
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 14, 2024

GETTY REALTY CORP.

(Exact name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-13777
(Commission
File Number)

11-3412575
(IRS Employer
Identification No.)

292 Madison Avenue, 9th Floor
New York, New York

(Address of Principal Executive Offices)

10017-6318

(Zip Code)

Registrant's Telephone Number, Including Area Code: (646) 349-6000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	GTY	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Getty Realty Corp. (the “Company”) is furnishing a corporate presentation attached as Exhibit 99.1 to this report, which it may use from time to time in conversations with investors and analysts beginning February 14, 2024. A copy of the presentation will be available on the Company’s website.

A copy of the presentation is attached to this report as Exhibit 99.1 and is incorporated by reference herein.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended (the “Securities Act”), except as expressly set forth in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Getty Realty Corp. Investor Presentation Slides*
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

*Exhibit 99.1 hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, nor shall such Exhibit be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as expressly set forth in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GETTY REALTY CORP.

Date: February 14, 2024

By: /s/ Brian R. Dickman

Brian R. Dickman

Executive Vice President

Chief Financial Officer and Treasurer



C O N V E N I E N C E A U T O M O T I V E R E T A I L

CORPORATE PROFILE

FEBRUARY 2024

SAFE HARBOR STATEMENTS

Forward Looking Statements

Certain statements in this presentation constitute “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements are statements that relate to management’s expectations or beliefs, future plans and strategies, future financial performance and similar expressions concerning matters that are not historical facts. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as “may,” “will,” “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” or “potential.” Such forward-looking statements reflect current views with respect to the matters referred to and are based on certain assumptions and involve known and unknown risks, uncertainties and other important factors, many of which are beyond the Company’s control, that could cause the actual results, performance, or achievements of the Company to differ materially from any future results, performance, or achievement implied by such forward-looking statements.

While forward-looking statements reflect the Company’s good faith beliefs, assumptions and expectations, they are not guarantees of future performance. Unknown or unpredictable factors could have material adverse effects on our business, financial condition, liquidity, results of operations and prospects. Except as required under the federal securities laws and the rules and regulations of the SEC, the Company does not undertake any obligation to release publicly any revisions to the forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events. For a further discussion of factors that could cause the Company’s future results to differ materially from any forward-looking statements, see the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 and the Company’s other filings with the SEC, including, in particular, the section entitled “Risk Factors” contained therein. In light of these risks, uncertainties, assumptions and factors, there can be no assurance that the results and events contemplated by the forward-looking statements contained in this presentation will, in fact, transpire. Moreover, because the Company operates in a very competitive and rapidly changing environment, new risks are likely to emerge from time to time. Given these risks and uncertainties, potential investors are cautioned not to place undue reliance on these forward-looking statements as a prediction of future results.

Unless otherwise noted in this presentation, all financial data is for the quarter and year ended December 31, 2023, and all portfolio data is as of December 31, 2023.

Non-GAAP Financial Measures

This presentation includes non-GAAP financial measures Funds From Operations (“FFO”) and Adjusted Funds From Operations (“AFFO”), which the Company uses as supplemental measures of its performance. Please refer to the Definitions and Reconciliations section of this presentation for additional information and complete reconciliations between each of these non-GAAP financial measures and the most directly comparable GAAP financial measure.

The Company believes that FFO and AFFO are helpful to investors in measuring its performance because both FFO and AFFO exclude various items included in GAAP net earnings that do not relate to, or are not indicative of, the Company’s core operating performance. The Company pays particular attention to AFFO, a supplemental non-GAAP performance measure, as the Company believes it best represents its core operating performance and allows analysts and investors to better assess the Company’s core operating performance. Further, the Company believes that AFFO is useful in comparing the sustainability of the Company’s core operating performance with the sustainability of the core operating performance of other real estate companies.

Other

The information contained herein has been prepared from public and non-public sources believed to be reliable. However, the Company has not independently verified certain of the information contained herein and does not make any representation or warranty as to the accuracy or completeness of the information contained in this presentation.

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COMPANY



GETTY AT A GLANCE

NET LEASE REIT SPECIALIZING IN CONVENIENCE
AND AUTOMOTIVE RETAIL REAL ESTATE

GTY
LISTED
NYSE

\$2.2 billion
Enterprise
Value

1,093
Properties
40
States + DC

BBB-
Fitch
Rated



CONVENIENCE
AUTOMOTIVE
RETAIL



WE INVEST IN FREESTANDING, SINGLE TENANT PROPERTIES WHERE
CONSUMERS SPEND MONEY IN THEIR CARS OR ON THEIR CARS






Getty Realty

Note: Enterprise Value based on market value of common equity as of February 12, 2024 and net debt as of December 31, 2023. Portfolio data as of December 31, 2023.



INVESTMENT HIGHLIGHTS

STABLE PORTFOLIO OF ESSENTIAL USE ASSETS WITH ATTRACTIVE GROWTH OPPORTUNITIES

PORTFOLIO SNAPSHOT

-  99.8% OCCUPIED
-  69% CORNER LOCATIONS
-  60% TOP 50 MSAs
-  8.9 YEARS WALT
-  2.6x TENANT RENT COVERAGE

FINANCIAL SNAPSHOT

-  \$173 MILLION ABR
-  1.7% ANNUAL RENT ESCALATIONS
-  4.9x NET DEBT/ EBITDA
-  4.0x FIXED CHARGE COVERAGE
-  6.6% DIVIDEND YIELD

Durable Rental Income

- Essential, e-commerce and recession resistant, retail businesses
- Established national and regional tenants operating multi-store platforms

Incremental Investment Opportunities

- Fragmented sectors and institutional capital flows driving transaction activity
- Sale leaseback and development funding aligns with tenant “buy & build” strategies

Versatile Real Estate in Major Markets

- Freestanding properties on corner locations in high density metro areas
- Emphasis on accessibility, population trends and potential for alternate use

Well Positioned Balance Sheet

- Ample liquidity, moderate leverage, unencumbered assets
- Facilitates growth, mitigates risk and maximizes flexibility



2023 UPDATE

STEADY EXECUTION IN A CHALLENGING MARKET ENVIRONMENT: EARNINGS GROWTH, PORTFOLIO DIVERSIFICATION, BALANCE SHEET STRENGTH

EARNINGS

- Increased FY 2023 AFFO by 13.0% to \$115.8M
- Increased FY 2023 AFFO/share by 5.1% to \$2.25

INVESTMENT ACTIVITY

- Invested a record \$326.3M, including acquisitions and development funding
- Acquired 40 express tunnel car washes, 13 auto service centers, 12 c-stores, and three drive-thru QSRs
- Commenced rent on five redevelopment and revenue-enhancing capex projects
- As of February 14, 2024, more than \$67 million under contract; expected to be deployed in 6-9 months ⁽¹⁾

BALANCE SHEET

- 4.9x net debt / EBITDA
- More than \$400M of total liquidity
 - \$8M cash and 1031 proceeds
 - \$32M unsettled forward equity
 - \$75M undrawn Term Loan
 - \$290M Revolver capacity

PORTFOLIO

- 99.8% occupied
- Full, normalized rent collections
- 2.6x tenant rent coverage

Note: Portfolio and Balance Sheet data as of December 31, 2023.

