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### **Company Overview**

Gladstone Commercial Corporation ("Gladstone" or the "Company") is a publicly owned Real Estate Investment Trust ("REIT") that completed its IPO in 2003 and is listed on Nasdaq (Ticker: GOOD)

#### **Investment Focus**

- Single tenant or anchored multi-tenant net lease industrial assets
- Long term leases (7+ years)
- Strong, credit tenants
- Mission-critical real estate in path of growth markets
- Third party purchases, sale leasebacks, or build-to-suit developments
- Focused on industrial portfolio growth



**Portfolio Highlights** 

**136** 

**Properties** 

\$1.6 billion

**Gross Assets** 

109

**Unique Tenants** 

16.8 million

Square Feet

98.5%

**Occupancy** 

7.2 years

Average Remaining Lease Term

### **Investment Highlights**

#### **Diverse Portfolio**

- Portfolio diversified across tenants, geographies, and industries
- 136 properties with 109 unique tenants in 27 different states with no tenant accounting for more than 5% of annualized straight-line rent
- Most industrial leases have fixed annual escalations up to 3.5%, providing steady contractual revenue growth

### Growing Industrial Concentration

- Since 2018, GOOD has increased industrial concentration (as a % of annualized straight-line base rent) from 35% to 62%
- Industrial assets continue to outperform other asset classes with long term future demand driven by numerous tailwinds including manufacturing reshoring and supply chain optimization

#### 20+ Year History

- GOOD management has decades of combined experience investing in net lease assets and evaluating tenant credit
- History of consistent and disciplined growth poised to continue in any economic environment

#### **Mission-Critical Assets**

- GOOD portfolio occupancy has never declined below 95%, and industrial and office portfolio occupancy rates were 99.3% and 93.5%, respectively, as of June 30, 2024
- Tenants often have heavy fixed investment in a site, resulting in prohibitive relocation costs
- More than 61% of annualized straight-line base rent expires in 2029 or later

#### Robust Underwriting Platform

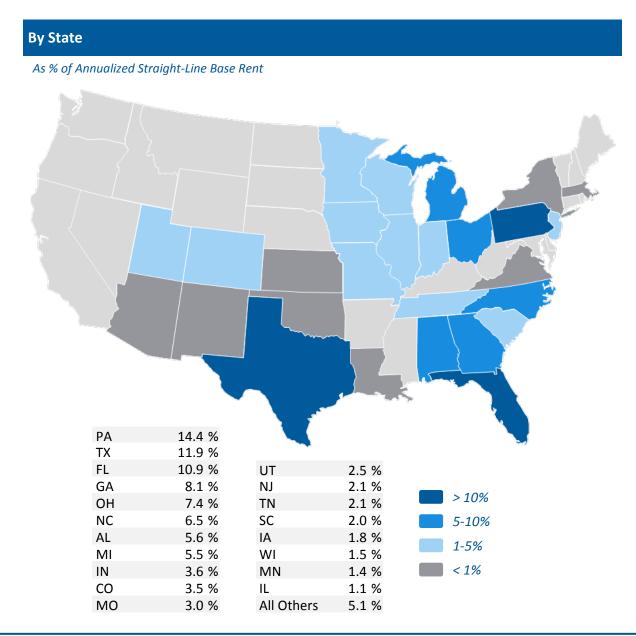
- GOOD's in-house underwriting team critically evaluates every potential new tenant's credit
- In GOOD's 20+ year history spanning multiple economic cycles, only six tenants have ever defaulted
- Consistently high cash rent collection 100% of cash rents collected in 2021-2024 (through July 2024), and 99% cash rent collection in 2020 (overlapping with COVID-19 pandemic)

# Conservative Balance Sheet and Capital Structure

- 88% of outstanding debt is fixed rate or hedged floating rate, and only 5.3% of debt matures before 2026
- Since January 1, 2022, GOOD has repaid net \$177.1 million of mortgage debt and grown its unencumbered asset base by over 60%
- \$52.5 million in available liquidity via revolving credit facility and cash on hand

