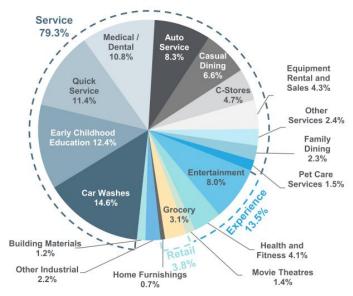
Highly Transparent with No Legacy Issues:

93% of cash ABR comes from service-oriented and experience-based tenants Results in greater sector expertise and more efficient asset management 3.5% of our ABR expires through 2026

98.7% unit-level reporting; investment program started in June 2016

Portfolio Highlights

	March 31, 2023
Investment Properties (#) ¹	1,688
Square Footage (mm)	16.5
Tenants (#)	348
Industries (#)	16
States (#)	48
Weighted Average Remaining Lease Term (Years)	13.9
Master Leases (% of Cash ABR)	65.9%
Sale-Leaseback (% of Cash ABR) ^{2,3}	88.3%
Unit-Level Rent Coverage	3.9x
Unit-Level Financial Reporting (% of Cash ABR)	98.7%
Leased (%)	99.8%
Top 10 Tenants (% of Cash ABR)	17.1%
Average Investment Per Property (\$mm)	\$2.4
	φ2.1



Includes 150 properties that secure mortgage loans receivable.
 Exclusive of Initial Portfolio.
 Includes investments in mortgage loans receivable made in support of sale-leaseback transactions

Investor Presentation – June 2023

ESSENTIAL = PROPERTIES

Tenant Industry Diversification

Top 10 Tenant Concentration Highly Diversified Portfolio by Tenant: Top 10 Tenants Represent only 17% of Total Cash ABR

Top 10 Tenants

Diversification by Industry

Top 10 Tenants ¹	Properties ²	% of Cash ABR	Tenant Industry	Type of Business	Cash ABR (\$'000s)	% of Cash ABR	# of Properties ²	Building SqFt	Rent Per SqFt³
Fouriement			Car Washes	Service	\$ 45,384	14.6%	152	763,642	\$ 59.43
C Equipment Share	31	3.0%	Early Childhood Education	Service	38,611	12.4%	171	1,842,998	20.95
Chicken			Quick Service	Service	35,407	11.4%	406	1,130,103	31.47
N Pickle.	6	1.8%	Medical / Dental	Service	33,469	10.8%	195	1,386,451	24.14
~			Automotive Service	Service	25,750	8.3%	199	1,264,345	20.14
CADTANID	75	1.7%	Casual Dining	Service	20,590	6.6%	95	684,555	29.28
distant of the second			Convenience Stores	Service	14,618	4.7%	130	489,694	30.26
Cadanas	22	1.6%	Equipment Rental and Sales	Service	13,257	4.3%	54	954,681	13.13
~ Cadence	23	1.6%	Other Services	Service	7,546	2.4%	35	438,901	17.19
AND ADDRESS AND A			Family Dining	Service	6,686	2.3%	38	249,173	26.83
	16	1.6%	Pet Care Services	Service	4,798	1.5%	41	305,073	15.39
FIVE STAR	9	1.5%	Service Subtotal		\$ 246,116	79.3%	1,516	9,509,616	\$ 25.78
ARRAS & ATTRACTIONS			Entertainment	Experience	24,611	8.0%	49	1,441,997	17.69
faction	5	1.5%	Health and Fitness	Experience	12,813	4.1%	32	1,278,814	9.25
festival	5	1.576	Movie Theatres	Experience	4,305	1.4%	6	293,206	14.68
Holdings	17	1.5%	Experience Subtotal		\$ 41,729	13.5%	87	3,014,017	\$ 13.75
			Grocery	Retail	9,756	3.1%	28	1,341,200	7.27
Mister	13	1.5%	Home Furnishings	Retail	2,049	0.7%	4	217,339	9.42
			Retail Subtotal		\$ 11,805	3.8%	32	1,558,539	\$ 7.57
SPARE	6	1.4%	Other Industrial	Industrial	6,841	2.2%	26	1,155,651	5.92
		17.101	Building Materials	Industrial	3,855	1.2%	23	1,257,017	3.07
Top 10 Tenants	201	17.1%	Industrial Subtotal		\$ 10,696	3.4%	49	2,412,668	\$ 4.48
Total	1,684	100.0%	Total		\$ 310,346	100.0%	1,684	16,494,840	\$ 18.73