Getty Realty

¹⁾ While the Company has fully executed agreements for each transaction, the timing and amount of each investment is ultimately dependent on its counterparties and the schedules under which they are able to complete development projects and certain business acquisitions for which the Company is providing sale leaseback financing.

BUSINESS PLAN EXECUTION

EXPANDING OUR PLATFORM, GROWING OUR PORTFOLIO AND INCREASING PROFITABILITY

PLATFORM CAPABILITIES

- Expanding investment opportunities
- Improving access to and cost of capital

Broadened Investment Strategy

- Targeting assets across the full spectrum of Convenience and Automotive Retail real estate
- Complementing core sale leaseback activity with development funding, acquisition of existing leases and redevelopment of owned properties

Capital Enhancements

- Upsized ATM program to \$350 million
- BBB- investment grade rating with stable outlook from Fitch

PORTFOLIO GROWTH*

- Entering new geographic markets
- Enhancing portfolio composition

Acquired **411** properties for **\$1.2** billion

Added **18** states to national footprint and **51** new tenant relationships

Average Acquired Property

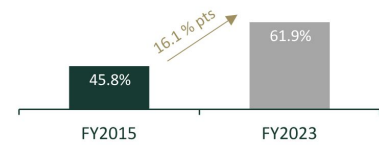
	←2016	2016 →	Change
Sq. Ft.	2,218	3,704	▲ 67%
Acres	0.78	1.33	▲ 71%
Rent	\$134K	\$194K	▲ 45%

Completed **31** redevelopments at **16%** incremental yields

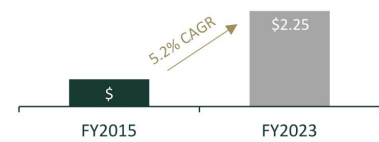
PROFITABILITY

- Increasing profit margins
- Growing AFFO and dividends per share

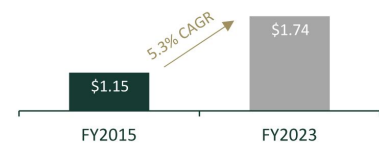
AFFO Margin



AFFO per Share



Dividends per Share



PORTFOLIO



REAL ESTATE

FREESTANDING PROPERTIES OFFERING ESSENTIAL GOODS AND SERVICES TIED TO CONVENIENCE & AUTOMOBILITY

CONVENIENCE & AUTOMOTIVE RETAIL REAL ESTATE

RETAIL SECTORS

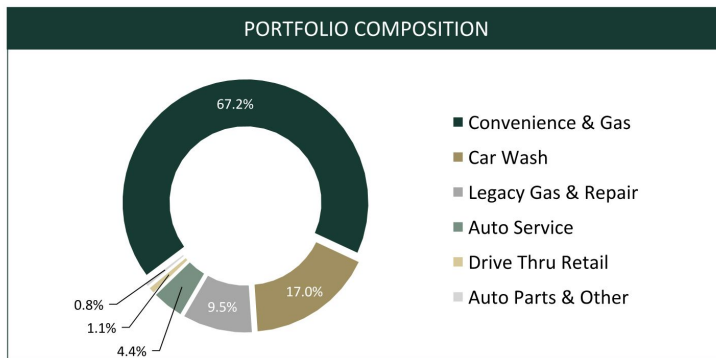
- Convenience & Gas
- Car Wash
- Auto Service
 - Tire & Battery
 - Oil & Maintenance
- Auto Parts
- Drive Thru Retail

REAL ESTATE ATTRIBUTES

- 3,000 - 5,000 SF buildings
- 1 - 2 acre sites
- Corner locations
- Signalized intersections
- High traffic counts
- Strong retail corridors
- Alternate use potential



PORTFOLIO COMPOSITION



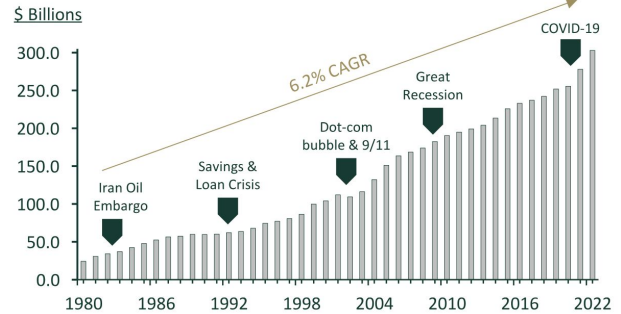
INDUSTRY

RESILIENT CONVENIENCE STORES CONTINUE TO EVOLVE WITH INCREASINGLY SOPHISTICATED RETAIL OPERATIONS

COMMENTARY

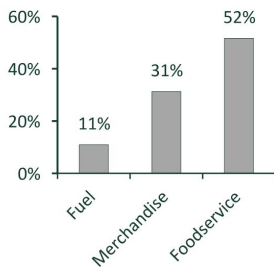
- Multi-store operators expanding brands thru consolidation and new-to-industry stores drives Getty investment opportunities
- Long-term track record of consistent inside sales growth
- Improving profitability through expanded foodservice, higher margin product offerings, loyalty/rewards programs, and increased fuel margins
 - Foodservice sales increased 14.3% in 2022 vs. 2021, with prepared food by far the top sales generator

