

Essential Properties Announces Second Quarter 2024 Results

- Second Quarter Net Income per Share of \$0.29 and AFFO per Share of \$0.43 -
- Closed Investments of \$333.9 million at an 8.0% Weighted Average Cash Cap Rate -
- Reiterates 2024 AFFO Guidance range of \$1.72 to \$1.75 per Share -

July 24, 2024

PRINCETON, N.J.--(BUSINESS WIRE)--Essential Properties Realty Trust, Inc. (NYSE: EPRT; “Essential Properties” or the “Company”) today announced operating results for the three and six months ended June 30, 2024.

Second Quarter 2024 Financial and Operating Highlights:

Operating Results (compared to Second Quarter 2023):		
• Investments (83 properties)	\$ Invested	\$333.9 million
	Weighted Avg Cash Cap Rate	8.0%
• Dispositions (6 properties)	Net Proceeds	\$4.8 million
	Weighted Avg Cash Cap Rate	7.3%
• Net Income per Share	Decreased by 17%	\$0.29
• Funds from Operations ("FFO") per Share	Increased by 9%	\$0.47
• Core Funds from Operations ("Core FFO") per Share	Increased by 7%	\$0.47
• Adjusted Funds from Operations ("AFFO") per Share	Increased by 5%	\$0.43
Debt, Equity & Leverage Update:		
• Equity Raised (Gross) - ATM Program ⁽¹⁾	\$27.15/share	\$137.0 million
• Pro Forma Net Debt to Annualized Adjusted EBITDA ⁽²⁾	As of Quarter End	3.8x

Year to Date 2024 Financial and Operating Highlights:

Operating Results (compared to YTD Second Quarter 2023):		
• Investments (162 properties)	\$ Invested	\$582.7 million
	Weighted Avg Cash Cap Rate	8.0%
• Dispositions (13 properties)	Net Proceeds	\$16.7 million
	Weighted Avg Cash Cap Rate	6.7%
• Net Income per share	Decreased by 11%	\$0.57
• FFO per share	Increased by 8%	\$0.93
• Core FFO per share	Increased by 8%	\$0.93
• AFFO per share	Increased by 5%	\$0.85
Debt & Equity Activity:		
• Equity Raised (Gross) - Follow-On Offering (March 14, 2024) ⁽¹⁾	\$24.75/share	\$256.2 million
• Equity Raised (Gross) - ATM Program ⁽¹⁾	\$26.24/share	\$190.4 million

1. All shares were sold on a forward basis and 12,876,300 shares remain unsettled for estimated net proceeds of \$318.7 million.
2. See page 11 for detailed calculation.

Activity Subsequent to Second Quarter 2024:

• Investments	\$ Invested	\$13.3 million
• Dispositions	\$ Gross Proceeds	\$4.9 million
Debt Activity:		
• New 2030 Term Loan (Delayed Draw)	<i>5.5 Year Tenor; Adjusted Term SOFR + 105bps</i>	\$450.0 million
• Initial Draw	<i>Fully Swapped to Fixed Rate - 4.99% All In Rate</i>	\$320.0 million

CEO Comments

Commenting on the second quarter 2024 results, the Company's President and Chief Executive Officer, Pete Mavoides, said, "Our company continued to execute at a high level in the second quarter, raising and deploying capital accretively into attractive investments against the backdrop of a growing opportunity set. With our debt and equity capital needs met for the year, our focus remains on responsibly deploying our dry powder to drive earnings growth into 2025."

Portfolio Highlights

The Company's investment portfolio as of June 30, 2024 is summarized as follows:

	<u>June 30, 2024</u>
Number of properties	2,009
Weighted average lease term (WALT)	14.1 years
Weighted average rent coverage ratio	3.7x
Number of tenants	395
Number of industries	16
Weighted average occupancy	99.8%
Total square feet of rentable space	20,094,363
Cash ABR - service-oriented or experience-based	93.3%
Cash ABR - properties subject to master lease	70.2%

Portfolio Update

Investments

The Company's investment activity during the three and six months ended June 30, 2024 is summarized as follows:

	<u>Quarter Ended June 30, 2024</u>	<u>Year to Date June 30, 2024</u>
Investments:		
Investment volume	\$333.9 million	\$582.7 million
Number of transactions	35	71
Property count	83	162
Weighted average cash / GAAP cap rate	8.0%/9.1%	8.0%/9.2%
Weighted average lease escalation	1.9%	1.9%
% Subject to master lease	76%	79%
% Sale-leaseback transactions	100%	100%
% Existing relationship	82%	84%
% Required financial reporting (tenant/guarantor)	100%	100%
WALT	17.8 years	17.5 years