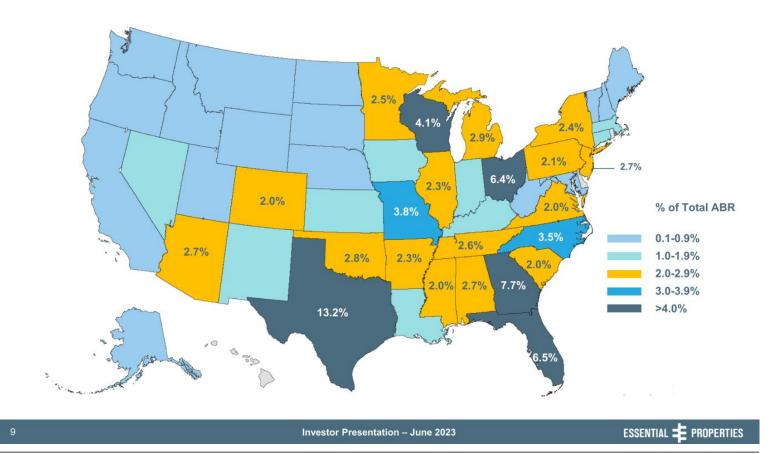
Represents tenant, guarantor or parent company.
 Property count includes 150 properties that secure mortgage loans receivable and excludes four vacant properties.
 Calculation excludes properties with no annualized base rent and properties under construction.

Investor Presentation – June 2023

Diversified Portfolio – Our Tenants Identify the Location of Opportunities Geographical Diversity is an Output of our Strategy

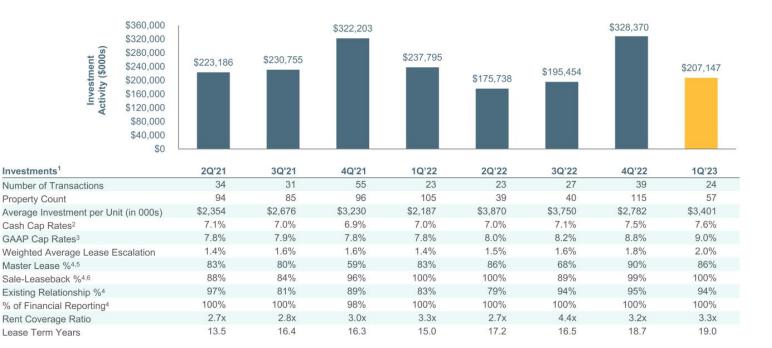
Geographic Diversity

~81% of Total Cash ABR comes from Top 22 States (States with >2.0% of our total ABR) TX, GA, FL, OH, and WI represent 38% of Total Cash ABR



Established and Proven Investment Platform

Scalable Infrastructure - Consistent Investment Sourcing at Attractive Yields without Sacrificing Quality



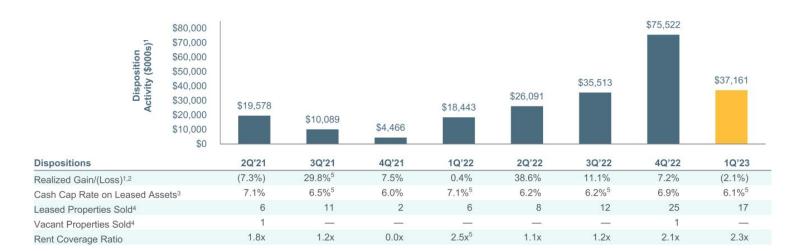
Includes investments in mortgage loans receivable. Cash ABR for the first full month after the investment divided by the gross investment in the property plus transaction costs. GAAP rent and interest income for the first welve months after the investment divided by the gross investment in the property plus transaction costs. As a percentage of cash ABR for the quarter.

Includes investments in mortgage loans receivable collateralized by more than one property.
 Includes investments in mortgage loans receivable made in support of sale-leaseback transactions

Investor Presentation – June 2023

Active Asset Management

Proactive Asset Management Mitigates Risk, Optimizes Accretive Capital Recycling and Risk-Adjusted Returns



1.

- 2.
- Includes the impact of transaction costs. Gains/(losses) based on our initial purchase price. Cash ABR at time of sale divided by gross sale price (excluding transaction costs) for the property. Property count excludes dispositions of undeveloped land parcels or dispositions where only a portion of the owned parcel is sold. Excludes properties sold pursuant to an existing tenant purchase option or properties purchased by the tenant. 4.

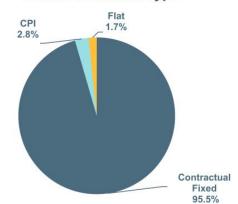
Investor Presentation – June 2023

Leasing Summary Consistent Contractual Rent Escalations Generate Dependable Internal Growth

Lease Escalation Frequency

		Weighted Average
Lease Escalation Frequency	% of Cash ABR	Annual Escalation Rate ^{1,2}
Annually	81.1%	1.7%
Every 2 years	1.3	1.5
Every 3 years	0.2	0.0
Every 4 years	0.2	1.0
Every 5 years	10.9	1.7
Other escalation frequencies	4.6	1.1
Flat	1.7	0.0
Total / Weighted Average	100.0%	1.6%

Lease Escalation Type





Based on cash ABR as of March 31, 2023.
 Represents the weighted average annual escalation rate of the entire portfolio as if all escalations occur annually. For leases in which rent escalates by the greater of a stated fixed percentage or CPI, we have assumed an escalation equal to the stated fixed percentage in the lease. As any future increase in CPI is unknowable at this time, we have not included an increase in the rent pursuant to these leases in the weighted average annual escalation rate presented.