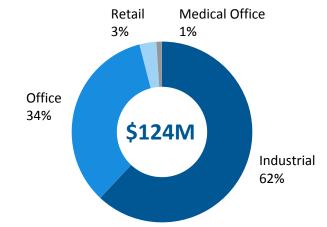
### **Diverse, Stable Portfolio**

#### Portfolio diversified across tenants, geographies, and industries



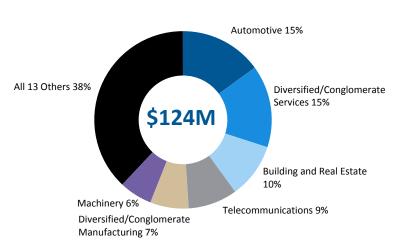
#### **By Asset Class**

As % of Annualized Straight-Line Base Rent



#### **By Tenant Industry**

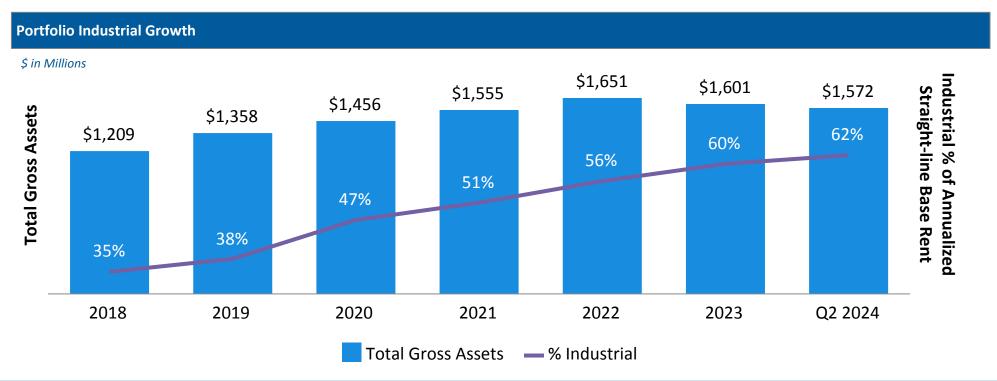
As % of Annualized Straight-Line Base Rent



### **Growing Industrial Concentration**

#### Industrial % of annualized straight-line base rent has nearly doubled since 2018

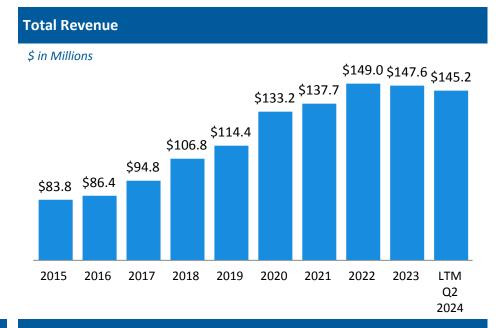
- The Company began a focused transition to industrial assets in 2018 (before COVID-19) and has successfully increased portfolio industrial exposure to 62% of annualized straight line rent as of Q2 2024
- GOOD sees continued tailwinds (supply chain normalization, reshoring initiatives, government subsidies) and ability to leverage in-house credit-underwriting expertise for industrial assets in the foreseeable future
- GOOD targets at least 70% portfolio industrial concentration in the next 18 months
- Industrial assets are particularly mission-critical to tenants, as evidenced by 99.3% industrial occupancy rate
- Most industrial leases have fixed annual escalations up to 3.5%, providing contractual revenue growth
- Industrial demand, particularly in the manufacturing sector, is projected to continue outperforming other asset classes in the foreseeable future, driven by reshoring initiatives





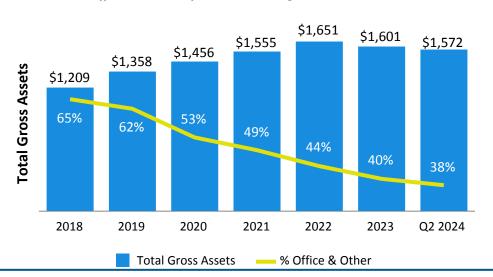
# 20+ Year History of Net Lease Investing