Dispositions

The Company's disposition activity during the three and six months ended June 30, 2024 is summarized as follows:

	Quarter Ended June 30, 2024	Year to Date June 30, 2024
Dispositions:		
Net proceeds	\$4.8 million	\$16.7 million
Number of properties sold	6	13
Net gain / (loss)	\$0.1 million	\$1.6 million
Weighted average cash cap rate (excluding vacant properties and sales subject to a tenant purchase option)	7.3%	6.7%

Loan Repayments

Loan repayments to the Company during the three and six months ended June 30, 2024 are summarized as follows:

	Quarter Ended June 30, 2024	Year to Date June 30, 2024
Loan Repayments:		
Proceeds—Principal	\$2.0 million	\$4.7 million
Number of properties	4	10
Weighted average interest rate	7.3%	7.1%

Leverage and Liquidity

The Company's leverage and liquidity as of June 30, 2024 are summarized in the following table.

	June 30, 2024	Pro Forma ⁽¹⁾ June 30, 2024
Leverage:		
Net debt to Annualized Adjusted EBITDA _{re}	4.6x	3.8x
Liquidity:		
Cash and cash equivalents and restricted cash	\$24.5 million	\$418.2 million
Unused revolving credit facility capacity	\$355.0 million	\$600.0 million
2030 Term Loan - remaining availability	—	\$130.0 million
Forward equity sales - unsettled	\$318.7 million	—
Total available liquidity	\$698.2 million	\$1.1 billion

1. Pro forma adjustments have been made to reflect the 12,876,300 unsettled shares sold on a forward basis through the Company's March 2024 follow-on offering and through its ATM Program as if they had been physically settled for cash on June 30, 2024 and to adjust for the Company's new \$450 million 2030 Term Loan (see below for details). A portion of the \$320.0 million initial draw on the 2030 Term Loan was used to repay the full amount outstanding on the Company's revolving credit facility.

Equity Activity

The Company's equity activity during the three months ended June 30, 2024 is summarized in the following table.

	Primary Offerings		ATM Program		Total		
	Shares	Price (Net) ⁽¹⁾	Shares	Price (Net) ⁽¹⁾	Shares	Price (Net) ⁽¹⁾	Net Proceeds (000s)
Forward Shares Unsettled - March 31, 2024	7,828,852	\$23.51	—	\$—	7,828,852	\$23.51	\$184,017
Shares Sold	—	—	5,047,448	26.68	5,047,448	26.68	134,643
Shares Settled	—	—	—	—	—	—	—
Forward Shares Unsettled - June 30, 2024	<u>7,828,852</u>		<u>5,047,448</u>		<u>12,876,300</u>	\$24.75	<u>\$318,660</u>

1. All prices are inclusive of forward price adjustments as of June 30, 2024.

In June 2024, the Company established a new \$500 million ATM Program and simultaneously terminated its previous 2022 ATM Program. The following table summarizes the Company's sales under the 2024 ATM Program through June 30, 2024.

	June 30, 2024
ATM Program:	
2024 ATM Program initial availability	\$500.0 million
Aggregate gross sales under the 2024 ATM Program	\$27.6 million
Availability remaining under the 2024 ATM Program	\$472.4 million
Average price per share of gross sales since inception in June 2024	\$27.11

Subsequent Debt Activity

In July 2024, the Company entered into a new term loan permitting up to \$450.0 million of borrowings. The below table provides a summary of this new debt agreement.

	2030 Term Loan
Maturity Date ⁽¹⁾	January 2030
Initial Principal Drawn	\$320.0 million
Maximum Available Principal	\$450.0 million
Delayed Draw Period	180 Days
Interest Rate	Adjusted Term SOFR + 105 bps ⁽²⁾
Floating Rate Swapped to Fixed Rate for Initial Draw	4.99% All-In Rate

1. After giving effect to extension options exercisable at the Company's election.

2. Includes 10 bps SOFR premium adjustment.

Guidance

2024 Guidance

The Company reiterates its previously issued expectation that 2024 AFFO per share on a fully diluted basis will be within a range of \$1.72 to \$1.75. The guidance range includes an estimate for the dilutive effect of unsettled shares under the Company's outstanding forward sale agreements as calculated under the treasury stock method.

