

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

May 3, 2021
Date of Report (Date of earliest event reported)

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

Maryland
(State or other jurisdiction of incorporation)

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

001-38530
(Commission File Number)

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>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, \$0.01 par value	EPRT	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).
Emerging growth company ☐

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

Item 2.02 — Results of Operations and Financial Condition.

On May 3, 2021, Essential Properties Realty Trust, Inc. (the “Company”) issued a press release announcing the Company’s financial results for the three months ended March 31, 2021. The press release is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7.01— Regulation FD Disclosure.

On May 3, 2021, the Company issued its Supplemental Operating & Financial Data—First Quarter Ended March 31, 2021. The Supplemental Operating & Financial Data is furnished hereto as Exhibit 99.2 and incorporated herein by reference.

The foregoing information is furnished pursuant to Item 2.02, “Results of Operations and Financial Condition,” and Item 7.01, “Regulation FD Disclosure.” The information in Items 2.02 and 7.01 of this Current Report on Form 8-K and the exhibits furnished therewith shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, and shall not be or be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of any general incorporation language in such filing.

Item 9.01 — Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Earnings Press Release dated May 3, 2021 for the quarter ended March 31, 2021
99.2	Supplemental Operating & Financial Data—First Quarter Ended March 31, 2021
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: May 3, 2021

ESSENTIAL PROPERTIES REALTY TRUST, INC.

By:

/s/ Mark E. Patten

Mark E. Patten

Executive Vice President, Treasurer and Chief Financial Officer



Essential Properties Announces First Quarter 2021 Results
- First Quarter Net Income per Share of \$0.14 and AFFO per Share of \$0.30 -
- Closed Investments of \$197.8 million at a 7.0% Weighted Average Cash Cap Rate -
- Reiterate 2021 AFFO per Share Guidance -

May 3, 2021

PRINCETON, N.J.--(BUSINESS WIRE)--Essential Properties Realty Trust, Inc. (NYSE: EPRT; "Essential Properties" or the "Company"), today announced operating results for the three months ended March 31, 2021.

First Quarter 2021 Financial and Operating Highlights

Operating Results (as compared to First Quarter 2020):

• Investments (74 properties)	\$ Invested	\$197.8 million
	Weighted Avg Cash Cap Rate	7.0%
• Net Income per share	Decreased by 7%	\$0.14
• Funds from Operations ("FFO") per share	Increased by 7%	\$0.30
• Core Funds from Operations ("Core FFO") per share	Remained unchanged	\$0.30
• Adjusted Funds from Operations ("AFFO") per share	Increased by 3%	\$0.30

Equity Activity:

• Equity Raised - ATM Program	\$23.22/share	\$64.9 million
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Highlights Subsequent to First Quarter 2021

• Investments (19 properties)	\$ Invested	\$45.6 million
• Dispositions (4 properties)	\$ Gross Proceeds	\$4.8 million

Equity Activity:

• Equity Raised - ATM Program	\$23.45/share	\$2.4 million
• Equity Raised - Follow-On Offering (April 15th, 2021)	\$23.50/share	\$193.2 million

CEO Comments

Commenting on the first quarter 2021 results, Essential Properties' President and Chief Executive Officer, Pete Mavoides, said, "We are pleased with our first quarter results, particularly the continuation of the key trends that drove our robust fourth quarter results, including the increased stability of our portfolio, strong investment activity, and attractively priced capital raising." Mr. Mavoides added, "With regards to our \$198 million quarterly investment activity, 81% were prior relationship transactions and 85% were direct sale-leasebacks, which speaks to the consistency of our team and our disciplined investment approach. We remain optimistic that these favorable dynamics can continue through 2021 and beyond."

Portfolio Update

Investments

The Company's investment activity during the three months ended March 31, 2021 is summarized as follows:

	Quarter Ended March 31, 2021
Investments:	
\$ Invested	\$197.8 million
# of Properties	74
# of Separate Transactions	22
Weighted Average Cash and GAAP Cap Rate	7.0%/7.9%
WALT	16.1 years
% Sale-Leaseback Transactions	85%
% Subject to Master Lease	79%
% Required Financial Reporting (tenant/guarantor)	100%

Dispositions

The Company's disposition activity during the three months ended March 31, 2021 is summarized as follows:

	Quarter Ended March 31, 2021
Dispositions:	
Net Proceeds	\$25.2 million
# of Properties Sold	16
Net Gain / (Loss)	\$3.8 million
Weighted Average Cash Cap Rate (excluding vacant properties)	7.1%

Portfolio Highlights

The Company's investment portfolio as of March 31, 2021 is summarized as follows:

Number of properties	1,240
Weighted average lease term	14.3 years
Weighted average rent coverage ratio	3.0x
Number of tenants	259
Number of states	43
Number of industries	17
Weighted average occupancy	99.1%
Total square feet of rentable space	10,801,149
Cash ABR - service-oriented or experience-based	95.3%
Cash ABR - properties subject to master lease	59.9%

Leverage and Balance Sheet and Liquidity

The Company's leverage, balance sheet and liquidity are summarized in the following table. Pro forma adjustments have been made to reflect the impact of the Company's April 2021 follow-on offering of common stock. On April 15,

2021, the Company issued 8,222,500 shares of common stock for proceeds of \$185.5 million, net of underwriters' discounts.

	March 31, 2021	Pro Forma March 31, 2021
Leverage:		
Net debt to Annualized Adjusted EBITDAre	5.1x	4.1x
Balance Sheet and Liquidity:		
Cash and cash equivalents and restricted cash	\$44.8 million	\$230.3 million
Unused borrowing capacity	\$262.0 million	\$262.0 million
Total available liquidity	\$306.8 million	\$492.3 million
ATM Program:		
2020 ATM Program availability	\$250.0 million	
Aggregate gross sales under the 2020 ATM Program	\$144.2 million	
Availability remaining under the 2020 ATM Program	\$105.8 million	

Dividend Information

As previously announced, on March 5, 2021 Essential Properties' board of directors declared a cash dividend of 0.24 per share of common stock for the quarter ended March 31, 2021. The dividend was paid on April 15, 2021 to stockholders of record as of the close of business on March 31, 2021.