Investor Presentation – June 2023

Same-Store Rent Growth

Alignment with Average Contractual Rent Bumps is Indicator of Limited Credit Loss Experience

Same-Store Portfolio Performance¹

	Contractual	Cash Re	nt (\$000s) ²	%
Type of Business	1Q'22		1Q'23	Change
Service	\$ 48,344	\$	49,209	1.8%
Experience	6,714		6,741	0.4%
Retail	2,915		2,951	1.3%
Industrial	1,558		1,582	1.5%
Total Same-Store Rent	\$ 59,531	\$	60,483	1.6%

Trailing 8 Qtr. Avg. Same-Store Rent Growth¹







1. All properties owned, excluding new sites under construction, for the entire same-store measurement period, which is December 31, 2021 through March 31, 2023. The same-store portfolio for 1Q'23 is comprised of 1,413 properties and represents 78% of our total portfolio as measured by contractual cash rent and interest divided by our cash ABR at March 31, 2023. 2. The amount of cash rent and interest our tenants are contractually obligated to pay per the in-place lease or mortgage as of March 31, 2023; excludes 1.) percentage rent that is subject to sales breakpoints per the lease and 2.) redevelopment properties in a free rent period.

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Investor Presentation – June 2023

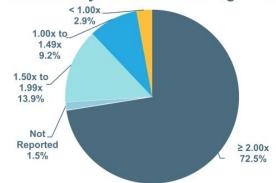
Disciplined Underwriting Leading to Healthy Portfolio Metrics

Virtually 100% Unit-Level Reporting Provides Timely Visibility into Tenant Health and Expansive Intellectual Capital

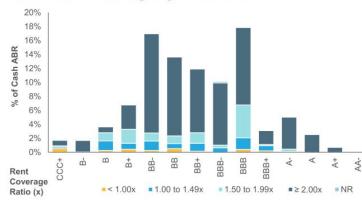
Tenant Financial Reporting Requirements

Reporting Requirements	% of Cash ABR
Unit-Level Financial Information	98.7%
Corporate-Level Financial Reporting	98.9%
Both Unit-Level and Corporate-Level Financial Information	98.6%
No Financial Information	0.9%

% of Cash ABR by Unit-Level Coverage Tranche¹



Unit-Level Coverage by Tenant Credit²



Unit-Level Coverage by Lease Expiration 36.3% 20% 18% 16% 14% Cash ABR 12% 10% of 8% % 6% 4% 2% 0% 2025 2026 2032 2033 2035 2036 2037 2038 2029 2030 2034 Thereafter 2004 2027 2028 2031 Rent Coverage < 1.00x 1.00 to 1.49x 1.50 to 1.99x ■ ≥ 2.00x NR Ratio (x)

Note: 'NR' means not reported.

Certain tendents, whose leases do not require unit-level financial reporting, provide the Company with unit-level financial information. The data shown includes unit-level coverage for these leases.
 The chart illustrates the portions of annualized base rent as of March 31, 2023 attributable to leases with tenants having specified implied credit ratings based on their Moody's RiskCalc scores. Moody's equates the EDF scores generated using RiskCalc with a corresponding credit rating.

Investor Presentation – June 2023



Conservative and Flexible Debt Structure

100% Unsecured Debt - 100% Unencumbered Asset Base - Manageable Near-Term Debt Maturity

Well-Laddered Maturities:

Weighted average debt maturity of 5.0 years

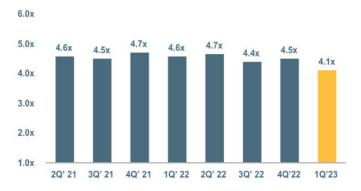
- Low-Cost Debt Structure: Weighted average interest rate of 3.3%
- 100% Unsecured Balance Sheet: Asset base is 100% unencumbered with no secured debt
- Flexible Debt Structure: No debt maturities until April 2024
- Low Leverage¹: Proforma Net Debt / Annualized Adjusted EBITDAre of 4.1x at 1Q'23-end



Debt Maturity Schedule

Consistently Conservative Leverage

(Net Debt plus Annualized Adjusted EBITDAre¹)



1. Pro forma adjustments have been made to reflect 4,421,401 shares sold on a forward basis in our February 2023 follow-on equity offering as if they had been physically settled for cash on March 31, 2023.