- Decades of combined management experience investing in net lease assets and evaluating tenant credit
- Gross asset base of \$1.6 billion as of June 30, 2024
- 2015 2023 total revenue and total gross assets growth of 75% and 61%, respectively
- 2022 Q2 2024 moderate decline in revenue and gross assets driven primarily by strategic selling of non-core office assets
- History of monthly dividend returns to shareholders in 2023, distributed more than \$60.6 million in dividends to preferred, common, and senior common shareholders



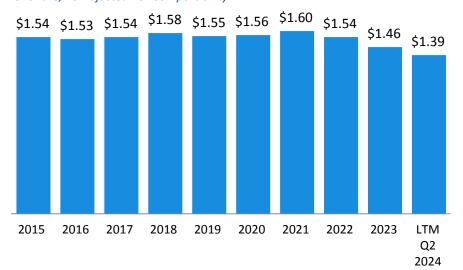
#### **Total Gross Assets**

\$ in Millions, Office & Other % of Annualized Straight-Line Rent



#### **Funds from Operations**

Per Share, As Adjusted For Comparability

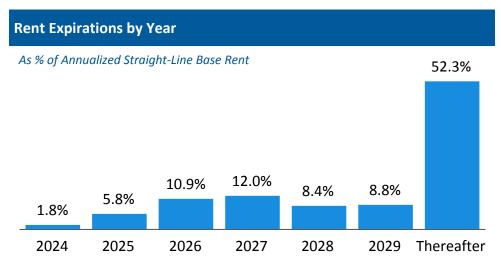




### **Mission Critical Assets**

#### GOOD specializes in identifying, owning, and operating assets that are mission critical to tenant operations

- GOOD portfolio occupancy has never declined below 95%
- As of June 30, 2024, industrial occupancy was 99.3%, and office occupancy was 93.5%, both above national averages
- Tenants often have heavy fixed machinery and equipment investment in a site, resulting in prohibitive relocation costs
- Tenants are willing to sign long term leases GOOD's average lease term is just over seven years, and more than 61% of annualized straight-line base rent expires in 2029 or later



#### % of Square Feet 99.5% 99.1% 98.8% 98.5% 97.9% 98.0% 96.8% 97.4% 97.0% 97.2% 96.8% 96.8% 95.3% Occupancy has never declined below 95.0%

2018

2019

2020

2021

2022

2023



2012

2013

2014

2015

**Historical Occupancy** 

Q2 2024

2016

2017

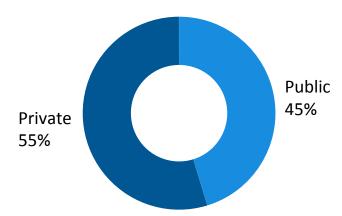
### **Robust Underwriting Platform**

#### GOOD's robust underwriting platform results in high rent collection rates and minimal asset downtime

- A majority of GOOD's tenants are privately held
- 50% of GOOD tenants are investment grade rated or not rated, investment grade equivalent
- In GOOD's 20+ year history spanning multiple economic cycles, only six tenants have ever defaulted
- GOOD monitors tenant financial condition post-close to proactively manage the portfolio
- Consistently high cash rent collection 100% of cash rents collected in 2021-2024 (through July 2024), and 99% cash rent collection in 2020 (overlapping with COVID-19 pandemic)