C-STORE INSIDE SALES

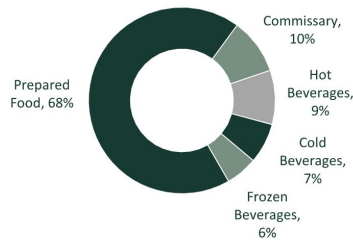


C-STORE TRENDS

Gross Profit Margins



Foodservice Sales Contribution



FUEL MARGINS

Cents per Gallon (cpg)



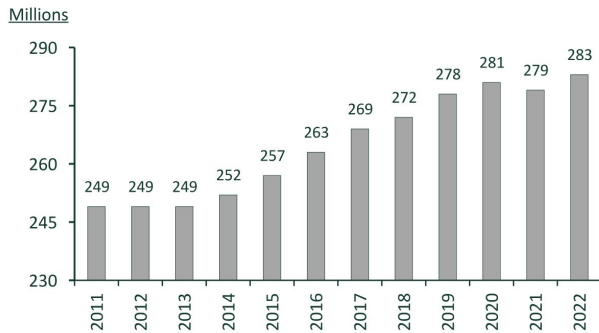
INDUSTRY

LARGE AND GROWING BASE OF VEHICLES IN OPERATION SUPPORTS THE BROADER AUTOMOTIVE RETAIL SECTOR

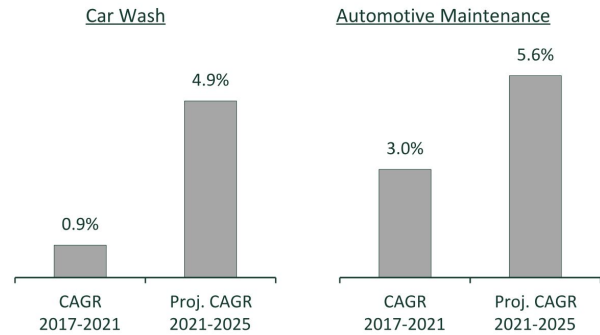
COMMENTARY

- Highly fragmented growth industries provide breadth of investment opportunities for Getty
- Demand for auto care and maintenance generally needs based and resistant to economic downturns
- Total number of vehicles in operation and average vehicle age are key factors supporting sector performance
- Multi-store operators using brand awareness, membership programs and enhanced technology to improve profitability

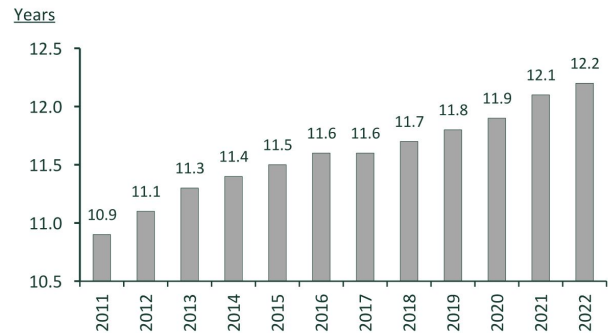
VEHICLES IN OPERATION



INDUSTRY SALES GROWTH



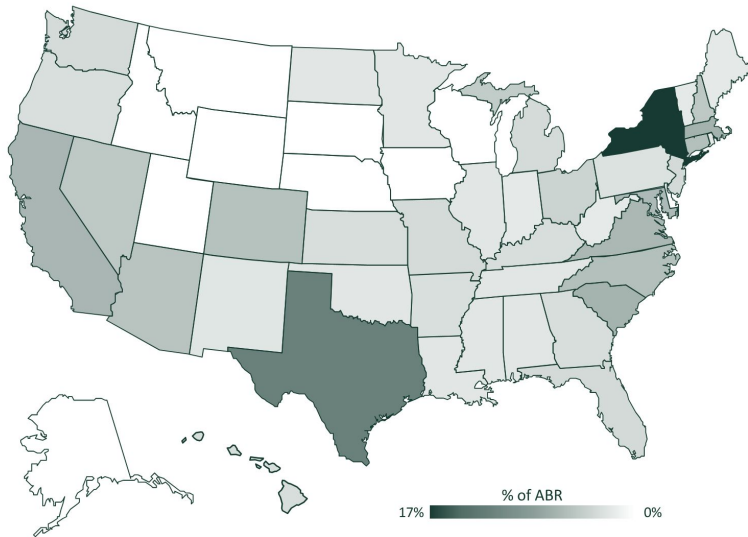
AVERAGE VEHICLE AGE



Note: All data sourced from the 2023 Autocare Factbook. Automotive Maintenance includes oil and lubricants, brakes, tires, transmission, heating and cooling, electrical, mechanical and exhaust, as well as body, paint and interior repair and glass replacement.

LOCATIONS

NATIONAL FOOTPRINT WITH CONCENTRATIONS IN HIGH DENSITY METROPOLITAN AREAS



Rank	Metro Area	% of ABR	Top 50 MSA
1	New York City	16%	✓
2	Washington D.C.	7%	✓
3	Boston	5%	✓
4	Columbia (SC)	4%	
5	Las Vegas	3%	✓
6	Phoenix	3%	✓
7	Denver	3%	✓
8	Kansas City	3%	✓
9	San Antonio	2%	✓
10	Poughkeepsie (NY)	2%	
11	Austin	2%	✓
12	Worcester (MA)	2%	
13	Dallas	1%	✓
14	New Haven (CT)	1%	
15	Honolulu	1%	
	Other	45%	

TENANTS AND LEASES

INSTITUTIONAL OPERATORS PRIMARILY UNDER UNITARY LEASES



Tenant	Sector	Sector Rank ⁽²⁾	% of ABR
ARKO	C&G	6	14.3%
Global	C&G	24	12.2%
United Pacific	C&G	16	9.5%
GO Car Wash	Car Wash	9	7.5%
CPD Energy	C&G	94	7.2%
Nouria Energy	C&G	48	5.4%
Applegreen	C&G	32	4.1%
CrossAmerica	C&G	33	3.9%
Fikes	C&G	41	3.2%
Capitol Petroleum	C&G	n/a	3.0%

Tenant	Sector	Sector Rank ⁽²⁾	% of ABR
Tidal Wave	Car Wash	5	2.2%
Zips Car Wash	Car Wash	3	2.0%
LV Petroleum	C&G	n/a	1.9%
Ultra Clean Car Wash	Car Wash	51	1.7%
BP	C&G	7	1.6%
WhiteWater Express	Car Wash	12	1.4%
Circle K	C&G	2	1.4%
Aloha	C&G	90	1.4%
7-Eleven	C&G	1	1.3%
NR Automotive	Auto Service	n/a	1.2%

Note: All data except Sector Rank as of December 31, 2023.