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Investor Presentation – June 2023

Strong Liquidity to Support Growth

(\$000s)	1Q'23		Forma Q'23 ¹
Cash	\$ 71.0	S	174.6
Unused Revolver Capacity	600.0		600.0
Forward Equity Sales - Unsettled	103.6		0
Total Available Liquidity	\$ 774.6	\$	774.6

Ample Liquidity to Fund Investment Pipeline (\$000s)



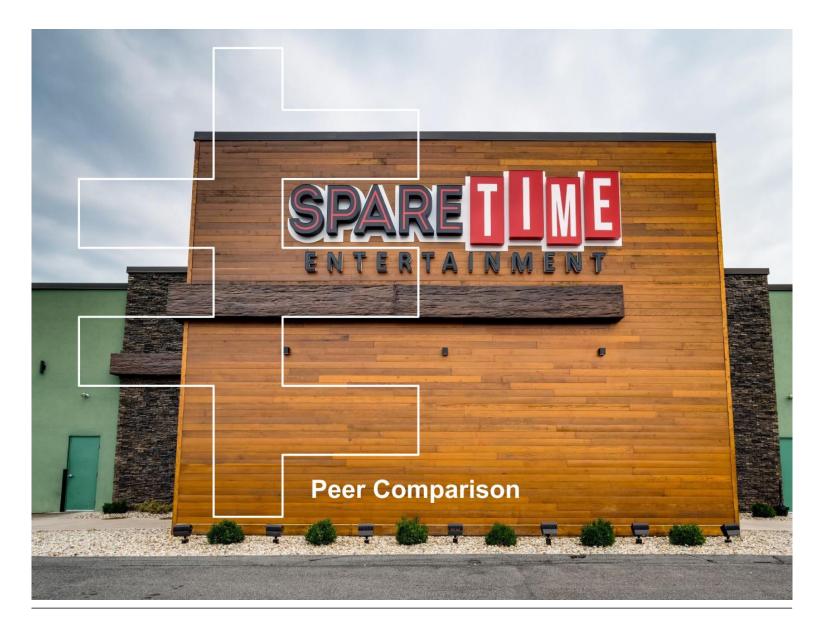




1. Pro forma adjustments have been made to reflect 4;421,401 shares sold on a forward basis in our February 2023 follow-on equity offering as if they had been physically settled for cash on March 31, 2023.

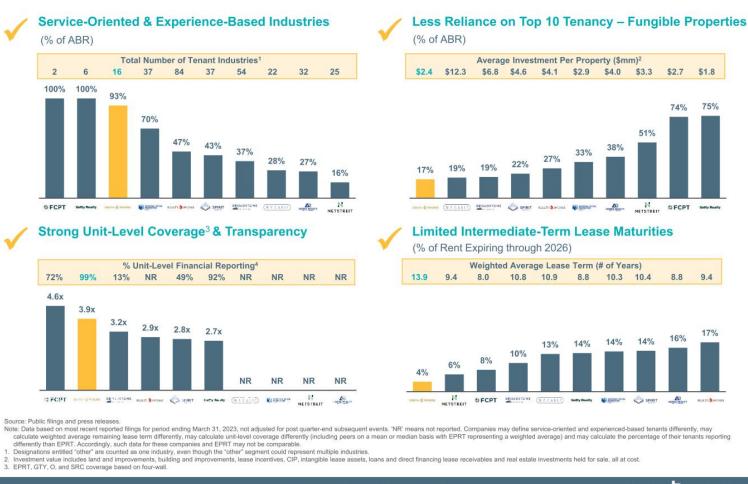
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Investor Presentation – June 2023



Differentiated Net Lease Investment Opportunity

Portfolio Mix and Underlying Fundamentals are Favorable Relative to Peers



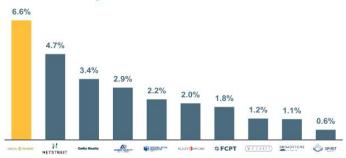
Investor Presentation – June 2023

Relative Valuation, Growth and Leverage

Compelling Valuation, Projected AFFO/sh Growth Relative to Net Lease Peers, and Conservative Leverage

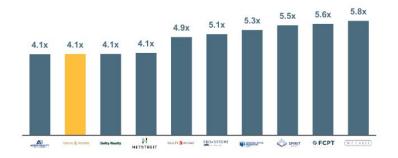


2023E AFFO per Share Growth²



Net Debt + Preferred / EBITDAre

(Net Debt plus Preferred-to-Annualized Adjusted EBITDAre3)



Source: Public filings, FactSet and SNL. Note: Market data as of June 2, 2023. 1. 2023E AFFO per share multiple calculated using current price per share and FactSet mean 2023E AFFO per share estimates. 2. 2023E AFFO per share growth is calculated using FactSet mean 2023E AFFO per share estimates and 2022A AFFO per share. 3. Companies may define annualized adjusted EBITDAre differently, accordingly, data for these companies and EPRT may not be comparable.