#### **Publicly-Traded vs. Privately-Held Tenants**

As % of Annualized Straight-Line Base Rent



#### **Tenant Underwriting Analysis**



**Financial Forecast** 



Leverage Analysis



**Balance Sheet Analysis** 



**Industry Research** 

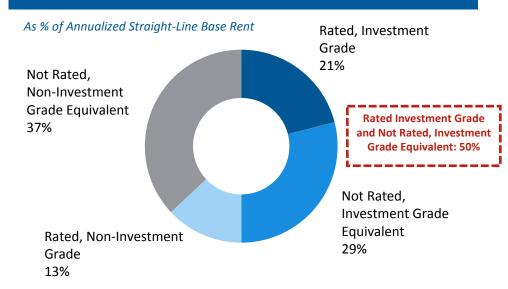


Stress Test / **Downside Scenario** 



**Competitor Benchmarking** 

#### **Tenant Credit Ratings**

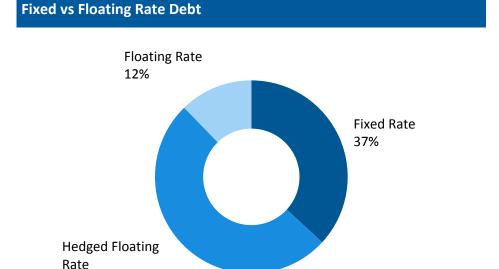


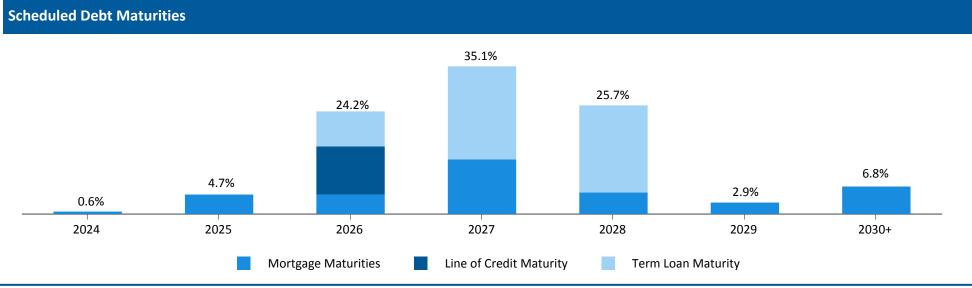


### **Conservative Balance Sheet**

# GOOD has significantly decreased its leverage ratio since 2015, and remaining debt maturities are minimal through 2026

- Since 2015, GOOD has decreased net debt / gross assets from 56.9% to 45.9%
- In addition to the low leverage ratio, nearly 90% of outstanding debt is fixed rate or hedged floating rate – only 12% of debt is floating rate
- GOOD's capital structure allows patience and flexibility
- Since January 1, 2022, GOOD has repaid net \$177.1 million of mortgage debt and grown its unencumbered asset base by over 60%
- The Company is well-positioned for accretive industrial acquisitions with \$52.5 million in available liquidity via revolving credit facility and cash on hand





51%



### **Recent Case Studies**

# Recent case studies exhibit mission critical industrial acquisitions in path of growth markets and asset management value-add leasing

#### **Eastern Metal Supply (Acquisition)**



**Deal Type:** Industrial portfolio acquisition

(sale leaseback)

**Tenant:** Eastern Metal Supply

manufactures and distributes

aluminum extrusions

**Locations:** Houston, TX

Charlotte, NC

St. Charles, MO (St. Louis MSA)

Facilities: 320,838 total SF

(3 properties)

Warehousing and distribution

**Purchase:** \$34.6 million

Lease term: 20 years

#### **Garden State Bulb (Acquisition)**



**Deal Type:** Industrial portfolio acquisition

(sale leaseback)

**Tenant:** Garden State Bulb grows,

packages, and supplies flower bulbs and bare root perennials

**Locations:** Vineland, NJ

Bridgeton, NJ

Facilities: 246,000 total SF

(2 properties)