¹⁾ Includes 69% of ABR subject to site level reporting requirements and an additional 24% of ABR subject to public company reporting requirements.

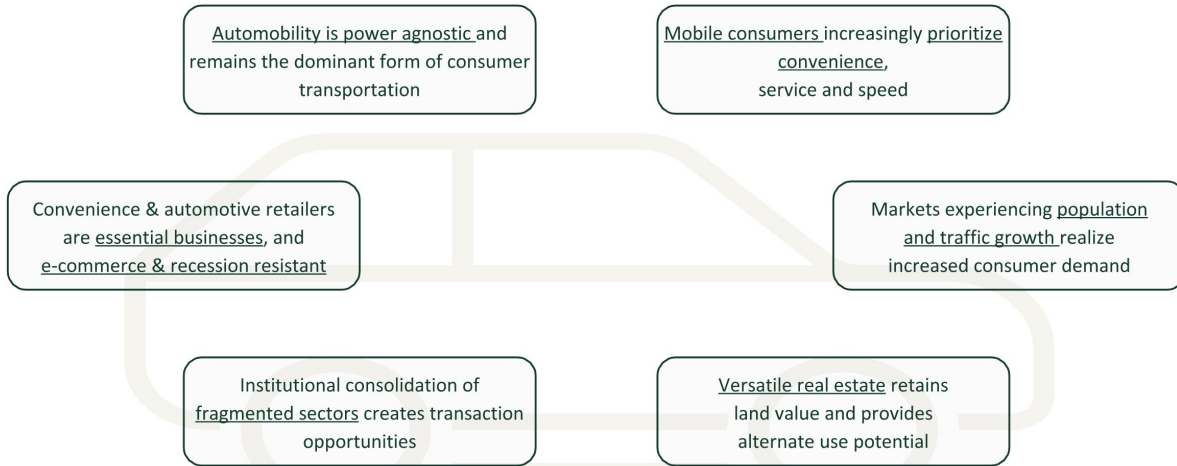
²⁾ Refers to "CSP's Top 202 Convenience Stores of 2023", a ranking of the largest convenience store chains by U.S. store count, or "CP Top 100", a ranking of the largest conveyer car washes by number of locations.

CAPABILITIES



INVESTMENT APPROACH

MACRO PERSPECTIVES SUPPORTED BY COMPREHENSIVE TRANSACTION UNDERWRITING AND LEASE STRUCTURING



● TRANSACTION UNDERWRITING

- Real estate attributes
- Market characteristics
- Site level financial analysis
- Tenant credit analysis
- Environmental due diligence

● LEASE STRUCTURING

- Triple net leases
- Unitary agreements
- Annual rent escalations
- Site level financial reporting
- Environmental indemnification

PLATFORM

BROAD CAPABILITIES, TARGETED INVESTMENTS

FULL SERVICE REAL ESTATE COMPANY SPECIALIZING
IN CONVENIENCE AND AUTOMOTIVE RETAIL PROPERTIES



ACQUISITIONS

- Sale leasebacks
- Forward purchases
- Programmatic relationships
- Marketed transactions



REDEVELOPMENT

- Single tenant retail
- Ground leases
- Build to suit
- Other alternate uses



FINANCING

- Development funding
- Mortgage loans
- Seller financing
- Capital improvements



ASSET MANAGEMENT

- Portfolio optimization
- Dispositions
- Leasing
- Ancillary income

EXPERIENCED TEAM OF REAL ESTATE AND PUBLIC COMPANY PROFESSIONALS,
INCLUDING IN HOUSE LEGAL AND ENVIRONMENTAL EXPERTISE

ACQUISITIONS

ACQUIRED 411 PROPERTIES FOR
\$1.2 BILLION SINCE JANUARY 2016...

PROPERTY TYPE: **Auto Service**
TRANSACTION VALUE: **\$23.8 million**
TRANSACTION TYPE: **Sale Leaseback**
OF PROPERTIES: **10**
GEOGRAPHY: **Southeast U.S.**
LEASE TERM: **15.0 years**
RENT ESCALATIONS: **2.0% annual**



PROPERTY TYPE: **Car Wash**
TRANSACTION VALUE: **\$42 million**
TRANSACTION TYPE: **Sale Leaseback**
OF PROPERTIES: **6**
GEOGRAPHY: **Phoenix, AZ + Las Vegas, NV**
LEASE TERM: **20.0 years**
RENT ESCALATIONS: **10% / 5 years**



ACQUISITIONS

...ENHANCING TENANT, PROPERTY TYPE
AND GEOGRAPHIC DIVERSIFICATION

PROPERTY TYPE: Convenience & Gas

TRANSACTION VALUE: \$49 million

TRANSACTION TYPE: Sale Leaseback

OF PROPERTIES: 8

GEOGRAPHY: Texas + Southeast U.S.

LEASE TERM: 15.0 years

RENT ESCALATIONS: 10% / 5 years



PROPERTY TYPE: Car Wash

TRANSACTION VALUE: \$59 million (to date)

TRANSACTION TYPE: Sale Leaseback + Dev Funding

OF PROPERTIES: 12

GEOGRAPHY: Various

LEASE TERM: 20.0 years

RENT ESCALATIONS: 2.0% annual



REDEVELOPMENT

COMPLETED 31 PROJECTS TOTALING
\$20.2 MILLION AT A 16% INCREMENTAL YIELD

RENT COMMENCEMENT: **Q4 2023**
PROPERTY TYPE: **Auto Parts**
DEVELOPMENT TYPE: **Ground Lease**
TOTAL INVESTMENT: **\$1.2 million**
INCREMENTAL YIELD: **13%**
GEOGRAPHY: **Brooklyn, NY**



Representative image.

RENT COMMENCEMENT: **Q1 2023**
PROPERTY TYPE: **Convenience & Gas**
DEVELOPMENT TYPE: **Ground Lease**
TOTAL INVESTMENT: **\$1.3 million**
INCREMENTAL YIELD: **10%**
GEOGRAPHY: **Austin, TX**



Representative image.