2021 Guidance

The Company reiterates its previously issued expectation that 2021 AFFO per share on a fully diluted basis will be within a range of \$1.22 to \$1.26.

Conference Call Information

In conjunction with the release of Essential Properties' operating results, the Company will host a conference call on Tuesday, May 4, 2021 at 10:00 a.m. EDT to discuss the results. To access the conference, dial 877-407-9208 (International: 201-493-6784). A live webcast will also be available in listen-only mode by clicking on the webcast link in the Investor Relations section at www.essentialproperties.com.

A telephone replay of the conference call can also be accessed by calling 844-512-2921 (International: 412-317-6671) and entering the access code: 13719029. The telephone replay will be available through May 18, 2021.

A replay of the conference call webcast will be available on our website approximately two hours after the conclusion of the live broadcast. The webcast replay will be available for 90 days. No access code is required for this replay.

Supplemental Materials

The Company's Supplemental Operating & Financial Data—First Quarter Ended March 31, 2021 is available on Essential Properties' website at investors.essentialproperties.com.

About Essential Properties Realty Trust, Inc.

Essential Properties Realty Trust, Inc. is an internally managed REIT that acquires, owns and manages primarily single-tenant properties that are net leased on a long-term basis to companies operating service-

oriented or experience-based businesses. As of March 31, 2021, the Company's portfolio consisted of 1,240 freestanding net lease properties with a weighted average lease term of 14.3 years and a weighted average rent coverage ratio of 3.0x. In addition, as of March 31, 2021, the Company's portfolio was 99.1% leased to 259 tenants operating 367 different concepts in 17 industries across 43 states.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. When used in this press release, the words "estimate," "anticipate," "expect," "believe," "intend," "may," "will," "should," "seek," "approximately" or "plan," or the negative of these words and phrases or similar words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical matters are intended to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions of management. Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods that may be incorrect or imprecise and the Company may not be able to realize them. The Company does not guarantee that the transactions and events described will happen as described (or that they will happen at all). You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this press release. While forward-looking statements reflect the Company's good faith beliefs, they are not guarantees of future performance. The Company undertakes no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events, except as required by law. In light of these risks and uncertainties, the forward-looking events discussed in this press release might not occur as described, or at all.

Additional information concerning factors that could cause actual results to differ materially from these forward-looking statements is contained in the company's Securities and Exchange Commission (the "Commission") filings, including, but not limited to, the Company's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q. Copies of each filing may be obtained from the Company or the Commission. Such forward-looking statements should be regarded solely as reflections of the Company's current operating plans and estimates. Actual operating results may differ materially from what is expressed or forecast in this press release.

The results reported in this press release are preliminary and not final. There can be no assurance that these results will not vary from the final results reported in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 that it will file with the Commission.

Non-GAAP Financial Measures and Certain Definitions

The Company's reported results are presented in accordance with GAAP. The Company also discloses the following non-GAAP financial measures: FFO, Core FFO, AFFO, earnings before interest, taxes, depreciation and amortization ("EBITDA"), EBITDA further adjusted to exclude gains (or losses) on sales of depreciable property and real estate impairment losses ("EBITDA_{re}"), adjusted EBITDA_{re}, annualized adjusted EBITDA_{re}, net debt, net operating income ("NOI") and cash NOI ("Cash NOI"). The Company believes these non-GAAP financial measures are industry measures used by analysts and investors to compare the operating performance of REITs.

FFO, Core FFO and AFFO

The Company computes 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 the Company's 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).

The Company computes Core FFO by adjusting FFO, as defined by NAREIT, to exclude certain GAAP income and expense amounts that it believes are infrequent and unusual in nature and/or not related to its 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 certain transaction related gains, losses, income or expense or other non-core amounts as they occur.

To derive AFFO, the Company modifies its computation of Core FFO to include other adjustments to GAAP net income related to certain items that it believes are not indicative of the Company's operating performance, including straight-line rental revenue, non-cash interest expense, non-cash compensation expense, other amortization expense, other non-cash charges (including changes to our provision for loan losses following the adoption of ASC 326), 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. The Company believes that AFFO is an additional useful supplemental measure for investors to consider when assessing the Company's operating performance without the distortions created by non-cash items 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.

EBITDA and EBITDAre

The Company computes 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. The Company computes EBITDAre in accordance with the definition adopted by NAREIT.

NAREIT defines EBITDA^{re} as EBITDA (as defined above) excluding gains (or losses) from the sales of depreciable property and real estate impairment losses. The Company presents EBITDA and EBITDA^{re} as they are measures commonly used in its industry and the Company believes that these measures are useful to investors and analysts because they provide supplemental information concerning its operating performance, exclusive of certain non-cash items and other costs. The Company uses EBITDA and EBITDA^{re} as measures of its operating performance and not as measures of liquidity.

EBITDA and EBITDA^{re} 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, the Company's computation of EBITDA and EBITDA^{re} 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

The Company calculates its net debt as its gross debt (defined as total debt plus net deferred financing costs on its secured borrowings) less cash and cash equivalents and restricted cash available for future investment. The Company believes excluding cash and cash equivalents and restricted cash available for future investment from gross debt, all of which could be used to repay debt, provides an estimate of the net contractual amount of borrowed capital to be repaid, which it believes is a beneficial disclosure to investors and analysts.

NOI and Cash NOI

The Company computes 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 straight-line rental revenue and other amortization and non-cash charges. The Company believes NOI and Cash NOI provide useful information because they reflect only those revenue and expense items that are incurred at the property level and present such items on an unlevered basis.

NOI and Cash NOI are not measures of financial performance under GAAP. You should not consider the Company's NOI and Cash NOI as alternatives to net income or cash flows from operating activities determined in accordance with GAAP. Additionally, the Company's 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.

