



CHARTER OF THE LITIGATION COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose

The Litigation Committee (the “Committee”) of the Board of Directors (the “Board”) of Wheeler Real Estate Investment Trust, Inc. including its subsidiaries (the “Company”) is appointed by the Board with the purpose of overseeing any significant arbitration, litigation or other legal process involving a dispute between the Company and a third party (collectively, “Disputes”), and assisting the Board in fulfilling its oversight responsibilities, including through close consultation with management of the Company (“Management”), with respect to such Disputes.

2. Authority

In furtherance of the above purpose, the Committee shall have the following authority:

- To obtain advice and assistance from consultants, external and in-house legal counsel (collectively, “Counsel”), accounting or other advisors as appropriate to perform its duties hereunder;
- To negotiate and determine the terms, costs and fees for such engagements; and
- To communicate directly with Management and such other Company advisors and Counsel as the Committee deems necessary in the exercise of its purpose.

The fees and costs of any consultant or advisor retained by the Committee, including reasonable out-of-pocket expenses of Committee members in the performance of their duties, shall be borne by the Company.

3. Responsibilities

The Committee shall:

- Consult with Management, the Executive Committee of the Company, and Counsel to discuss the initiation of any Dispute by the Company prior to its commencement or the settlement of any Dispute prior to its resolution.
- Consult with Management and Counsel following the initiation of a Dispute by a third party or an overture by a third party to settle a Dispute.
- Consult with Management and Counsel regarding the strategy for the management, prosecution and resolution of all Disputes.
- Periodically receive updates on the status of all Disputes.
- Receive prompt updates from Management and Counsel on any significant developments with respect to a Dispute, and consult with Management and Counsel on an appropriate course of action with respect to such development.
- Receive and review material documentation in connection with any Dispute.
- Review and reassess the adequacy of this Charter as needed and recommend any proposed changes to the Board for approval.

4. Composition

The Committee shall consist of one or more directors, who shall be appointed, and shall be subject to removal at any time, by the Board. The Chair of the Committee, if any (the “Chair”), shall be appointed by the Board.

Each member of the Committee must have legal and/or litigation experience or background and be an individual who is knowledgeable about the initiation, management, prosecution and resolution of such Disputes.

5. Meetings

The Committee shall meet as often as the Chair requires. The Committee shall meet with Management, Counsel, consultants and advisors as needed. Members of the Committee may participate in meetings by conference telephone call or any other means of communication by which all members participating may simultaneously hear each other during the meeting. The Committee shall set its own rules of procedure.

DATE: August 8, 2023