CURRENT PIPELINE INCLUDES TWO PROJECTS TOTALING ~\$3.3 MILLION OF
NEW INVESTMENT WITH ESTIMATED COMPLETIONS SCHEDULED FOR 2024

CORPORATE



BALANCE SHEET

AMPLE LIQUIDITY AND FLEXIBLE CAPITAL STRUCTURE SUPPORT PORTFOLIO GROWTH OBJECTIVES

- ACCESS TO CAPITAL
 - \$32 million unsettled forward equity
 - \$75 million undrawn Term Loan
 - \$290 million Revolver capacity

BBB-
FITCH
RATED

4.9x
NET DEBT
TO EBITDA

35%
DEBT TO TOTAL
ASSET VALUE

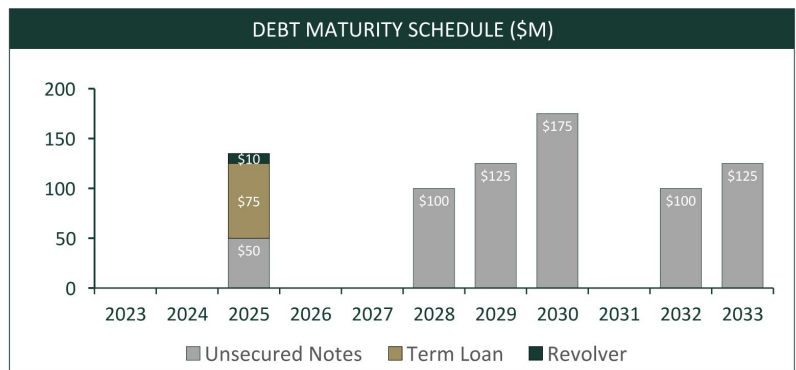
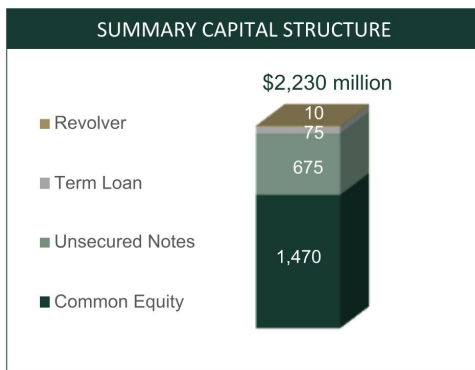
34%
DEBT TO TOTAL
CAPITALIZATION

- CAPITAL STRUCTURE
 - Low to moderate leverage
 - 100% unencumbered assets
 - Long-term, fixed-rate debt
 - Well-laddered debt maturities

4.0x
FIXED CHARGE
COVERAGE

4.1%
WTD. AVG.
DEBT COST ⁽²⁾

**6.0
years**
WTD. AVG.
DEBT MATURITY ⁽²⁾



Note: All data as of December 31, 2023, except Debt to Total Capitalization and Summary Capital Structure based on market value of common equity as of February 12, 2024.

1) On October 17, 2023, the Company entered into a new \$150 million senior unsecured term loan due 2025 with one 12-month extension. An initial draw of \$75 million was funded at closing and used to repay amounts outstanding under the Revolver. The remaining \$75 million can be drawn anytime within 180 days of closing.

2) Excludes Revolver; reflects senior unsecured notes and Term Loan only.

CORPORATE RESPONSIBILITY

COMMITTED TO GOOD CORPORATE CITIZENSHIP AND
BUSINESS PRACTICES THAT SERVE ALL OF OUR STAKEHOLDERS



ENVIRONMENTAL STEWARDSHIP

- We place a high priority on the protection of our assets and the environment
- Our team includes environmental experts who conduct extensive due diligence
- Our tenants are responsible for the environmental impact of their operations, and are required to maintain insurance and comply with applicable regulations
- We maintain an actively-managed program to oversee legacy environmental remediation for which we are responsible
- We emphasize sustainability efforts at our corporate headquarters
- We support and encourage our tenants' sustainability initiatives, including through our Getty Green Loans program



SOCIAL RESPONSIBILITY

- We believe that our people are the foundation of our success
- We aim to foster a diverse and inclusive work environment
- Our employee benefits include robust healthcare, commuter, profit sharing and wellness programs
- Our headquarters adheres to health and safety best practices
- We promote and fund professional development opportunities
- Our Getty Gives program facilitates charitable giving and volunteerism
- We maintain a Culture Committee to enhance our team experience and create opportunities for team engagement



CORPORATE GOVERNANCE

- We are dedicated to maintaining high standards for corporate governance predicated on integrity and transparency
- Our Board is comprised of 83% independent directors, including an independent Chairman
- We are committed to broadening the diversity composition of our Board
- We hold annual elections for all directors
- Our Board maintains a significant equity investment in our Company
- Our Board has delegated oversight of our ESG efforts to our Nominating & Corporate Governance Committee, and oversight of enterprise risk management to our Audit Committee

SUMMARY

STABLE PORTFOLIO OF ESSENTIAL USE ASSETS WITH ATTRACTIVE GROWTH OPPORTUNITIES

- DURABLE RENTAL INCOME
- VERSATILE REAL ESTATE IN MAJOR MARKETS
- INCREMENTAL INVESTMENT OPPORTUNITIES
- WELL POSITIONED BALANCE SHEET