Adjusted EBITDA^{re} / Adjusted NOI / Adjusted Cash NOI

The Company further adjusts EBITDA^{re}, NOI and Cash NOI i) based on an estimate calculated as if all investment and disposition activity that took place during the quarter had occurred on the first day of the quarter, ii) to exclude certain GAAP income and expense amounts that the Company believes are infrequent and unusual in nature and iii) to eliminate the impact of lease termination fees and contingent rental revenue from its tenants which is subject to sales thresholds specified in the lease. The Company then annualizes these estimates for the current quarter by multiplying them by four, which it believes provides a meaningful estimate of the Company's 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.

The Company's actual reported EBITDA, 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 the Company's leases (including those accounted for as direct financing leases) commenced as of that date and annualized cash interest on its mortgage loans receivable as of that date.

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.

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.

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.

Disclaimer

Essential Properties Realty Trust, Inc. and the Essential Properties Realty Trust REIT are not affiliated with or sponsored by Griffin Capital Essential Asset Operating Partnership, L.P. or the Griffin Capital Essential Asset REIT, information about which can be obtained at (<https://www.gcear.com>).

Essential Properties Realty Trust, Inc.
Consolidated Statements of Operations

(in thousands, except share and per share data)	Three months ended March 31,	
	2021	2020
	(unaudited)	(unaudited)
Revenues:		
Rental revenue ^{1,2}	\$ 45,432	\$ 39,542
Interest on loans and direct financing leases	3,105	1,938
Other revenue	15	7
Total revenues	48,552	41,487
Expenses:		
General and administrative ³	6,431	7,536
Property expenses ⁴	1,414	373
Depreciation and amortization	15,646	13,012
Provision for impairment of real estate	5,722	373
Provision for loan losses	38	468
Total expenses	29,251	21,762
Other operating income:		
Gain on dispositions of real estate, net	3,788	1,875
Income from operations	23,089	21,600
Other (expense)/income:		
Loss on repayment of secured borrowings ⁵	—	(924)
Interest expense	(7,678)	(6,833)
Interest income	20	231
Income before income tax expense	15,431	14,074
Income tax expense	56	31
Net income	15,375	14,043
Net income attributable to non-controlling interests	(80)	(84)
Net income attributable to stockholders	\$ 15,295	\$ 13,959
Basic weighted-average shares outstanding	106,986,308	90,322,402
Basic net income per share	\$ 0.14	\$ 0.15
Diluted weighted-average shares outstanding	108,055,741	91,332,297
Diluted net income per share	\$ 0.14	\$ 0.15

1. Includes contingent rent (based on a percentage of the tenant's gross sales at the leased property) of \$169 and \$192 for the three months ended March 31, 2021 and 2020, respectively.
2. Includes reimbursable income from the Company's tenants of \$453 and \$165 for the three months ended March 31, 2021 and 2020, respectively.
3. During the three months ended March 31, 2020, includes non-recurring expenses of \$652 for costs and charges incurred in connection with the departure of one of our executive officers.
4. Includes reimbursable expenses from the Company's tenants \$452 and \$165 for the three months ended March 31, 2021 and 2020, respectively.
5. Includes the write-off of \$924 of deferred financing costs during the three months ended March 31, 2020.

Essential Properties Realty Trust, Inc.
Consolidated Balance Sheets

(in thousands, expect share and per share amounts)

	March 31, 2021	December 31, 2020
	(Unaudited)	(Audited)
ASSETS		
Investments:		
Real estate investments, at cost:		
Land and improvements	\$ 790,395	\$ 741,254
Building and improvements	1,631,763	1,519,665
Lease incentive	14,192	14,297
Construction in progress	4,029	3,908
Intangible lease assets	83,030	80,271
Total real estate investments, at cost	2,523,409	2,359,395
Less: accumulated depreciation and amortization	(150,835)	(136,097)
Total real estate investments, net	2,372,574	2,223,298
Loans and direct financing lease receivables, net	176,025	152,220
Real estate investments held for sale, net	—	17,058
Net investments	2,548,599	2,392,576
Cash and cash equivalents	42,842	26,602
Restricted cash	1,974	6,388
Straight-line rent receivable, net	41,475	37,830
Rent receivables, prepaid expenses and other assets, net	27,827	25,406
Total assets	\$ 2,662,717	\$ 2,488,802
LIABILITIES AND EQUITY		
Secured borrowings, net of deferred financing costs	\$ 170,161	\$ 171,007
Unsecured term loans, net of deferred financing costs	626,450	626,272
Revolving credit facility	138,000	18,000
Intangible lease liabilities, net	10,046	10,168
Dividend payable	26,398	25,703
Derivative liabilities	20,893	38,912
Accrued liabilities and other payables	16,486	16,792
Total liabilities	1,008,434	906,854
Commitments and contingencies	—	—
Stockholders' equity:		
Preferred stock, \$0.01 par value; 150,000,000 authorized; none issued and outstanding as of March 31, 2021 and December 31, 2020	—	—
Common stock, \$0.01 par value; 500,000,000 authorized; 109,171,639 and 106,361,524 issued and outstanding as of March 31, 2021 and December 31, 2020, respectively	1,092	1,064
Additional paid-in capital	1,753,847	1,688,540
Distributions in excess of cumulative earnings	(88,635)	(77,665)
Accumulated other comprehensive loss	(19,248)	(37,181)
Total stockholders' equity	1,647,056	1,574,758
Non-controlling interests	7,227	7,190
Total equity	1,654,283	1,581,948
Total liabilities and equity	\$ 2,662,717	\$ 2,488,802

Essential Properties Realty Trust, Inc.
Reconciliation of Non-GAAP Financial Measures