Investor Presentation – June 2023



Environmental, Social and Governance

Strong Governance, Innovative Approach to Sustainability, Commitment to Diversity, Equity & Inclusion





Financial Summary – 1Q'23 Consolidated Statements of Operations

	Three Months I	Ended March 31,		
(in thousands, except share and per share data)	2023	2022		
	(unaudited)	(unaudited)		
Revenues:				
Rental revenue ^{1,2}	\$ 78,172	\$ 66,112		
Interest on loans and direct financing lease receivables	4,446	3,822		
Other revenue, net	1,069	187		
Total revenues	83,687	70,121		
Expenses:				
General and administrative	8,583	8,063		
Property expenses ³	843	1,009		
Depreciation and amortization	23,824	20,313		
Provision for impairment of real estate	677	3,935		
Change in provision for credit losses	(30)	60		
Total expenses	33,897	33,380		
Other operating income:				
Gain on dispositions of real estate, net	4,914	1,658		
Income from operations	54,704	38,399		
Other (expense)/income:				
Loss on debt extinguishment ⁴	-	(2,138)		
Interest expense	(12,133)	(9,160)		
Interest income	638	18		
Income before income tax expense	43,209	27,119		
Income tax expense	153	301		
Net income	43,056	26,818		
Net income attributable to non-controlling interests	(160)	(119)		
Net income attributable to stockholders	\$ 42,896	\$ 26,699		
Basic weighted-average shares outstanding	144,406,044	126,839,258		
Basic net income per share	\$ 0.30	\$ 0.21		
Diluted weighted-average shares outstanding	146,000,007	127,923,499		
Diluted net income per share	\$ 0.29	\$ 0.21		

Includes contingent rent (based on a percentage of the tenant's gross sales at the leased properly) of \$176 and \$156 for the three months ended March 31, 2023 and 2022, respectively.
 Includes reimbursable income from our tenants of \$591 and \$5563 for the three months ended March 31, 2023 and 2022, respectively.
 Includes reimbursable expenses from our tenants of \$591 and \$5561 or the three months ended March 31, 2023 and 2022, respectively.
 During the three months ended March 31, 2023, and 2021, respectively.
 During the three months ended March 31, 2022, includes debt extinguishment costs associated with the restructuring of our credit and term loan facilities.

Investor Presentation – June 2023

Financial Summary – 1Q'23 Funds from Operations (FFO) and Adjusted Funds from Operations (AFFO)

	Three Months Ended March 31,				
(unaudited, in thousands except per share amounts)		2023	2022		
Net income	\$	43,056 \$	26,818		
Depreciation and amortization of real estate		23,799	20,287		
Provision for impairment of real estate		677	3,935		
Gain on dispositions of real estate, net		(4,914)	(1,658)		
Funds from Operations		62,618	49,382		
Non-core (income) expenses1		(876)	2,138		
Core Funds from Operations		61,742	51,520		
Adjustments:					
Straight-line rental revenue, net		(6,838)	(6,265)		
Non-cash interest expense		819	661		
Non-cash compensation expense		2,721	2,836		
Other amortization expense		281	194		
Other non-cash charges		(35)	56		
Capitalized interest expense		(432)	(66)		
Adjusted Funds from Operations	\$	58,258 \$	48,936		
Net income per share ² :					
Basic	\$	0.30 \$	0.21		
Diluted	\$	0.29 \$	0.21		
FFO per share ² :					
Basic	\$	0.43 \$	0.39		
Diluted	\$	0.43 \$	0.39		
Core FFO per share ² :					
Basic	\$	0.43 \$	0.40		
Diluted	\$	0.42 \$	0.40		
AFFO per share ² :					
Basic	\$	0.40 \$	0.38		
Diluted	\$	0.40 \$	0.38		

During the three months ended March 31, 2023, includes \$0.9 million of insurance recovery income related to two properties and, during the three months ended March 31, 2022, includes debt extinguishment costs associated with the restructuring of our credit and term loan facilities.
 Calculations exclude \$101 and \$90 from the numerator for the three months ended March 31, 2023, and 2022, respectively, related to dividends paid on unvested restricted stock units.