Warehousing and cold storage

Purchase: \$32.5 million

*Lease term:* 15.1 years

#### **Moss (Portfolio Management)**



**Deal Type:** Office direct lease

**Tenant:** Moss provides general

contracting services throughout the southeast

**United States** 

**Location:** Ft. Lauderdale, FL

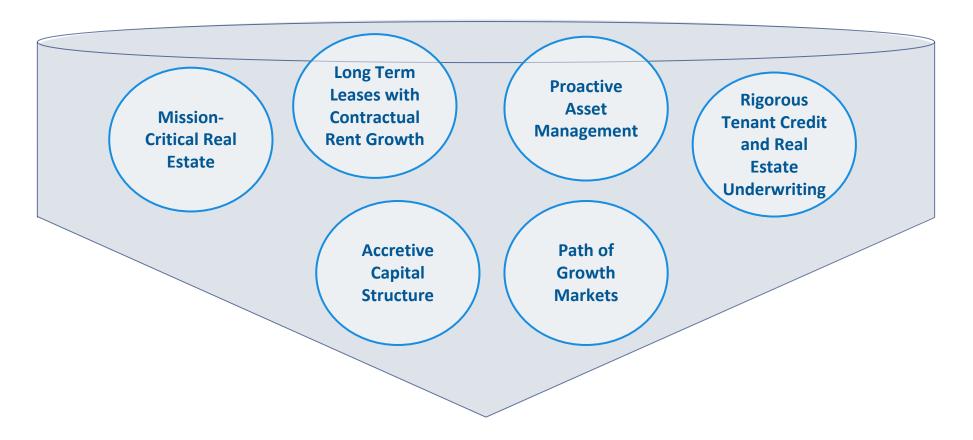
**Overview:** GOOD executed an 11-year, 1-

month lease with Moss at its office building. Moss had previously subleased 40% of the building and decided to expand into the full building for a longer-term direct lease.



### **Investment Philosophy**

Acquire quality, well located and configured, single tenant and anchored multi-tenant, NNN leased industrial properties in target path of growth markets



Strong & sustainable investor returns anchored by a diversified income stream from high quality properties leased to financially strong tenants

# **Appendix**

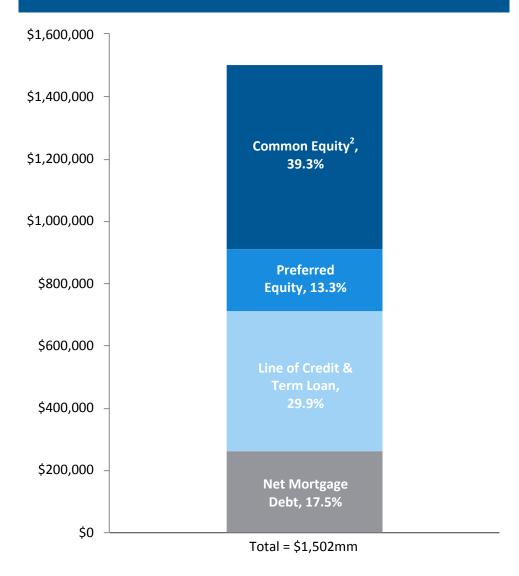


### **Capital Structure Overview**

- Institutional stock ownership increased from 26.8% in 2013 to 43.7% as of June 30, 2024<sup>1</sup>
- Balance sheet remains below 50% levered
- Average rate on mortgage debt of just 4.24%

#### **Capital Structure Details** (Dollars in \$000s, except stock price) Wtd. Average Rate 6/30/2024 Mortgage Notes Payable, Net 273,783 4.24% Less: Cash & Cash Equivalents (10,416)**Net Mortgage Debt** 263,367 Line of Credit SOFR+1.35% 81,150 Term Note SOFR+1.30% 367,603 Total Debt, Net 712,120 Series E - Preferred 6.625% 76,536 Series F - Preferred 6.00% 23,563 Series G - Preferred 6.00% 99,772 **Total Preferred Equity** 199,871 **Diluted Common Shares Outstanding** 41,373,111 Stock Price 14.27 Implied Common Equity<sup>2</sup> Market Capitalization 590,394 Enterprise Value \$ 1,502,385

#### Current capital structure as of June 30, 2024 (Dollars in \$000)



<sup>&</sup>lt;sup>2</sup> Common Equity is based on the closing common stock price per share as of June 28, 2024 of \$14.27 and includes effect of OP units and convertible senior common stock.



<sup>&</sup>lt;sup>1</sup> Source: Nasdaq Online.