(unaudited, in thousands except per share amounts)	Three months ended March 31,	
	2021	2020
Net income	\$ 15,375	\$ 14,043
Depreciation and amortization of real estate	15,621	12,988
Provision for impairment of real estate	5,722	373
Gain on dispositions of real estate, net	(3,788)	(1,875)
Funds from Operations	32,930	25,529
Other non-recurring expenses ¹	—	1,576
Core Funds from Operations	32,930	27,105
Adjustments:		
Straight-line rental revenue, net	(3,644)	(3,191)
Non-cash interest expense	479	534
Non-cash compensation expense	1,595	1,291
Other amortization expense	1,105	434
Other non-cash charges	36	468
Capitalized interest expense	(20)	(95)
Transaction costs	—	67
Adjusted Funds from Operations	\$ 32,481	\$ 26,613
Net income per share²:		
Basic	\$ 0.14	\$ 0.15
Diluted	\$ 0.14	\$ 0.15
FFO per share²:		
Basic	\$ 0.31	\$ 0.28
Diluted	\$ 0.30	\$ 0.28
Core FFO per share²:		
Basic	\$ 0.31	\$ 0.30
Diluted	\$ 0.30	\$ 0.30
AFFO per share²:		
Basic	\$ 0.30	\$ 0.29
Diluted	\$ 0.30	\$ 0.29

- Includes non-recurring expenses of \$652 for accruals of severance payments and acceleration of non-cash compensation expense in connection with the departure of one of our executive officers and our \$924 loss on repayment of secured borrowings during the three months ended March 31, 2020.
- Calculations exclude \$119 and \$130 from the numerator for the three months ended March 31, 2021 and 2020, respectively, related to dividends paid on unvested restricted share awards and restricted share units.

Essential Properties Realty Trust, Inc.
Reconciliation of Non-GAAP Financial Measures

(in thousands)	Three months ended March 31, 2021
Net income	\$ 15,375
Depreciation and amortization	15,646
Interest expense	7,678
Interest income	(20)
Income tax expense	56
EBITDA	38,735
Provision for impairment of real estate	5,722
Gain on dispositions of real estate, net	(3,788)
EBITDAre	40,669
Adjustment for current quarter re-leasing, acquisition and disposition activity ¹	2,987
Adjustment to exclude other non-recurring expenses ²	123
Adjusted EBITDAre - Current Estimated Run Rate	43,779
General and administrative	6,431
Adjusted net operating income ("NOI")	50,210
Straight-line rental revenue, net ¹	(3,374)
Other amortization expense	1,105
Adjusted Cash NOI	\$ 47,941
Annualized EBITDAre	\$ 162,676
Annualized Adjusted EBITDAre	\$ 175,116
Annualized Adjusted NOI	\$ 200,840
Annualized Adjusted Cash NOI	\$ 191,764

1. These adjustments are made to reflect EBITDAre, NOI and Cash NOI as if all re-leasing activity, investments in and dispositions of real estate made during the three months ended March 31, 2021 had occurred on January 1, 2021.
2. Adjustment excludes the \$38 adjustment to our provision for loan loss and an \$85 write-off of receivables from prior periods.

Essential Properties Realty Trust, Inc.
Reconciliation of Non-GAAP Financial Measures

(dollars in thousands, except share and per share amounts)

	March 31, 2021
Secured debt:	
Series 2017-1, Class A	\$ 156,522
Series 2017-1, Class B	15,669
Total secured debt	172,191
Unsecured debt:	
\$200mm term loan	200,000
\$430mm term loan	430,000
Revolving credit facility ¹	138,000
Total unsecured debt	768,000
Gross debt	940,191
Less: cash & cash equivalents	(42,842)
Less: restricted cash available for future investment	(1,974)
Net debt	895,375
Equity:	
Preferred stock	—
Common stock & OP units (109,725,486 shares @ \$22.83/share as of 3/31/21) ²	2,505,033
Total equity	2,505,033
Total enterprise value ("TEV")	\$ 3,400,408
Pro forma adjustments to Net Debt and TEV:³	
Net debt	\$ 895,375
Less: cash received — April 2021 follow-on offering	(185,500)
Pro forma net debt	709,875
Total equity	2,505,033
Common stock — April 2021 follow-on offering (8,222,500 shares @ \$22.83/share as of 3/31/21)	187,720
Pro forma TEV	\$ 3,402,628
Net Debt / TEV	26.3 %
Net Debt / Annualized Adjusted EBITDAre	5.1x
Pro Forma Net Debt / Pro Forma TEV	20.9 %
Pro Forma Net Debt / Annualized Adjusted EBITDAre	4.1x

- The Company's revolving credit facility provides a maximum aggregate initial original principal amount of up to \$400 million and includes an accordion feature to increase, subject to certain conditions, the maximum availability of the facility by up to \$200 million.
- Common equity & units as of March 31, 2021, based on 109,171,639 common shares outstanding (including unvested restricted share awards) and 553,847 OP units held by non-controlling interests.
- Pro forma adjustments have been made to reflect the impact of the Company's April 2021 follow-on offering of common stock. On April 15, 2021, the Company issued 8,222,500 shares of common stock for proceeds of \$185.5 million, net of underwriters' discounts.

Investor/Media:

Essential Properties Realty Trust, Inc.
Daniel Donlan, Senior Vice President, Capital Markets
609-436-0619
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Source: Essential Properties Realty Trust, Inc.



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Financial Summary

Consolidated Statements of Operations

(in thousands, except share and per share data)	Three Months Ended March 31,	
	2021 (Unaudited)	2020 (Unaudited)
Revenues:		
Rental revenue ^{1,2}	\$ 45,432	\$ 39,542
Interest on loans and direct financing leases	3,105	1,938
Other revenue	15	7
Total revenues	48,552	41,487
Expenses:		
General and administrative ³	6,431	7,536
Property expenses ⁴	1,414	373
Depreciation and amortization	15,646	13,012
Provision for impairment of real estate	5,722	373
Provision for loan losses	38	468
Total expenses	29,251	21,762
Other operating income:		
Gain on dispositions of real estate, net	3,788	1,875
Income from operations	23,089	21,600
Other (expense)/income:		
Loss on repayment of secured borrowings ⁵	—	(924)
Interest expense	(7,678)	(6,833)
Interest income	20	231
Income before income tax expense	15,431	14,074
Income tax expense	56	31
Net income	15,375	14,043
Net income attributable to non-controlling interests	(80)	(84)
Net income attributable to stockholders	\$ 15,295	\$ 13,959
Basic weighted-average shares outstanding	106,986,308	90,322,402
Basic net income per share	\$ 0.14	\$ 0.15
Diluted weighted-average shares outstanding	108,055,741	91,332,297
Diluted net income per share	\$ 0.14	\$ 0.15

1. Includes contingent rent (based on a percentage of the tenant's gross sales at the leased property) of \$169 and \$192 for the three months ended March 31, 2021 and 2020, respectively.