Investor Presentation – June 2023

Financial Summary – 1Q'23 Consolidated Balance Sheets

(in thousands, except share and per share amounts)	Ma	rch 31, 2023	Dece	ember 31, 2022
ASSETS	(unaudited)		(audited)
Investments:				
Real estate investments, at cost:				
Land and improvements	\$	1,274,398	\$	1,228,68
Building and improvements		2,554,139		2,440,63
Lease incentive		18,191		18,35
Construction in progress		42,777		34,53
Intangible lease assets		87,851		88,36
Total real estate investments, at cost		3,977,356	~	3,810,57
Less: accumulated depreciation and amortization		(297,362)		(276.30
Total real estate investments, net		3,679,994		3,534,26
Loans and direct financing lease receivables, net		231,731		240,03
Real estate investments held for sale, net		5,398		4,78
Net investments		3,917,123		3,779,07
Cash and cash equivalents		70,958		62,34
Restricted cash		_		9,15
Straight-line rent receivable, net		85,425		78,58
Derivative assets		36,640		47,87
Rent receivables, prepaid expenses and other assets, net		26,201		22,99
Total assets	\$	4,136,347	\$	4,000,03
LIABILITIES AND EQUITY				
Unsecured term loans, net of deferred financing costs	\$	1,025,773	\$	1,025,49
Senior unsecured notes, net		395,426		395,28
Revolving credit facility		_		<u>-</u>
Intangible lease liabilities, net		11,536		11,55
Dividend payable		41,183		39,39
Derivative liabilities		6,024		2,27
Accrued liabilities and other payables		25,778		29,26
Total liabilities		1,505,720		1,503,26
Commitments and contingencies		_		<u>.</u>
Stockholders' equity:				
Preferred stock, \$0.01 par value; 150,000,000 authorized; none issued and outstanding as of 3/31/23 and 12/31/22				<u>u</u>
Common stock, \$0.01 par value; 500,000,000 authorized; 148,838,117 and 142,379,655 issued and outstanding as of 3/31/23 and 12/31/22, respectively		1,488		1,42
Additional paid-in capital		2,712,797		2,563,30
Distributions in excess of cumulative earnings		(118,066)		(117,18
Accumulated other comprehensive loss		25.982		40.71
Accumulated during completensive loss	(-	2,622,201	-	2,488,26
Non-controlling interests		2,022,201		2,400,20
			-	2,496,77
Total equity Total liabilities and equity	-	2,630,627 4,136,347	s	4,000,03

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Financial Summary – 1Q'23 GAAP Reconciliations to EBITDA*re*, GAAP NOI, Cash NOI and Estimated Run Rate Metrics

(unaudited, in thousands)	Three Months Ended March 31, 2023
Net income	\$ 43,056
Depreciation and amortization	23,824
Interest expense	12,133
Interest income	(638)
Income tax expense	153
EBITDA	78,528
Provision for impairment of real estate	677
Gain on dispositions of real estate, net	(4,914)
EBITDAre	74,291
Adjustment for current quarter re-leasing, acquisition and disposition activity1	3,370
Adjustment to exclude other non-core and non-recurring activity ²	(328)
Adjustment to exclude termination/prepayment fees and certain percentage rent ³	(371)
Adjusted EBITDAre - Current Estimated Run Rate	76,962
General and administrative	8,005
Adjusted net operating income ("NOI")	84,967
Straight-line rental revenue, net1	(8,016)
Other amortization expense	281
Adjusted Cash NOI	\$ 77,232
Annualized EBITDAre	\$ 297,164
Annualized Adjusted EBITDAre	\$ 307,848
Annualized Adjusted NOI	\$ 339,868
Annualized Adjusted Cash NOI	\$ 308,928

Adjustment made to reflect EBITDAre, NOI and Cash NOI as if all re-leasing activity, investments in and dispositions of real estate and loan repayments completed during the three months ended March 31, 2023 had occurred on January 1, 2023.
 Adjustment made to i) exclude non-core income and expense adjustments made in computing Core FFO, ii) exclude changes in our provision for credit losses and iii) eliminate the impact of seasonal fluctuation in certain non-cash compensation expense recorded in the period.
 Adjustment excludes lease termination or loan prepayment fees and contingent rent (based on a percentage of the tenant's gross sales at the leased property) where payment is subject to exceeding a sales threshold specified in the lease, if any.

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Financial Summary – 1Q'23 Market Capitalization, Debt Summary and Leverage Metrics