### **Experienced Leadership Team**



David Gladstone
Chairman and CEO
25+ years of experience

- Current Chairman and CEO of all four Gladstone funds, public companies #7, #8, #9 and #10 in his career
- Former Chairman of Allied Capital Commercial (REIT), Allied Capital and American Capital
- Former board member of Capital Automotive REIT
- MBA from Harvard Business School, MA from American University, BA from University of Virginia



Buzz Cooper
President
25+ years of experience

- Current President of the Company; 20+ years with Gladstone
- Former Principal of Allied Commercial Corporation REIT, where his responsibilities ranged from buying loans from RTC and banks to making real estate backed loans
- BA from Washington and Lee University



Gary Gerson
CFO and Assistant Treasurer
25+ years of experience

- Current CFO and Assistant Treasurer of the Company
- Former CFO of Spotted Hawk Development, LLC, an Apollo Investment Corporation portfolio company
- Former Treasurer of the Gladstone Companies
- Former AVP of Finance at The Bozzuto Group
- Former Director of Finance at PG&E National Energy Group
- MBA from Yale School of Management, BSME from the US Naval Academy
- CPA in the Commonwealth of Virginia, CFA Charterholder



Jay Beckhorn
Treasurer
25+ years of experience

- Current Treasurer of the Company and Gladstone Land, Assistant Treasurer of Gladstone Capital and Gladstone Investment
- Former Regional Managing Director of Heavenrich & Co.
- Former Senior Vice President of Sunrise Senior Living
- Former Managing Director of Riggs Bank
- MBA from Duke University, BA from Colgate University

# **Experienced Leadership Team**



Ryan Carter

Executive Vice President, Head of West and Midwest Regions

20+ years of experience

- Manages regional acquisition and asset management activities
- Former founding partner of Porthaven Partners, LLC
- Former Director with Stan Johnson Company
- MBA from Oklahoma State University, BSBA from the University of Tulsa



**Todd McDonald**Senior Vice President, South
Central Region
7+ years of experience

- Manages regional acquisition and asset management activities
- Former Credit Team Lead and member of the Wholesale Loan Group at United Bankshares
- BS from Washington and Lee University



Nick Lindsay
Vice President, Northeast and
Southeast Regions
7+ years of experience

- Manages regional acquisition and asset management activities
- Former private equity investor with H.I.G. Capital in the LBO Fund
- Former investment banking analyst and member of the Industrials group at Harris Williams
- MBA from UNC Kenan-Flagler, BS from McIntire School of Commerce at the University of Virginia

# **Consolidated Statements of Operations**

(\$ in thousands, except per share amounts)	For the three months ended (unaudited)						For the six months ended (unaudited)				
	6/	30/2024	3,	/31/2024	6/	30/2023	6,	/30/2024	6/	30/2023	
Operating revenues											
Lease revenue	\$ \$	37,057	\$	35,721	\$	38,658	\$	72,779	\$	75,212	
Total operating revenues	\$	37,057	\$	35,721	\$	38,658	\$	72,779	\$	75,212	
Operating expenses											
Depreciation and amortization	\$		\$	13,326	\$	16,936	\$	29,341	\$	31,640	
Property operating expenses		5,807		5,884		6,738		11,692		13,465	
Base management fee		1,516		1,535		1,605		3,051		3,210	
Incentive fee		1,245		1,171		_		2,416		_	
Administration fee		594		630		546		1,225		1,110	
General and administrative		1,046		1,047		1,068		2,093		2,131	
Impairment charge		_		493		6,823		493		6,823	
Total operating expense before incentive fee waiver	\$	26,223	\$	24,086	\$	33,716	\$	50,311	\$	58,379	
Incentive fee waiver		(250)		(771)		_		(1,021)		_	
Total operating expenses	\$	25,973	\$	23,315	\$	33,716	\$	49,290	\$	58,379	
Other income (expense)											
Interest expense	\$	(9,463)	\$	(9,497)	\$	(9,081)	\$	(18,960)	\$	(17,909)	
(Loss) gain on sale of real estate, net		(47)		283		(451)		236		(451)	
Gain on debt extinguishment, net		_		300		_		300		_	
Other income		26		34		2		60		107	
Total other (expense), net	\$	(9,484)	\$	(8,880)	\$	(9,530)	\$	(18,364)	\$	(18,253)	
Net income (loss)	\$	1,600	\$	3,526	\$	(4,588)	\$	5,125	\$	(1,420)	
Net loss (income) attributable (available) to non-controlling interests		11		(2)		73		9		81	
, , , , , , , , , , , , , , , , , , , ,	-			. ,							
Net income (loss) available (attributable) to the company	\$	1,611	\$	3,524	\$	(4,515)	\$	5,134	\$	(1,339)	
Distributions attributable to Series E, F, and G preferred stock		(3,116)		(3,112)		(3,058)		(6,229)		(6,080)	
Distributions attributable to senior common stock		(105)		(105)		(106)		(211)		(215)	
Loss on extinguishment of Series F preferred stock		(4)		(3)		(6)		(7)		(11)	
Gain on repurchase of Series G preferred stock										` a´	
Net (loss) income (attributable) available to common stockholders	\$	(1,614)	\$	304	\$	(7,685)	\$	(1,313)	\$	(7,642)	