Note: The Company does not provide guidance for the most comparable GAAP financial measure, net income, or a reconciliation of the forward-looking non-GAAP financial measure of AFFO to net income computed in accordance with GAAP, because it is unable to reasonably predict, without unreasonable efforts, certain items that would be contained in the GAAP measure, including items that are not indicative of the Company's ongoing operations, such as, without limitation, potential impairments of real estate assets, net gain/loss on dispositions of real estate assets, changes in

allowance for credit losses and stock-based compensation expense. These items are uncertain, depend on various factors, and could have a material impact on the Company's GAAP results for the guidance period.

Dividend Information

As previously announced, on May 31, 2024, Essential Properties' board of directors declared a cash dividend of \$0.29 per share of common stock for the quarter ended June 30, 2024. The second quarter 2024 dividend represents an annualized dividend of \$1.16 per share of common stock. The dividend was paid on July 12, 2024 to stockholders of record as of the close of business on June 28, 2024.

Conference Call Information

In conjunction with the release of Essential Properties' operating results, the Company will host a conference call on Thursday, July 25, 2024 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: 13747626. The telephone replay will be available through August 8, 2024.

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—Second Quarter Ended June 30, 2024 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 June 30, 2024, the Company's portfolio consisted of 2,009 freestanding net lease properties with a weighted average lease term of 14.1 years and a weighted average rent coverage ratio of 3.7x. In addition, as of June 30, 2024, the Company's portfolio was 99.8% leased to 395 tenants operating 568 different concepts in 16 industries across 49 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. 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 year ended June 30, 2024 that it will file with the Commission.

Essential Properties Realty Trust, Inc.
Consolidated Statements of Operations

(in thousands, except share and per share data)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenues:				
Rental revenue ^{1,2}	\$ 104,369	\$ 81,819	\$ 202,880	\$ 159,991
Interest on loans and direct financing lease	4,858	4,534	9,598	8,981
Other revenue	41	163	292	1,232
Total revenues	109,268	86,516	212,770	170,204
Expenses:				
General and administrative	8,710	7,585	18,068	16,169
Property expenses ²	1,155	1,144	2,148	1,987
Depreciation and amortization	29,927	24,742	58,453	48,567
Provision for impairment of real estate	2,812	802	6,564	1,479
Change in provision for credit losses	1	8	3	(22)
Total expenses	42,605	34,281	85,236	68,180
Other operating income:				
Gain on dispositions of real estate, net	134	12,547	1,645	17,461
Income from operations	66,797	64,782	129,179	119,485
Other (expense)/income:				
Interest expense	(17,361)	(12,071)	(32,958)	(24,204)
Interest income	847	448	1,340	1,086
Other income	1,548	—	1,548	—
Income before income tax expense	51,831	53,159	99,109	96,367
Income tax expense	155	159	311	311
Net income	51,676	53,000	98,798	96,056
Net income attributable to non-controlling	(159)	(198)	(307)	(358)
Net income attributable to stockholders	\$ 51,517	\$ 52,802	\$ 98,491	\$ 95,698
Basic weighted-average shares outstanding	175,319,270	150,492,454	171,304,986	147,466,087
Basic net income per share	\$ 0.29	\$ 0.35	\$ 0.57	\$ 0.65
Diluted weighted-average shares outstanding	177,583,989	151,522,350	173,219,295	148,776,458
Diluted net income per share	\$ 0.29	\$ 0.35	\$ 0.57	\$ 0.64

1. Includes contingent rent (based on a percentage of the tenant's gross sales at the leased property) of \$96, \$144, \$334 and \$320 for the three and six months ended June 30, 2024 and 2023, respectively.
2. Includes reimbursable income or reimbursable expenses from the Company's tenants of \$613, \$750, \$1,161 and \$1,341 for the three and six months ended June 30, 2024 and 2023, respectively.

