



**CHARTER OF THE  
SERIES D REDEMPTION FACILITATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**1. Purpose**

The Series D Redemption Facilitation Committee (the “Committee”) of the Board of Directors (the “Board”) of Wheeler Real Estate Investment Trust, Inc. (the “Company”) is appointed by the Board with the sole purpose of facilitating the procedure by which holders of the Company’s Series D Cumulative Convertible Preferred Stock (the “Series D Preferred”) are able to exercise their optional redemption rights as set forth in Section 6 (Redemption at Option of Holders) of the Company’s Articles Supplementary.

The Committee shall report to the Board on the status of the optional holder redemptions.

**2. Authority**

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

- To take such actions as necessary, in the opinion of the Committee, to facilitate the procedure for optional holder redemptions; and
- To communicate directly with management of, and counsel to, the Company as the Committee deems necessary in the exercise of its purpose.

**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. The Committee shall also meet with management of the Company in separate executive sessions as often as circumstances dictate. 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: June 7, 2023**