2. Includes reimbursable income from the Company's tenants of \$453 and \$165 for the three months ended March 31, 2021 and 2020, respectively.

3. During the three months ended March 31, 2020, includes non-recurring expenses of \$652 for costs and charges incurred in connection with the departure of one of our executive officers.

4. Includes reimbursable expenses from the Company's tenants of \$452 and \$165 for the three months ended March 31, 2021 and 2020, respectively.

5. Includes the write-off of \$924 of deferred financing costs during the three months ended March 31, 2020.

Financial Summary

Funds from Operations (FFO) and Adjusted Funds from Operations (AFFO)

(unaudited, in thousands except per share amounts)	Three months ended March 31,	
	2021	2020
Net income	\$ 15,375	\$ 14,043
Depreciation and amortization of real estate	15,621	12,988
Provision for impairment of real estate	5,722	373
Gain on dispositions of real estate, net	(3,788)	(1,875)
Funds from Operations	32,930	25,529
Other non-recurring expenses ¹	—	1,576
Core Funds from Operations	32,930	27,105
Adjustments:		
Straight-line rental revenue, net	(3,644)	(3,191)
Non-cash interest expense	479	534
Non-cash compensation expense	1,595	1,291
Other amortization expense	1,105	434
Other non-cash charges	36	468
Capitalized interest expense	(20)	(95)
Transaction costs	—	67
Adjusted Funds from Operations	\$ 32,481	\$ 26,613
Net income per share²:		
Basic	\$ 0.14	\$ 0.15
Diluted	\$ 0.14	\$ 0.15
FFO per share²:		
Basic	\$ 0.31	\$ 0.28
Diluted	\$ 0.30	\$ 0.28
Core FFO per share²:		
Basic	\$ 0.31	\$ 0.30
Diluted	\$ 0.30	\$ 0.30
AFFO per share²:		
Basic	\$ 0.30	\$ 0.29
Diluted	\$ 0.30	\$ 0.29

1. Includes non-recurring expenses of \$652 for accruals of severance payments and acceleration of non-cash compensation expense in connection with the departure of one of our executive officers and our \$924 loss on repayment of secured borrowings during the three months ended March 31, 2020.

2. Calculations exclude \$119 and \$130 from the numerator for the three months ended March 31, 2021 and 2020, respectively, related to dividends paid on unvested RSAs and RSUs.

Financial Summary

Consolidated Balance Sheets

(in thousands, except share and per share amounts)		March 31, 2021	December 31, 2020
	ASSETS	(Unaudited)	(Audited)
Investments:			
Real estate investments, at cost:			
Land and improvements	\$ 790,395	\$ 741,254	
Building and improvements	1,631,763	1,519,665	
Lease incentive	14,192	14,297	
Construction in progress	4,029	3,908	
Intangible lease assets	83,030	80,271	
Total real estate investments, at cost	2,523,409	2,359,395	
Less: accumulated depreciation and amortization	(150,835)	(136,097)	
Total real estate investments, net	2,372,574	2,223,298	
Loans and direct financing lease receivables, net	176,025	152,220	
Real estate investments held for sale, net	—	17,058	
Net investments	2,548,599	2,392,576	
Cash and cash equivalents	42,842	26,602	
Restricted cash	1,974	6,388	
Straight-line rent receivable, net	41,475	37,830	
Rent receivables, prepaid expenses and other assets, net	27,827	25,406	
Total assets	\$ 2,662,717	\$ 2,488,802	
LIABILITIES AND EQUITY			
Secured borrowings, net of deferred financing costs	\$ 170,161	\$ 171,007	
Unsecured term loans, net of deferred financing costs	626,450	626,272	
Revolving credit facility	138,000	18,000	
Intangible lease liabilities, net	10,046	10,168	
Dividend payable	26,398	25,703	
Derivative liabilities	20,893	38,912	
Accrued liabilities and other payables	16,486	16,792	
Total liabilities	1,008,434	906,854	
Commitments and contingencies	—	—	
Stockholders' equity:			
Preferred stock, \$0.01 par value; 150,000,000 authorized; none issued and outstanding as of March 31, 2021 and December 31, 2020	—	—	
Common stock, \$0.01 par value; 500,000,000 authorized; 109,171,639 and 106,361,524 issued and outstanding as of March 31, 2021 and December 31, 2020, respectively	1,092	1,064	
Additional paid-in capital	1,753,847	1,688,540	
Distributions in excess of cumulative earnings	(88,635)	(77,665)	
Accumulated other comprehensive loss	(19,248)	(37,181)	
Total stockholders' equity	1,647,056	1,574,758	
Non-controlling interests	7,227	7,190	
Total equity	1,654,283	1,581,948	
Total liabilities and equity	\$ 2,662,717	\$ 2,488,802	

Financial Summary

GAAP Reconciliations to EBITDAre, GAAP NOI, Cash NOI and Estimated Run Rate Metrics

(unaudited, in thousands)		Three Months Ended
		March 31, 2021
Net income	\$	15,375
Depreciation and amortization		15,646
Interest expense		7,678
Interest income		(20)
Income tax expense		56
EBITDA		38,735
Provision for impairment of real estate		5,722
Gain on dispositions of real estate, net		(3,788)
EBITDAre		40,669
Adjustment for current quarter re-leasing, acquisition and disposition activity ¹		2,987
Adjustment to exclude other non-recurring activity ²		123
Adjusted EBITDAre - Current Estimated Run Rate		43,779
General and administrative		6,431
Adjusted net operating income ("NOI")		50,210
Straight-line rental revenue, net ¹		(3,374)
Other amortization expense		1,105
Adjusted Cash NOI	\$	47,941
Annualized EBITDAre	\$	162,676
Annualized Adjusted EBITDAre	\$	175,116
Annualized Adjusted NOI	\$	200,840
Annualized Adjusted Cash NOI	\$	191,764

1. These adjustments are made to reflect EBITDAre, NOI and Cash NOI as if all re-leasing activity, investments in and dispositions of real estate made during the three months ended March 31, 2021 had occurred on January 1, 2021.