(dollars in thousands, except share and per share amounts)		March 31, 2023		Wtd. Avg. Maturity
Unsecured debt:				
April 2024 term loan ¹	\$	200,000	2.9%	1.0 years
February 2027 term loan ¹	Ψ	430,000	2.4%	3.9 years
January 2028 term loan ¹		400,000	4.6%	4.8 years
Senior unsecured notes due July 2031		400,000	3.1%	8.3 years
Revolving credit facility ²			-%	2.9 years
Total unsecured debt		1,430,000	3.3%	5.0 years
Gross debt	· · · · · · · · · · · · · · · · · · ·	1,430,000	01070	ole years
Less: cash & cash equivalents		(70,958)		
Less: restricted cash available for future investment		(
Net debt	-	1,359,042		
		1,000,012		
Equity:				
Preferred stock		_		
Common stock & OP units (149,391,964 shares @ \$24.85/share as of 3/31/23) ³		3,712,390		
Total equity		3,712,390		
Total enterprise value ("TEV")	\$	5,071,432		
Pro forma adjustments to Net Debt and TEV:4				
Net debt	\$	1,359,042		
Less: cash received — unsettled forward equity	+	(103,605)		
Pro forma net debt		1,255,437		
Total equity		3,712,390		
Common stock — unsettled forward equity (4,421,401 shares @ \$24.85/share as of 3/31/23)		109,872		
Pro forma TEV	\$	5,077,699		
	lanka,			
Gross Debt / Undepreciated Gross Assets		32.2%		
Net Debt / TEV		26.8%		
Net Debt / Annualized Adjusted EBITDAre		4.4x		
Pro Forma Gross Debt / Undepreciated Gross Assets		31.5%		
Pro Forma Gross Debt / Ondepreciated Gross Assets Pro Forma Net Debt / Pro Forma TEV		24.7%		
Pro Forma Net Debt / Annualized Adjusted EBITDAre		24.7% 4.1x		
TO TOTAL Net Dest / Annualized Adjusted EDITDATE		4.17		

Rates presented for our term loans are fixed at the stated rates after giving effect to our interest rate swaps, applicable margin of 85bps and SOFR premium of 10bps.
 Our revolving credit facility provides a maximum aggregate initial original principal amount of up to \$600 million and includes an accordion feature to increase, subject to certain conditions, the maximum availability of the facility by up to \$600 million. Borrowings bear interest at Term SOFR plus applicable margin of 77.5bps and SOFR premium of 10bps.
 Common equity & units as of March 31, 2023, based on 148,88,117 common shares outstanding and 553,847 OP units held by non-controlling interests.
 Pro forma adjustments have been made to reflect 4,421,401 shares sold on a forward basis in our February 2023 follow-on equity offering as if they had been physically settled for cash on March 31, 2023.

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FFO, Core FFO and AFFO

Our reported results are presented in accordance with U.S. generally accepted accounting principles ("GAAP"). We also disclose funds from operations ("FFO"), core funds from operations ("Core FFO") and adjusted funds from operations ("AFFO"), each of which is a non-GAAP financial measures. We believe these non-GAAP financial measures are industry measures used by analysts and investors to compare the operating performance of REITs.

We compute FFO in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). NAREIT defines FFO as GAAP net income or loss adjusted to exclude extraordinary items (as defined by GAAP), net gain or loss from sales of depreciable real estate assets, impairment write-downs associated with depreciable real estate assets and real estate-related depreciation and amortization (excluding amortization of deferred financing costs and depreciation of non-real estate assets), including the pro rata share of such adjustments of unconsolidated subsidiaries. FFO is used by management, and may be useful to investors and analysts, to facilitate meaningful comparisons of operating performance between periods and among our peers primarily because it excludes the effect of real estate depreciation and amortization and net gains and losses on sales (which are dependent on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions).

We compute Core FFO by adjusting FFO, as defined by NAREIT, to exclude certain GAAP income and expense amounts that we believe are infrequent and unusual in nature and/or not related to our core real estate operations. Exclusion of these items from similar FFO-type metrics is common within the equity REIT industry, and management believes that presentation of Core FFO provides investors with a metric to assist in their

evaluation of our operating performance across multiple periods and in comparison to the operating performance of our peers, because it removes the effect of unusual items that are not expected to impact our operating performance on an ongoing basis. Core FFO is used by management in evaluating the performance of our core business operations. Items included in calculating FFO that may be excluded in calculating Core FFO include items like certain transaction related gains, losses, income or expense or other non-core amounts as they occur.

To derive AFFO, we modify the NAREIT computation of FFO to include other adjustments to GAAP net income related to certain items that we believe are not indicative of our operating performance, including straightline rental revenue, non-cash interest expense, non-cash compensation expense, other amortization and non-cash charges, capitalized interest expense and transaction costs. Such items may cause short-term fluctuations in net income but have no impact on operating cash flows or long-term operating performance. We believe that AFFO is an additional useful supplemental measure for investors to consider to assess our operating performance without the distortions created by non-cash and certain other revenues and expenses.

FFO, Core FFO and AFFO do not include all items of revenue and expense included in net income, they do not represent cash generated from operating activities, and they are not necessarily indicative of cash available to fund cash requirements; accordingly, they should not be considered alternatives to net income as a performance measure or cash flows from operations as a liquidity measure and should be considered in addition to, and not in lieu of, GAAP financial measures. Additionally, our computation of FFO, Core FFO and AFFO may differ from the methodology for calculating these metrics used by other equity REITs and, therefore, may not be comparable to similarly titled measures reported by other equity REITs.