WE INVEST IN FREESTANDING, SINGLE TENANT PROPERTIES WHERE
CONSUMERS SPEND MONEY IN THEIR CARS OR ON THEIR CARS



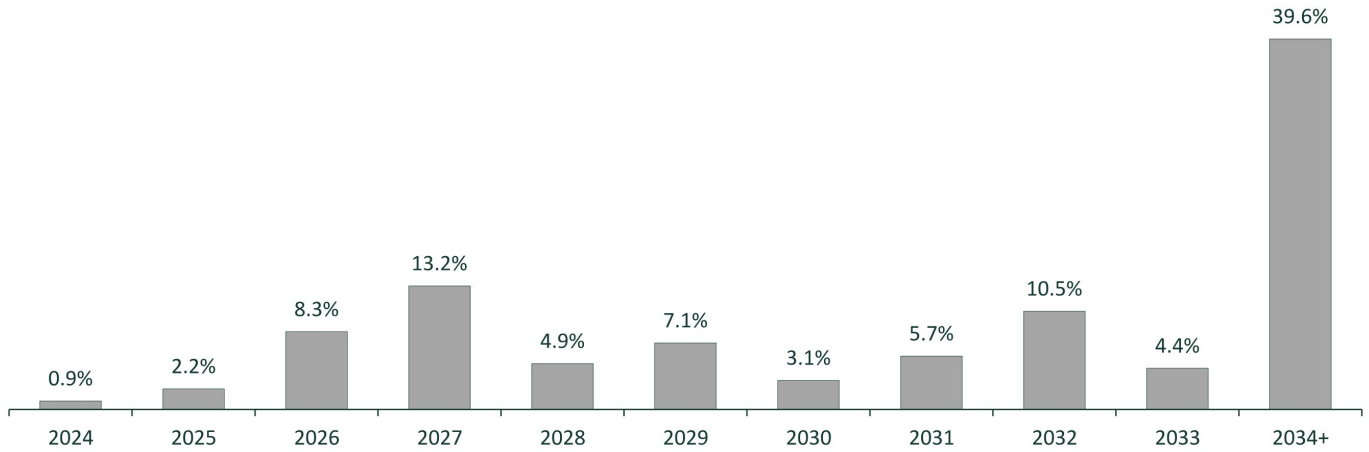
CONVENIENCE AUTOMOTIVE RETAIL

SUPPLEMENTAL INFORMATION

LEASE EXPIRATIONS

LEASE EXPIRATION SCHEDULE (% of ABR)

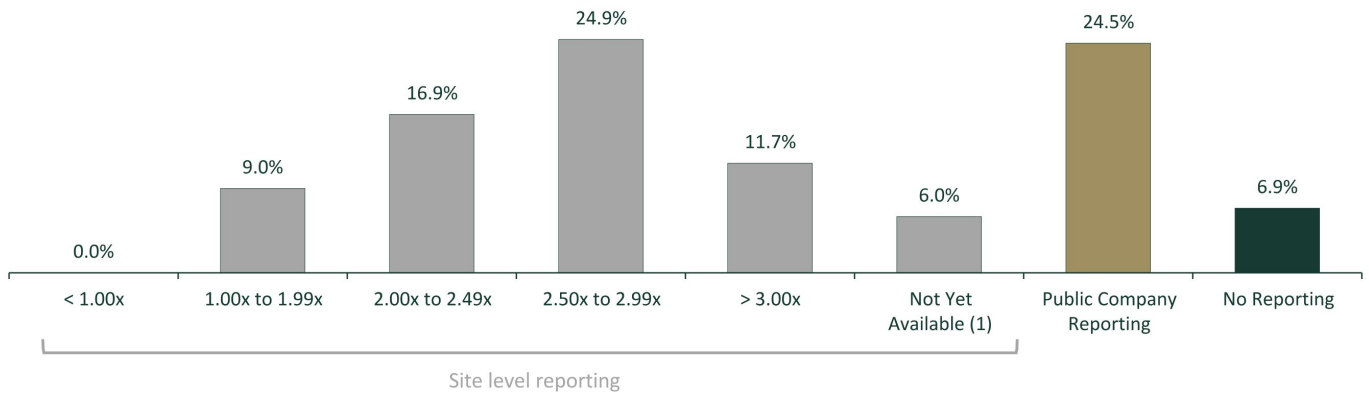
- 99.8% occupied
- 8.9 years WALT



TENANT REPORTING & RENT COVERAGE

TENANT REPORTING & RENT COVERAGE (% of ABR)

- 68% site level reporting
- 2.6x tenant rent coverage



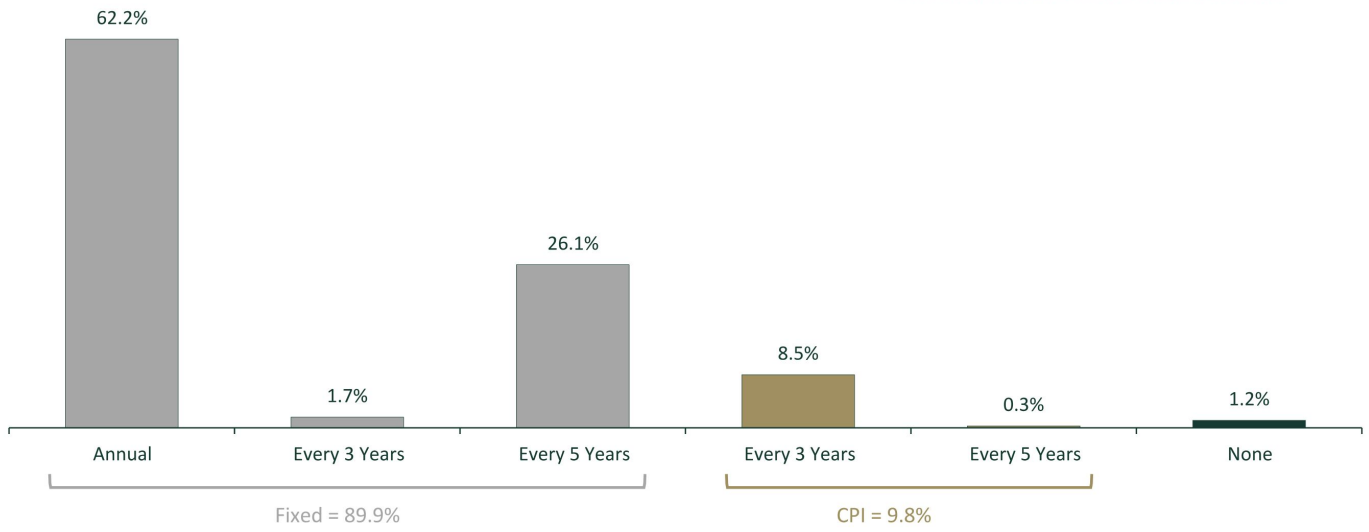
Note: Site level rent coverage as of December 31, 2023 is calculated one quarter in arrears based on trailing twelve month financial information provided by tenants.

¹⁾ Tenants subject to site level reporting requirements, but data is not yet available.