2. Adjustment excludes the \$38 adjustment to our provision for loan loss and an \$85 write-off of receivables from prior periods.

Financial Summary

Market Capitalization, Debt Summary and Leverage Metrics

(dollars in thousands, except share and per share amounts)	March 31, 2021	Rate ¹	Maturity ²
Secured debt:			
Series 2017-1, Class A	\$ 156,522	4.10%	3.2 years
Series 2017-1, Class B	15,669	5.11%	3.2 years
Total secured debt	<u>172,191</u>	<u>4.19%</u>	<u>3.2 years</u>
Unsecured debt:			
\$200mm term loan	200,000	3.26%	3.0 years
\$430mm term loan	430,000	3.02%	5.7 years
Revolving credit facility ³	138,000	1.36%	2.0 years
Total unsecured debt	<u>768,000</u>	<u>2.79%</u>	<u>4.3 years</u>
Gross debt	<u>940,191</u>	<u>3.04%</u>	<u>4.1 years</u>
Less: cash & cash equivalents	(42,842)		
Less: restricted cash available for future investment	(1,974)		
Net debt	<u>895,375</u>		
Equity:			
Preferred stock	—		
Common stock & OP units (109,725,486 shares @ \$22.83/share as of 3/31/21) ⁴	2,505,033		
Total equity	<u>2,505,033</u>		
Total enterprise value ("TEV")	<u>\$ 3,400,408</u>		
Pro forma adjustments to Net Debt and TEV:⁵			
Net debt	\$ 895,375		
Less: Cash received – April 2021 follow-on offering	(185,500)		
Pro forma net debt	<u>709,875</u>		
Total equity	2,505,033		
Common stock – April 2021 follow-on offering (8,222,500 shares @ \$22.83/share as of 3/31/21)	187,720		
Pro forma TEV	<u>\$ 3,402,628</u>		
Net Debt / TEV	26.3%		
Net Debt / Annualized Adjusted EBITDAre	5.1x		
Pro Forma Net Debt / Pro Forma TEV	20.9%		
Pro Forma Net Debt / Annualized Adjusted EBITDAre	4.1x		

1. Interest rates are presented after giving effect to our interest rate swap agreements, where applicable.

2. Maturity figures for our secured debt are based off of our anticipated repayment schedule. The Series 2017-1 notes mature in June 2047 but have an anticipated repayment date of June 2024.

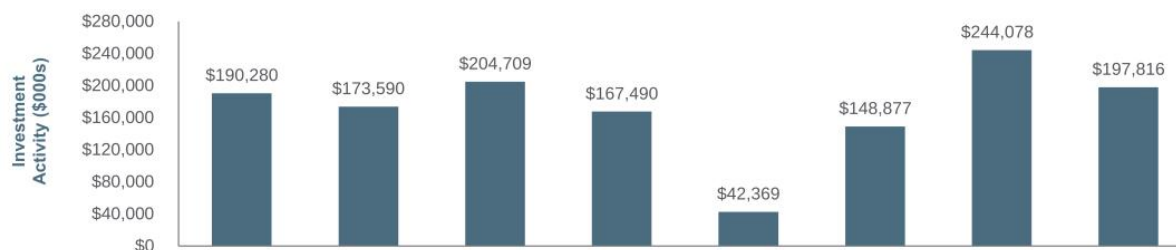
3. Our revolving credit facility provides a maximum aggregate initial original principal amount of up to \$400 million and includes an accordion feature to increase, subject to certain conditions, the maximum availability of the facility by up to \$200 million.

4. Common equity & units as of March 31, 2021, based on 109,171,639 common shares outstanding (including unvested restricted share awards) and 553,847 OP units held by non-controlling interests.

5. Pro forma adjustments have been made to reflect the impact of our April 2021 follow-on offering of common stock. On April 15, 2021, we issued 8,222,500 shares of common stock for proceeds of \$185.5 million, net of underwriters' discounts.

Net Investment Activity

Investment Summary



Investments ¹	2Q'19	3Q'19	4Q'19	1Q'20	2Q'20	3Q'20	4Q'20	1Q'21
Number of Transactions	32	28	41	32	11	19	33	22
Property Count	91	139	94	63	13	50	108	74
Avg. Investment per Unit (in 000s)	\$2,015	\$1,174	\$2,049	\$2,551	\$2,870	\$2,866	\$2,218	\$2,650
Cash Cap Rates ²	7.3%	7.5%	7.3%	7.1%	7.4%	7.1%	7.1%	7.0%
GAAP Cap Rates ³	8.1%	8.3%	8.0%	8.0%	8.1%	7.9%	7.7%	7.9%
Master Lease % ^{4,5}	67%	73%	41%	54%	68%	79%	89%	79%
Sale-Leaseback % ^{4,6}	65%	93%	81%	88%	100%	92%	88%	85%
% of Financial Reporting ⁴	100%	100%	99%	100%	100%	100%	100%	100%
Rent Coverage Ratio	3.2x	3.2x	3.1x	2.7x	4.3x	2.8x	3.6x	3.0x
Lease Term Years	15.3	16.6	16.3	16.1	16.7	17.6	16.3	16.1

1. Includes investments in mortgage loans receivable.

2. Cash ABR for the first full month after the investment divided by the gross purchase price for the property plus transaction costs.

3. GAAP rent for the first twelve months after the investment divided by the gross purchase price for the property plus transaction costs.

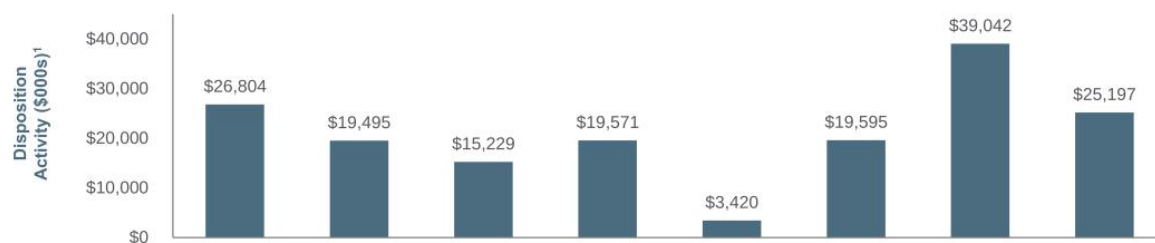
4. As a percentage of cash ABR for the quarter.