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We also present our earnings before interest, taxes and depreciation and amortization for real estate ("EBITDA"), EBITDA further adjusted to exclude gains (or losses) on sales of depreciable property and real estate impairment losses ("EBITDAre"), net debt, net operating income ("NOI") and cash NOI ("Cash NOI"), all of which are non-GAAP financial measures. We believe these non-GAAP financial measures are accepted industry measures used by analysts and investors to compare the operating performance of REITs.

EBITDA and EBITDAre

We compute EBITDA as earnings before interest, income taxes and depreciation and amortization. In 2017, NAREIT issued a white paper recommending that companies that report EBITDA also report EBITDAre. We compute EBITDAre in accordance with the definition adopted by NAREIT. NAREIT defines EBITDAre as EBITDA (as defined above) excluding gains (or losses) from the sales of depreciable property and real estate impairment losses. We present EBITDA and EBITDAre as they are measures commonly used in our industry and we believe that these measures are useful to investors and analysts because they provide important supplemental information concerning our operating performance, exclusive of certain non-cash and other costs. We use EBITDA and EBITDAre as measures of our operating performance and not as measures of liquidity.

EBITDA and EBITDAre do not include all items of revenue and expense included in net income, they do not represent cash generated from operating activities and they are not necessarily indicative of cash available to fund cash requirements; accordingly, the should not be considered alternatives to net income as a performance measure or cash flows from operations as a liquidity measure and should be considered in addition to, and not in lieu of, GAAP financial measures. Additionally, our computation of EBITDA and EBITDAre may differ from the methodology for calculating these metrics used by other equity REITs and, therefore, may not be comparable to similarly titled measures reported by other equity REITs.

Net Debt

We calculate our net debt as our gross debt (defined as total debt plus net deferred financing costs on our secured borrowings) less cash and cash equivalents and restricted cash available for future investment.

We believe excluding cash and cash equivalents and restricted cash available for future investment, all of which could be used to repay debt, provides an estimate of the net contractual amount of borrowed capital to be repaid, which we believe is a beneficial disclosure to investors and analysts.

NOI and Cash NOI

We compute NOI as total revenues less property expenses. NOI excludes all other items of expense and income included in the financial statements in calculating net income or loss. Cash NOI further excludes non-cash items included in total revenues and property expenses, such as straightline rental revenue and other amortization and non-cash charges. We believe NOI and Cash NOI provide useful and relevant information because they reflect only those income and expense items that are incurred at the property level and present such items on an unlevered basis.

NOI and Cash NOI are not measurements of financial performance under GAAP. You should not consider our NOI and Cash NOI as alternatives to net income or cash flows from operating activities determined in accordance with GAAP. Additionally, our computation of NOI and Cash NOI may differ from the methodology for calculating these metrics used by other equity REITs and, therefore, may not be comparable to similarly titled measures reported by other equity REITs.

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Glossary Supplemental Reporting Measures

Adjusted EBITDAre / Adjusted NOI / Adjusted Cash NOI

We further adjust EBITDAre, NOI and Cash NOI i) based on an estimate calculated as if all re-leasing, investment and disposition activity that took place during the quarter had been made on the first day of the quarter, ii) to exclude certain GAAP income and expense amounts that we believe are infrequent and unusual in nature and iii) to eliminate the impact of lease termination or loan prepayment fees and contingent rental revenue from our tenants which is subject to sales thresholds specified in the lease. We then annualize these estimates for the current quarter by multiplying them by four, which we believe provides a meaningful estimate of our current run rate for all investments as of the end of the current quarter. You should not unduly rely on these measures, as they are based on assumptions and estimates that may prove to be inaccurate. Our actual reported EBITDAre, NOI and Cash NOI for future periods may be significantly less than these estimates of current run rates.

Cash ABR

Cash ABR means annualized contractually specified cash base rent in effect as of the end of the current quarter for all of our leases (including those accounted for as direct financing leases) commenced as of that date and annualized cash interest on our mortgage loans receivable as of that date.

Rent Coverage Ratio

Rent coverage ratio means the ratio of tenant-reported or, when unavailable, management's estimate based on tenant-reported financial information, annual EBITDA and cash rent attributable to the leased property (or properties, in the case of a master lease) to the annualized base rental obligation as of a specified date.

Initial Portfolio

Initial Portfolio means our acquisition of a portfolio of 262 net leased properties on June 16, 2016, consisting primarily of restaurants, that were being sold as part of the liquidation of General Electric Capital Corporation for an aggregate purchase price of \$279.8 million (including transaction costs).

GAAP Cap Rate

GAAP Cap Rate means annualized rental income computed in accordance with GAAP for the first full month after investment divided by the purchase price, as applicable, for the property.

Cash Cap Rate

Cash Cap Rate means annualized contractually specified cash base rent for the first full month after investment or disposition divided by the purchase or sale price, as applicable, for the property.

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