Essential Properties Realty Trust, Inc.
Consolidated Balance Sheets

(in thousands, except share and per share amounts)	June 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
ASSETS		
Investments:		
Real estate investments, at cost:		
Land and improvements	\$ 1,730,117	\$ 1,542,302
Building and improvements	3,162,052	2,938,012
Lease incentive	17,918	17,890
Construction in progress	169,844	96,524
Intangible lease assets	87,734	89,209
Total real estate investments, at cost	5,167,665	4,683,937
Less: accumulated depreciation and amortization	(421,486)	(367,133)
Total real estate investments, net	4,746,179	4,316,804
Loans and direct financing lease receivables, net	294,982	223,854
Real estate investments held for sale, net	8,677	7,455
Net investments	5,049,838	4,548,113
Cash and cash equivalents	23,557	39,807
Restricted cash	935	9,156
Straight-line rent receivable, net	127,210	107,545
Derivative assets	36,049	30,980
Rent receivables, prepaid expenses and other assets, net	29,608	32,660
Total assets	<u>\$ 5,267,197</u>	<u>\$ 4,768,261</u>
LIABILITIES AND EQUITY		
Unsecured term loans, net of deferred financing costs	\$ 1,273,958	\$ 1,272,772
Senior unsecured notes, net	396,125	395,846
Revolving credit facility	245,000	—
Intangible lease liabilities, net	10,762	11,206
Dividend payable	51,124	47,182
Derivative liabilities	7,018	23,005
Accrued liabilities and other payables	30,939	31,248
Total liabilities	<u>2,014,926</u>	<u>1,781,259</u>
Commitments and contingencies	—	—
Stockholders' equity:		
Preferred stock, \$0.01 par value; 150,000,000 authorized; none issued and outstanding as of June 30, 2024 and December 31, 2023	—	—
Common stock, \$0.01 par value; 500,000,000 authorized; 175,330,314 and 164,635,150 issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	1,753	1,646
Additional paid-in capital	3,328,082	3,078,459
Distributions in excess of cumulative earnings	(111,373)	(105,545)
Accumulated other comprehensive income	25,336	4,019
Total stockholders' equity	<u>3,243,798</u>	<u>2,978,579</u>
Non-controlling interests	8,473	8,423
Total equity	<u>3,252,271</u>	<u>2,987,002</u>
Total liabilities and equity	<u>\$ 5,267,197</u>	<u>\$ 4,768,261</u>

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

(unaudited, in thousands except per share amounts)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net income	\$ 51,676	\$ 53,000	\$ 98,798	\$ 96,056
Depreciation and amortization of real estate	29,887	24,717	58,372	48,515
Provision for impairment of real estate	2,812	802	6,564	1,479
Gain on dispositions of real estate, net	(134)	(12,547)	(1,645)	(17,461)
Funds from Operations	84,241	65,972	162,089	128,589
Non-core expense (income) ¹	—	172	—	(704)
Core Funds from Operations	84,241	66,144	162,089	127,885
Adjustments:				
Straight-line rental revenue, net	(10,180)	(6,710)	(20,159)	(13,548)
Non-cash interest	934	615	1,884	1,434
Non-cash compensation expense	2,642	2,157	5,587	4,878
Other amortization expense	257	254	475	535
Other non-cash adjustments	568	2	561	(33)
Capitalized interest expense	(1,345)	(582)	(2,203)	(1,015)
Adjusted Funds from Operations	\$ 77,117	\$ 61,880	\$ 148,234	\$ 120,136
Net income per share²:				
Basic	\$ 0.29	\$ 0.35	\$ 0.57	\$ 0.65
Diluted	\$ 0.29	\$ 0.35	\$ 0.57	\$ 0.64
FFO per share²:				
Basic	\$ 0.48	\$ 0.44	\$ 0.94	\$ 0.87
Diluted	\$ 0.47	\$ 0.43	\$ 0.93	\$ 0.86
Core FFO per share²:				
Basic	\$ 0.48	\$ 0.44	\$ 0.94	\$ 0.86
Diluted	\$ 0.47	\$ 0.44	\$ 0.93	\$ 0.86
AFFO per share²:				
Basic	\$ 0.44	\$ 0.41	\$ 0.86	\$ 0.81
Diluted	\$ 0.43	\$ 0.41	\$ 0.85	\$ 0.81