5. Includes investments in mortgage loan receivables collateralized by more than one property.

6. Includes investments in mortgage loans receivable made in support of sale-leaseback transactions.

Net Investment Activity

Disposition Summary



Dispositions	2Q'19 ⁵	3Q'19	4Q'19	1Q'20	2Q'20	3Q'20	4Q'20	1Q'21
Realized Gain/(Loss) ^{1,2}	1.3%	17.8%	8.5%	3.2% ⁶	29.5%	(4.5%)	(10.2%)	4.5%
Cash Cap Rate on Leased Assets ³	7.0%	6.7%	6.9%	7.1% ⁶	6.8%	7.0%	7.4%	7.1%
Leased Properties Sold ⁴	10	9	7	10	3	11	21	15
Vacant Properties Sold ⁴	1	1	1	--	--	3	2	1
Rent Coverage Ratio	1.5x	1.1x	1.7x	0.7x	1.3x	2.2x	2.3x	1.8x

1. Includes the impact of transaction costs.

2. Gains/(losses) based on our initial purchase price.

3. Cash ABR at time of sale divided by gross sale price (excluding transaction costs) for the property.

4. Property count excludes dispositions in which only a portion of the owned parcel is sold.

5. Excludes the prepayment of two mortgage loans receivable for \$4.6 million.

6. Excludes one property sold pursuant to an existing tenant purchase option.

Portfolio Summary

Portfolio Highlights

	As of March 31, 2021
Investment Properties (#) ¹	1,240
Square Footage (mm)	10.8
Tenants (#)	259
Concepts (#)	367
Industries (#)	17
States (#)	43
Weighted Average Remaining Lease Term (Years)	14.3
Triple-Net Leases (% of Cash ABR)	94.2%
Master Leases (% of Cash ABR)	59.9%
Sale-Leaseback (% of Cash ABR) ^{2,3}	84.4%
Unit-Level Rent Coverage	3.0x
Unit-Level Financial Reporting (% of Cash ABR)	98.2%
Leased (%)	99.1%
Top 10 Tenants (% of Cash ABR)	20.2%
Average Investment Per Property (\$mm)	\$2.2
Total Cash ABR (\$mm)	\$193.5

1. Includes two undeveloped land parcels and 127 properties that secure mortgage loans receivable.
2. Exclusive of our Initial Portfolio.
3. Includes investments in mortgage loans receivable made in support of sale-leaseback transactions.



Portfolio Summary

Tenant and Industry Diversification

Top 10 Tenants

Top 10 Tenants ^{1,2}	Properties	% of Cash ABR
	74	2.6%
	23	2.5%
	16	2.4%
	13	2.3%
	34	2.0%
	5	1.8%
	19	1.8%
	13	1.7%
	20	1.6%
	13	1.5%
Top 10 Tenants	230	20.2%
Total	1,240	100.0%

Diversification by Industry

Tenant Industry	Type of Business	Cash ABR (\$'000s)	% of Cash ABR	# of Properties ³	Building SqFt	Rent Per SqFt ⁴
Car Washes	Service	\$ 28,827	14.9%	119	558,339	\$ 50.75
Quick Service	Service	26,356	13.6%	333	896,960	29.34
Early Childhood Education	Service	25,937	13.4%	113	1,176,431	21.69
Medical / Dental	Service	23,977	12.4%	141	1,036,054	23.06
Automotive Service	Service	16,599	8.6%	115	799,574	20.76
Convenience Stores	Service	15,296	7.9%	138	551,526	27.73
Casual Dining	Service	8,227	4.3%	56	345,028	24.24
Equipment Rental and Sales	Service	6,147	3.2%	26	500,710	12.27
Family Dining	Service	5,516	2.9%	38	222,737	25.33
Pet Care Services	Service	3,528	1.8%	35	258,280	17.24
Other Services	Service	3,114	1.5%	19	207,883	15.72
Service Subtotal		\$ 163,524	84.5%	1,133	6,553,522	\$ 25.07
Health and Fitness	Experience	9,648	5.0%	25	1,004,189	9.61
Entertainment	Experience	6,966	3.6%	18	647,483	10.76
Movie Theatres	Experience	4,167	2.2%	6	293,206	14.21
Experience Subtotal		\$ 20,781	10.8%	49	1,944,878	\$ 10.68
Grocery	Retail	3,017	1.6%	17	648,374	4.65
Home Furnishings	Retail	2,399	1.2%	5	267,729	8.96
Retail Subtotal		\$ 5,416	2.8%	22	916,103	\$ 5.91
Building Materials	Other	3,748	1.9%	23	1,257,017	2.98
Total/Weighted Average		\$ 193,469	100.0%	1,227	10,671,520	\$ 18.15

1. Represents tenant, guarantor or parent company.

2. Our Zaxby's concentration is with multiple franchises under the same ownership. Our Driver's Edge concentration is with GB Auto Service, Inc., which operates Driver's Edge and other auto service brands.

3. Property count includes 127 properties that secure mortgage loans receivable, but excludes two undeveloped land parcels and 11 vacant properties.