# Funds from Operations (FFO) and Core FFO

(\$ in thousands, except per share amounts)	For the three months ended (unaudited)						For the six months ended (unaudited)					
		6/30/2024		3/31/2024		6/30/2023		6/30/2024		6/30/2023		
Net income (loss) Less: Distributions attributable to preferred and senior common stock Less: Loss on extinguishment of Series F preferred stock Add: Gain on repurchase of Series G preferred stock	\$	1,600 (3,221) (4)	\$	3,526 (3,217) (3) —	\$	(4,588) (3,164) (6)	\$	5,125 (6,440) (7)	\$	(1,420) (6,295) (11) 3		
Net (loss) income (attributable) available to common stockholders and Non-controlling OP Unitholders	\$	(1,625)	\$	306	\$	(7,758)	\$	(1,322)	\$	(7,723)		
Adjustments: Add: Real estate depreciation and amortization	\$	16,015	\$	,	\$	16,936	\$	29,341	\$	31,640		
Add: Impairment charge Add: Loss on sale of real estate, net		— 47		493 —		6,823 451		493 —		6,823 451		
Less: Gain on sale of real estate, net Less: Gain on debt extinguishment, net		_		(283) (300)		_		(236) (300)				
FFO available to common stockholders and Non-controlling OP Unitholders - basic Add: Convertible senior common distributions	\$	14,437 105	\$	13,542 105	\$	16,452 106	\$	27,976 211	\$	31,191 215		
FFO available to common stockholders and Non-controlling OP Unitholders - diluted	\$	14,542	\$	13,647	\$	16,558	\$	28,187	\$	31,406		
FFO available to common stockholders and Non-controlling OP Unitholders - basic Add: Write off shelf registration statement costs and prepaid ATM costs Add: Asset retirement obligation expense	\$	14,437 — 33	\$	13,542 183 33	\$	16,452 — 32	\$	27,976 183 66	\$	31,191 110 63		
Add: Bad debt write off Add: Realized loss on interest rate hedging instruments		64		— 81		_ _ _		64 81		_ _ _		
Core FFO available to common stockholders and Non-controlling OP Unitholders - basic Add: Convertible senior common distributions	\$	14,534 105	\$	13,839 105	\$	16,484 106	\$	28,370	\$	31,364 215		
Core FFO available to common stockholders and Non-controlling OP Unitholders - diluted	\$	14,639	\$	13,944	\$	16,590	\$	28,581	\$	31,579		
Weighted average common shares outstanding and Non-controlling OP Units - basic Weighted average common shares outstanding and Non-controlling OP Units - diluted		40,553,113 40,895,360		40,314,124 40,656,371		40,370,142 40,715,274		40,433,619 40,775,866		40,342,140 40,687,272		
FFO per weighted average share of common stock and Non-controlling OP Unit - basic	\$	0.36	\$	0.34	\$	0.41	\$	0.69	\$	0.77		
FFO per weighted average share of common stock and Non-controlling OP Unit - diluted	\$	0.36	\$	0.34	\$	0.41	\$	0.69	\$	0.77		
Core FFO per weighted average share of common stock and Non-controlling OP Unit - basic	\$	0.36	\$	0.34	\$	0.41	\$	0.70	\$	0.78		
Core FFO per weighted average share of common stock and Non-controlling OP Unit - diluted	\$	0.36	\$	0.34	\$	0.41	\$	0.70	\$	0.78		
Distributions declared per share of common stock and Non-controlling OP Unit	\$	0.30	\$	0.30	\$	0.30	\$	0.60	\$	0.60		