1. During the three and six months ended June 30, 2023, includes \$0.2 million of severance expense and accelerated non-cash compensation expense; during the six months ended June 30, 2023, includes \$0.9 million of insurance recovery income related to two properties.
2. Calculations exclude \$118, \$102, \$234 and \$203 from the numerator for the three and six months ended June 30, 2024 and 2023, 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 June 30, 2024
Net income	\$ 51,676
Depreciation and amortization	29,927
Interest expense	17,361
Interest income	(847)
Income tax expense	155
EBITDA	98,272
Provision for impairment of real estate	2,812
Gain on dispositions of real estate, net	(134)
EBITDAre	100,950
Adjustment for current quarter re-leasing, acquisition and disposition activity ¹	5,446
Adjustment to exclude other non-core or non-recurring activity ²	(2,196)
Adjustment to exclude termination/prepayment fees and certain percentage rent ³	(19)
Adjusted EBITDAre - Current Estimated Run Rate	104,181
General and administrative expense	8,822
Adjusted net operating income ("NOI")	113,003
Straight-line rental revenue, net ¹	(10,697)
Other amortization expense	257
Adjusted Cash NOI	\$ 102,563
Annualized EBITDAre	\$ 403,800
Annualized Adjusted EBITDAre	\$ 416,724
Annualized Adjusted NOI	\$ 452,012
Annualized Adjusted Cash NOI	\$ 410,252

1. Adjustment is 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 June 30, 2024 had occurred on April 1, 2024.
2. Adjustment is made to i) exclude non-core adjustments made in computing Core FFO, ii) exclude changes in the Company's provision for credit losses and iii) eliminate the impact of seasonal fluctuation in certain non-cash compensation expense recorded in the period.
3. 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.

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

(dollars in thousands, except share and per share amounts)	June 30, 2024	Rate	Wtd. Avg. Maturity
Unsecured debt:			
February 2027 term loan ¹	\$ 430,000	2.4%	2.6 years
January 2028 term loan ¹	400,000	4.6%	3.6 years
February 2029 term loan ^{1,2}	450,000	5.4%	4.7 years
Senior unsecured notes due July 2031	400,000	3.1%	7.0 years
Revolving credit facility ³	245,000	6.2%	1.6 years
Total unsecured debt	<u>1,925,000</u>	4.2%	4.1 years
Gross debt	<u>1,925,000</u>		
Less: cash & cash equivalents	(23,557)		
Less: restricted cash available for future investment	(935)		
Net debt	<u>1,900,508</u>		
Equity:			
Preferred stock	—		
Common stock & OP units (175,884,161 shares @ \$27.71/share as of 6/30/24) ⁴	<u>4,873,750</u>		
Total equity	<u>4,873,750</u>		
Total enterprise value ("TEV")	<u>\$ 6,774,258</u>		
Pro forma adjustments to Net debt and TEV:⁵			
Net debt	\$ 1,900,508		
Less: Unsettled forward equity (12,876,300 shares @ \$24.75/share as of 6/30/24)	(318,660)		
Pro forma net debt	<u>1,581,848</u>		
Total equity	4,873,750		
Common stock — unsettled forward equity (12,876,300 shares @ \$27.71/share as of 6/30/24)	356,802		
Pro forma TEV	<u>\$ 6,812,400</u>		
Gross Debt / Undepreciated Gross Assets		33.8%	
Net Debt / TEV		28.1%	
Net Debt / Annualized Adjusted EBITDAre		4.6x	
Pro Forma Gross Debt / Undepreciated Gross Assets		32.0%	
Pro Forma Net Debt / Pro Forma TEV		23.2%	
Pro Forma Net Debt / Annualized Adjusted EBITDAre		3.8x	

- Rates presented for the Company's term loans are fixed at the stated rates after giving effect to its interest rate swaps plus applicable margin and SOFR premium of 95bps (for 2027 and 2028 Term Loans) or 105bps (for 2029 Term Loan).
- Weighted average maturity calculation is made after giving effect to extension options exercisable at the Company's election.
- The Company's revolving credit facility provides a maximum aggregate initial original principal amount of up to \$600 million. Borrowings bear interest at Term SOFR plus applicable margin and SOFR premium of 87.5bps.
- Common stock & OP units as of June 30, 2024, based on 175,330,314 common shares outstanding and 553,847 OP units held by non-controlling interests.
- Pro forma adjustments have been made to reflect the unsettled portion of shares sold on a forward basis through the Company's March 2024 follow-on offering and through its ATM Program as if they had been physically settled on June 30, 2024.

Investor/Media:

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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 ("EBITDAre"), adjusted EBITDAre, annualized adjusted EBITDAre, 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 expenses 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 EBITDA_{re} 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 or loan prepayment 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_{re}, 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.