4. Calculation excludes properties with no annualized base rent and properties under construction.

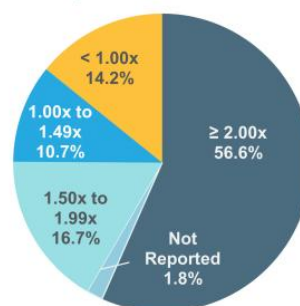
Portfolio Summary

Portfolio Health

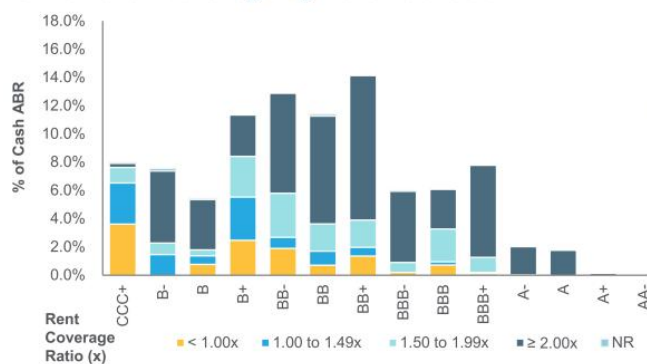
Tenant Financial Reporting Requirements

Reporting Requirements	% of Cash ABR
Unit-Level Financial Information	98.2%
Corporate-Level Financial Reporting	98.3%
Both Unit-Level and Corporate-Level Financial Information	98.0%
No Financial Information	1.6%

% of Cash ABR by Unit-Level Coverage Tranche¹



Unit-Level Coverage by Tenant Credit²



Unit-Level Coverage by Lease Expiration



Note: 'NR' means not reported.

1. Certain tenants, 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.

2. The chart illustrates the portions of annualized base rent as of March 31, 2021 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.

Leasing Summary

Leasing Expiration Schedule, Lease Renewal Activity and Statistics

Annual Lease Expiration by Cash ABR

Year ¹	Cash ABR	% of Cash ABR	# of Properties ²	Wgt. Avg. Coverage ³
2021	\$ 76	0.0%	1	-0.9x
2022	490	0.3%	5	3.0x
2023	867	0.5%	10	3.1x
2024	4,874	2.5%	47	4.7x
2025	1,724	0.9%	18	2.5x
2026	4,293	2.2%	29	3.6x
2027	4,459	2.3%	28	2.7x
2028	3,991	2.1%	14	1.6x
2029	5,089	2.6%	71	3.9x
2030	5,230	2.7%	49	3.7x
2031	9,487	4.9%	63	2.5x
2032	10,089	5.2%	48	4.0x
2033	7,936	4.1%	27	2.6x
2034	33,053	17.1%	236	3.4x
2035	20,525	10.6%	129	3.0x
2036	3,639	1.9%	29	2.2x
2037	5,205	2.7%	27	6.7x
2038	12,289	6.4%	78	2.5x
2039	21,998	11.4%	117	2.6x
2040	28,189	14.6%	147	2.3x
Thereafter	9,966	5.0%	54	2.1x
Total	\$193,469	100.0%	1,227	3.0x

Leasing Activity – Trailing 12 Months

\$(000)s	Lease Renewals	Terminated Leases Re-Leased		Total Leasing
		Without Vacancy	After Vacancy	
Prior Cash ABR	\$ 72	\$ 10,156	3,659	\$ 13,886
New Cash ABR ⁴	74	8,116	3,465	11,655
Recovery Rate	103.0%	79.9%	94.7%	83.9%
Number of Leases	1	41	12	54
Average Months Vacant	-	-	3.9	-
% of Total Cash ABR ⁵	0.0%	4.2%	1.8%	6.0%

Leasing Statistics

Vacant Properties at December 31, 2020	3
Expiration Activity	+1
Lease Termination	+9
Vacant Property Sales	-1
Lease Activity	-1
Vacant Properties at March 31, 2021	11

1. Expiration year of contracts in place as of March 31, 2021 and excludes any tenant option renewal periods that have not been exercised.
2. Property count includes 127 properties that secure mortgage loans receivable, but exclude two undeveloped land parcels and 11 vacant properties.
3. Weighted by cash ABR as of March 31, 2021.
4. New cash ABR reflects full lease rental rate without giving effect to free rent or discounted rent periods.
5. New cash ABR divided by total cash ABR as of March 31, 2021.

Leasing Summary

Same-Store Analysis

Defined Terms

Same-Store Portfolio:

All properties owned, excluding new sites under construction, for the entire same-store measurement period, which is December 31, 2019 through March 31, 2021. The same-store portfolio for 1Q'21 is comprised of 915 properties and represented 70% of our total portfolio as measured by contractual cash rent and interest divided by our cash ABR at March 31, 2021.

Contractual Cash Rent:

The amount of cash rent and interest our tenants are contractually obligated to pay per the in-place lease as of March 31, 2021; excludes 1.) percentage rent that is subject to sales breakpoints per the lease and 2.) redevelopment properties in a free rent period

Same-Store Portfolio Performance

Type of Business	Contractual Cash Rent (\$000s)		% Change
	1Q'21	1Q'20	
Service	\$ 31,691	\$ 32,457	-2.4%
Experience	961	965	-0.4%
Industrial	660	647	2.0%
Retail	569	1,163	-51.1%
Total Same-Store Rent	\$ 33,880	\$ 35,232	-3.8%



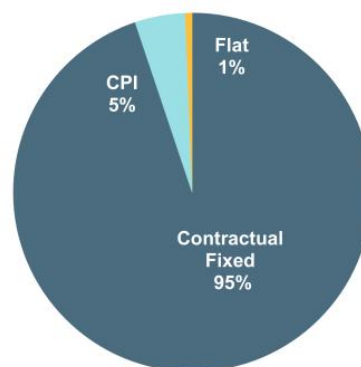
Leasing Summary

Lease Escalations

Lease Escalation Frequency

Lease Escalation Frequency	% of Cash ABR	Weighted Average
		Annual Escalation Rate ^{1,2}
Annually	80.2%	1.6%
Every 2 years	2.0	1.5
Every 3 years	0.6	0.0
Every 4 years	0.4	1.0
Every 5 years	10.8	1.7
Other escalation frequencies	5.3	1.1
Flat	0.6	0.0
Total / Weighted Average	100.0%	1.5%

Lease Escalation Type



1. Based on cash ABR as of March 31, 2021.

2. 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.

Glossary

Supplemental Reporting Measures

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 measure. 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 straight-line 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.

Glossary

Supplemental Reporting Measures

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, 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 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 straight-line 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.

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 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.

Disclaimer

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