### **Consolidated Balance Sheets**

(\$ in thousands)		6/30/2024 (unaudited)		12/31/2023
ASSETS		(unuuunteu)		
Real estate, at cost	\$	1,230,206	Ś	1,221,364
Less: accumulated depreciation	,	311,433	*	299,662
Total real estate, net		918,773		921,702
Lease intangibles, net		95,935		101,048
Real estate and related assets held for sale, net		4,179		28,787
Cash and cash equivalents		10,416		11,985
Restricted cash		4,003		4,150
Funds held in escrow		5,497		7,515
Right-of-use assets from operating leases		4,083		4,889
Deferred rent receivable, net		42,864		41,006
Other assets		19,796		12,389
TOTAL ASSETS	\$	1,105,546	\$	1,133,471
LIABILITIES AND STOCKHOLDERS' EQUITY				
LIABILITIES				
Mortgage notes payable, net	\$	273,783	\$	295,853
Borrowings under revolver and term loan, net		448,753		443,008
Deferred rent liability, asset retirement obligation and other liabilities, net		67,148		70,303
TOTAL LIABILITIES	\$	789,684	\$	809,164
MEZZANINE EQUITY				
Series E and G redeemable preferred stock, net	\$ \$	170,041	\$	170,041
TOTAL MEZZANINE EQUITY	<u>\$</u>	170,041	\$	170,041
STOCKLIOLDEDC/ FOLUTY				
STOCKHOLDERS' EQUITY	<u>,</u>	4	<u>۸</u>	4
Senior common stock	\$	1	\$	1
Common stock		41		40
Series F redeemable preferred stock Additional paid in capital		742.114		720.256
· · · · ·		742,114 13,759		730,256
Accumulated other comprehensive income		•		7,758
Distributions in excess of accumulated earnings TOTAL STOCKHOLDERS' EQUITY	\$	(610,209)		(584,776) 153,280
	<del>-</del>	145,707 114	<u>ې</u>	986
OP Units held by Non-controlling OP Unitholders TOTAL EQUITY	\$	145,821	<u> </u>	154,266
IOIALLQUITI	٧	143,021	٧	134,200
TOTAL LIABILITIES, MEZZANINE EQUITY AND EQUITY	\$	1,105,546	\$	1,133,471



# **Debt Summary**

		(\$ in thousands)
Principal Maturity Date	Weighted Average Interest Rate as of	Principal Balance Outstanding as of
. ,	6/30/2024	6/30/2024
2025	5.13%	25,503
2026	4.17%	30,667
2027	4.37%	101,348
2028	4.14%	37,906
2029	5.23%	21,453
2030	3.23%	38,595
2031	3.24%	4,986
2032	3.40%	9,836
2037	4.63%	5,440
Contractual Mortgage Notes Payable:	4.24%	\$ 275,734
Premiums (Discounts), net:		(24)
Total Mortgage Notes Payable:		\$ 275,710
Variable-Rate Line of Credit:		
2026	SOFR +1.35%	\$ 81,150
Variable-Rate Term Loan Facility:		
2027	SOFR +1.30%	\$ 160,000
2026	SOFR +1.30%	60,000
2028	SOFR +1.30%	150,000
Total Mortgage Notes Payable and Line of Credit	5.82%	\$ 726,860