RENT ESCALATIONS

RENT ESCALATIONS (% of ABR)

- 99% subject to rent escalation
- 1.7% annualized rent escalation rate



REDEVELOPMENT ACTIVITY

IN-PROGRESS REDEVELOPMENTS (\$000s)

Market	Property Type	Anticipated Total Investment ⁽¹⁾	Investment as of 12/31/2023	Expected Completion
Providence, RI	Drive Thru Retail	\$ 2,043	\$ 583	2024
Philadelphia, PA	Auto Service	1,294	151	2024
Total Active Projects		\$ 3,337	\$ 734	

RECENT RENT COMMENCEMENTS (\$000s)

Market	Property Type	Total Investment ⁽¹⁾	Incremental Rental Income	Rent Commencement
Brooklyn, NY	Auto Parts	\$ 1,162	\$ 108	Q4 2023
Pottsville, PA	Auto Parts	196	42	Q3 2023
Austin, TX	Convenience & Gas	1,250	131	Q2 2023
Dallas, TX	Convenience & Gas	352	100	Q4 2022
Boston, MA	Drive Thru Retail	704	59	Q3 2022
Total Rent Commencements		\$ 3,664	\$ 440	



Note: No assurance can be given that redevelopment projects will be completed in the time or on the budget expected, or at all.

¹⁾ Total investment includes development costs, termination/recapture fees, leasing commissions and other costs, as applicable.

REVENUES FROM RENTAL PROPERTIES AND PROPERTY COSTS

REVENUES FROM RENTAL PROPERTIES

\$ in thousands	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2023	2022	2023	2022
Rental Income				
Base rent (1)	\$ 42,486	\$ 37,774	\$ 161,812	\$ 147,809
Additional rent (2)	286	327	1,166	1,289
Deferred rental revenue (straight-line rent)	(24)	1,013	4,033	3,458
Amortization of above and below market leases, net	235	293	1,057	1,184
Amortization of investments in direct financing leases	(1,560)	(1,429)	(6,004)	(5,392)
Amortization of lease incentives	(283)	(295)	(1,098)	(1,198)
Total rental income	\$ 41,140	\$ 37,683	\$ 160,966	\$ 147,150
Tenant reimbursement income	4,475	4,873	19,522	16,739
Total revenue from rental properties	\$ 45,615	\$ 42,556	\$ 180,488	\$ 163,889

PROPERTY COSTS

\$ in thousands	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2023	2022	2023	2022
Property Operating Expenses				
Reimbursable expenses	\$ 4,475	\$ 4,873	\$ 19,522	\$ 16,739
Rent expense	593	650	2,400	2,877
Other non-reimbursable expenses	390	321	1,190	1,227
Total property operating expenses	\$ 5,458	\$ 5,844	\$ 23,112	\$ 20,843
Leasing and Redevelopment Expenses				
Professional fees	\$ 9	\$ 40	\$ 398	\$ 314
Demolition costs	101	-	276	393
Project write-offs	-	-	3	3
Total leasing and redevelopment expenses	\$ 110	\$ 40	\$ 677	\$ 710
Total property costs	\$ 5,568	\$ 5,884	\$ 23,789	\$ 21,553

¹⁾ Includes minimum base rental payments due under operating and direct financing leases.

²⁾ Includes variable rental payments from percentage rents, fuel income and other ancillary income, as applicable.

DEBT AND CREDIT METRICS

UNSECURED CREDIT FACILITIES

	Revolver	Term Loan
Capacity / drawn	\$300.0 / \$10.0	\$150.0 / \$75.0
Pricing	Adj. SOFR + 130 bps	6.13%
Maturity	October 2025	October 2025
Extensions	Two 6-month	One 12-month

UNSECURED NOTES

Maturity	Fixed Rate	Amount
February 2025	4.75%	\$ 50.0
June 2028	5.47%	100.0
September 2029	3.52%	125.0
November 2030	3.43%	175.0
February 2032	3.45%	100.0
January 2033	3.65%	125.0
	Total	\$ 675.0

CREDIT AGREEMENT METRICS & COVENANTS

Total Asset Value		\$ 2,315.2
Total Consolidated Indebtedness		801.9
EBITDA		153.7
	<u>Covenant</u>	<u>Actual</u>
Maximum Consolidated Leverage	60%	35%
Minimum Fixed Charge Coverage	1.5x	4.0x

CAPITALIZATION AND LEVERAGE

Market value of common equity	\$ 1,469.7
Total debt outstanding	760.0
Total capitalization	\$ 2,229.7
Cash & equivalents	(3.3)
Enterprise value	\$ 2,226.4

Total debt to total capitalization	34%
Net debt / EBITDA	4.9x

EBITDA RECONCILIATION

Net earnings	\$ 16.5
Interest expense	8.8
Income taxes	0.1
Depreciation and amortization of real estate assets	12.7
Gain on dispositions of real estate	(3.1)
Impairments	1.1
EBITDAre	\$ 36.1
Revenue recognition adjustments	1.6
Adjustment for current quarter acquisitions	0.7
EBITDA	\$ 38.4
	x 4
Annualized EBITDA	\$ 153.7



Note: Dollars in millions. All data as of December 31, 2023, except market value of common equity as of February 12, 2024.



CONVENIENCE AUTOMOTIVE RETAIL

DEFINITIONS AND RECONCILIATIONS

NON-GAAP FINANCIAL MEASURES

Funds from Operations (FFO) and Adjusted Funds from Operations (AFFO). In addition to measurements defined by accounting principles generally accepted in the United States of America (“GAAP”), the Company also focuses on Funds From Operations (“FFO”) and Adjusted Funds From Operations (“AFFO”) to measure its performance.

FFO and AFFO are generally considered by analysts and investors to be appropriate supplemental non-GAAP measures of the performance of REITs. FFO and AFFO are not in accordance with, or a substitute for, measures prepared in accordance with GAAP. In addition, FFO and AFFO are not based on any comprehensive set of accounting rules or principles. Neither FFO nor AFFO represent cash generated from operating activities calculated in accordance with GAAP and therefore these measures should not be considered an alternative for GAAP net earnings or as a measure of liquidity. These measures should only be used to evaluate the Company’s performance in conjunction with corresponding GAAP measures.

FFO is defined by the National Association of Real Estate Investment Trusts (“NAREIT”) as GAAP net earnings before (i) depreciation and amortization of real estate assets, (ii) gains or losses on dispositions of real estate assets, (iii) impairment charges, and (iv) the cumulative effect of accounting changes.

The Company defines AFFO as FFO excluding (i) certain revenue recognition adjustments (defined below), (ii) certain environmental adjustments (defined below), (iii) stock-based compensation, (iv) amortization of debt issuance costs, and (v) other non-cash and/or unusual items that are not reflective of the Company’s core operating performance.

Other REITs may use definitions of FFO and/or AFFO that are different than the Company’s and, accordingly, may not be comparable.

The Company believes that FFO and AFFO are helpful to analysts and investors in measuring

the Company’s performance because both FFO and AFFO exclude various items included in GAAP net earnings that do not relate to, or are not indicative of, the core operating performance of the Company’s portfolio. Specifically, FFO excludes items such as depreciation and amortizations of real estate assets, gains or losses on dispositions of real estate assets, and impairment charges. With respect to AFFO, the Company further excludes the impact of (i) deferred rental revenue (straight-line rent), the net amortization of above-market and below-market leases, adjustments recorded for the recognition of rental income from direct financing leases, and the amortization of deferred lease incentives (collectively, “Revenue Recognition Adjustments”), (ii) environmental accretion expenses, environmental litigation accruals, insurance reimbursements, legal settlements and judgments, and changes in environmental remediation estimates (collectively, “Environmental Adjustments”), (iii) stock-based compensation expense; (iv) amortization of debt issuance costs and (v) other items, which may include allowances for credit losses on notes and mortgages receivable and direct financing leases, losses on extinguishment of debt, retirement and severance costs, and other items that do not impact the Company’s recurring cash flow and which are not indicative of its core operating performance.

The Company pays particular attention to AFFO which it believes provides the most useful depiction of the core operating performance of its portfolio. By providing AFFO, the Company believes it is presenting information that assists analysts and investors in their assessment of the Company’s core operating performance, as well as the sustainability of its core operating performance with the sustainability of the core operating performance of other real estate companies. For a tabular reconciliation of FFO and AFFO to GAAP net earnings, see the table captioned “Reconciliation of Net Earnings to Funds From Operations and Adjusted Funds From Operations” included herein.

OTHER METRICS AND DEFINITIONS

Annual Base Rent (ABR). Contractually specified annual base rent in effect for all leases that have commenced as of the date noted, including those accounted for as direct financing leases.

Annual Rent Escalations. Weighted average contractual rent increases per year under the terms of in-place leases, weighted by ABR.

Automobility. Automobiles as the major means of transportation.

Credit Agreements. Refers to (i) the amended and restated credit agreement governing the Revolver and (ii) the amended and restated note purchase and guarantee agreements governing the Company's senior unsecured notes.

Debt to Total Asset Value. The ratio of (a) Consolidated Total Indebtedness to (b) Total Asset Value, each as defined in the Credit Agreements.

Debt to Total Capitalization. The ratio of (a) total outstanding debt, including unsecured notes and amounts drawn on the Revolver, to (b) the sum of total outstanding debt and the market value of the Company's common stock as of the date noted.

Fixed Charge Coverage. The ratio of (a) EBITDAR to (b) fixed charges, as defined and described, respectively, in the Credit Agreements.

Incremental Yield. For redevelopment projects, the amount of incremental rent generated by the redeveloped property divided by the capital investment required to complete the project.

Net Debt to EBITDA. The ratio of (a) total outstanding debt, including unsecured notes and amounts drawn on the Revolver, minus cash and equivalents, to (b) EBITDA, as defined in the Credit Agreements.

MSAs. Core Based Statistical Areas as defined by United States Office of Management and Budget. The Company uses MSAs to define the geographic markets in which it operates.

Revolver. The Company's \$300 million unsecured revolving credit facility.

Term Loan. The Company's \$150 million delayed draw term loan facility.

Tenant Rent Coverage. Site-level rent coverage calculated one quarter in arrears based on trailing twelve month financial information provided by tenants. The Company does not independently verify financial information provided by tenants.

Weighted Average Lease Term (WALT). The remaining lease term of all in-place leases as of the date noted, weighted by ABR.

RECONCILIATION OF NET EARNINGS TO FFO AND AFFO

\$ in thousands, except per share amounts

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2023	2022	2023	2022
Net earnings (1)	\$ 16,512	\$ 27,312	\$ 60,151	\$ 90,043
Depreciation and amortization of real estate assets	12,716	10,388	45,296	39,902
Gain on dispositions of real estate	(3,139)	(8,777)	(4,625)	(16,423)
Impairments	1,273	1,318	5,243	3,545
Funds from operations (FFO) (1)	\$ 27,362	\$ 30,241	\$ 106,065	\$ 117,067
Non-Cash Revenue Recognition Adjustments				
Deferred rental revenue (straight-line rent)	24	(1,013)	(4,033)	(3,458)
Amortization of above and below market leases, net	(235)	(293)	(1,057)	(1,184)
Amortization of investments in direct financing leases	1,560	1,429	6,004	5,392
Amortization of lease incentives	283	295	1,098	1,198
Total revenue recognition adjustments	1,632	418	2,012	1,948
Non-Cash and/or Non-Recurring Environmental Adjustments				
Accretion expense	163	222	585	1,259
Changes in environmental estimates	(127)	(5,910)	(302)	(23,837)
Environmental litigation accruals	-	-	-	279
Insurance reimbursements	-	(41)	(138)	(85)
Total environmental adjustments	36	(5,729)	145	(22,384)
Other Non-Cash and/or Non-Recurring Adjustments				
Stock-based compensation expense	1,420	1,232	5,582	4,775
Amortization of debt issuance costs	459	239	1,211	946
Allowance for credit loss on notes and mortgages receivable and direct financing leases	-189	50	(189)	50
Loss on extinguishment of debt	-	8	939	85
Retirement and severance costs	-	8	939	85
Adjusted funds from operations (AFFO)	\$ 30,720	\$ 26,467	\$ 116,747	\$ 102,572
Diluted Per Share Amounts				
Net earnings	\$ 0.30	\$ 0.57	\$ 1.15	\$ 1.88
FFO (2)	0.51	0.63	2.06	2.44
AFFO (2)	0.57	0.55	2.25	2.14
Diluted weighted average common shares outstanding	52,880	46,891	50,216	46,838

1) Net earnings and FFO for the three and twelve months ended December 31, 2022 included credits of \$5,576 and \$22,193, respectively, related to the removal of reserves for unknown environmental remediation obligations at certain properties.

2) Dividends paid and undistributed earnings allocated, if any, to unvested restricted stockholders are deducted from FFO and AFFO for the computation of the per share amounts. See the Company's earnings release filed on Form 8-K on February 14, 2024 for additional information.

Getty Realty

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