



## **CHARTER OF THE RELATED PERSON TRANSACTIONS COMMITTEE OF THE BOARD OF DIRECTORS**

### **1. Purpose and Authority**

The Related Person Transactions 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, and with the authority to approve, all Related Person Transactions (as such term is defined in Appendix A) as set forth below.

### **2. Oversight and Approval**

- A.** Subject to paragraph B below, the Committee shall review the material facts of all Related Person Transactions. If advance review by the Committee is not feasible, then the Related Person Transaction shall be reviewed at the Committee’s next regularly scheduled meeting.

In reviewing a Related Person Transaction, the Committee will take into account, among other factors that it deems appropriate, whether the Related Person Transaction is on terms no less favorable to the Company than terms generally available in a transaction with an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person’s (as such term is defined in Appendix A) interest in the Related Person Transaction.

In connection with its review of any Related Person Transaction, the Company shall provide the Committee with all material information regarding such Related Person Transaction, the interest of the Related Person and any potential disclosure obligations of the Company in connection with such Related Person Transaction.

- B.** The types of Related Person Transactions discussed on Appendix B shall be deemed to be pre-approved. Notwithstanding the foregoing, in connection with each regularly scheduled meeting of the Committee, a summary of any Related Person Transactions deemed pre-approved (other than director and executive compensation arrangements) shall be provided by the Company to the Committee for its review.

- C.** The Committee has the authority to approve all Related Person Transactions.

### **3. 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.

### **4. Meetings**

The Committee shall meet as often as the Chair requires. 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**

## Appendix A

### Certain Defined Terms

A “**Related Person**” is (i) any director or executive officer of the Company, (ii) any director nominee, (iii) security holders known to the Company to beneficially own more than 5% of any class of the Company’s voting securities, or (iv) the immediate family members (as defined below) of any of the persons listed in items (i) – (iii).

A “**Related Person Transaction**” is any transaction in which the Company is a participant and a Related Person has a direct or indirect interest.

A Related Person’s “**immediate family members**” includes the Related Person’s child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law or any other person (other than a tenant or employee) sharing the household of such Related Person.

## Appendix B

### Pre-Approval List

The Committee has reviewed the types of Related Person Transactions described below and determined that each of the following Related Person Transactions shall be deemed to be pre-approved:

- 1) **Compensation.** Any compensation paid to a director or executive officer if such compensation (i) is approved by the Company's Compensation Committee or Board of Directors, (ii) is required to be reported in the Company's annual proxy statement or (iii) in the case of an executive officer who is not a family member of any other executive officer, would have been required to be reported in the Company's annual proxy statement if the executive officer was a "named executive officer."
- 2) **Transactions with Other Companies.** Any transaction with another company, other than an acquisition by the Company of that company, if the only relationship that the Related Person has with such company is as a non-executive employee, director or beneficial owner of less than 10% of such company's shares, provided that the aggregate amount involved in such transaction does not exceed the greater of \$1,000,000 or 2% of that company's total annual revenues and that the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances.
- 3) **Transactions with Other Companies as a result of executive officer relationship.** Any transaction with another company, other than an acquisition by the Company of that company, if the only relationship that the Related Person has with such company is as an executive officer, provided that the aggregate amount involved in such transaction does not exceed the greater of \$120,000 and that the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances.
- 4) **Charitable Contributions.** Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university if the only relationship that the Related Person has with such organization is as a non-executive employee or director, provided that the aggregate amount involved in such transaction does not exceed the greater of \$1,000,000 or 2% of such organization's total annual receipts.
- 5) **Stockholder Transactions.** Any transaction in which the Related Person's interest arises solely from beneficially owning the Company's common stock if all of the Company's stockholders receive the same benefit on a *pro rata* basis (e.g., dividends).
- 6) **Institutional Investors.** Any transaction with an institutional investor who is a Related Person if such institutional investor is a Related Person solely because of its beneficial ownership of more than 5% of a class of the Company's voting securities and does not take an active role in the management or direction of the Company's business, provided that the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances.