



CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose

The Governance and Nominating Committee (the “Committee”) of Wheeler Real Estate Investment Trust, Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to:

- Oversee the corporate governance policies and practices of the Company and develop and recommend to the Board any changes or additions to the governance policies and practices it deems appropriate.
- Recommend to the Board an individual qualified to be the Chair of the Board.
- Recommend to the Board individuals qualified to become Board members and Board Committee members.

2. Composition

The Committee shall be comprised of no less than three directors, the exact number to be determined by the Board. Each member of the Committee shall meet the independence standards mandated by the listing standards of the NASDAQ Stock Market.

In addition, each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed and removed by the Board. The members of the Committee shall designate a Chair.

3. Meetings

The Committee shall meet at least once annually and more frequently if circumstances dictate or if the Committee so determines.

The Committee shall keep minutes of its meetings and set its own rules of procedure.

4. Committee Authority and Responsibilities

- A. The Committee shall review this Charter and the Company's Corporate Governance Principles annually and recommend, if needed, proposed changes to the Board for approval. The Committee shall also review the Company's Code of Business Conduct and Ethics and Insider Trading Policy annually and recommend, if needed, proposed changes to the Board for approval.
- B. The Committee shall evaluate annually the contributions of the Chair of the Board and recommend to the Board whether the Chair should be re-appointed following the next annual meeting of shareholders.
- C. The Committee shall evaluate annually each Director and recommend to the Board whether each such Director be nominated for re-election at the next annual meeting of shareholders. This evaluation shall include each member's qualifications and contributions in the context of the needs of the Board.
- D. The Committee shall have the authority to identify individuals qualified to become Board members and provide recommendations to the Board. In addition, all nominees for directorship shall be reviewed by the Committee.
- E. The Committee shall review annually the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee.
- F. The Committee shall have the power to hire independent legal, financial or other advisors as it may deem necessary, at the expense of the Company, without consulting or obtaining the approval of any officer of the Company in advance. All reasonable out-of-pocket expenses of members of the Committee, including in the performance of their duties, shall be reimbursed by the Company.
- G. The Committee shall at all times have full and free access to officers and employees of the Company, as well as to the Company's outside advisors.
- H. The Committee shall report to the Board at least annually and more frequently as circumstances dictate.

DATE: November 7, 2023