# Investor Presentation

#### **CALCULATED CONSOLIDATION**

August 2021







#### **Safe Harbor For Forward-Looking Statements**

Statements in this investor presentation that are not strictly historical are "forward-looking" statements. Forward-looking statements involve known and unknown risks, which may cause our actual future results to differ materially from expected results. These risks include, among others, general economic conditions, domestic and foreign real estate conditions, client financial health, the availability of capital to finance planned growth, volatility and uncertainty in the credit markets and broader financial markets, changes in foreign currency exchange rates, property acquisitions and the timing of these acquisitions, the structure, timing and completion of the announced mergers between us and VEREIT, Inc. and any effects of the announcement, pendency or completion of the announced mergers, including the anticipated benefits therefrom, charges for property impairments, the effects of the COVID-19 pandemic and the measures taken to limit its impact, the effects of pandemics or global outbreaks of contagious diseases or fear of such outbreaks, our clients' ability to adequately manage their properties and fulfill their respective lease obligations to us, and the outcome of any legal proceedings to which we are a party, as described in our filings with the Securities and Exchange Commission. Consequently, forward-looking statements should be regarded solely as reflections of our current operating plans and estimates. Actual operating results may differ materially from what is expressed or forecast in this presentation. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date these statements were made.





To build **enduring relationships** and brighter financial futures

- Do the right thing
- Take ownership
- Empower each other
- Celebrate differences
- Give more than we take



We invest in people and places to deliver dependable monthly dividends that increase over time

To be a **top 5 U.S. REIT**, creating **long-term value** for stakeholders across the world



#### **Realty Income: A Path to Continued Long-Term Profitable Growth**

#### WHERE WE ARE:

- S&P 500 company
- One of 65 companies in the elite
   S&P 500 Dividend Aristocrats<sup>®</sup> Index
- Top 10 global REIT<sup>(1)</sup>
- **15.3%** compound annual total shareholder return since public listing in 1994
- 4.4% compound annual dividend growth rate since 1994 and 111 dividend increases

#### WHERE WE ARE GOING:

- To become a \$50+ billion global company, as measured by enterprise value
- To **consolidate** the **~\$12 trillion** global net lease addressable market
- To become a top 5 global REIT<sup>(1)</sup>
- To average **double-digit total shareholder return** with minimal volatility
- To continue treating the dividend as **sacrosanct** to our mission

#### **Key Takeaways**

- Realty Income's track record illustrates superior total return per unit of volatility.
- Our **external growth** opportunities are **broad** and **unconstrained** by property type or geography.
- Realty Income's size and scale is a competitive advantage supporting long-term growth through consolidation of a highly fragmented net lease industry.
- With over 6,700 properties, our portfolio has reached a critical mass providing access to proprietary data and information that enables us to make data-driven, calculated investment decisions.
- Our selective capital allocation philosophy supports superior financial and operational stability relative to REIT peers, particularly during economic downturns.
- Our fortress balance sheet and access to a low-cost, diversified capital pool supports the curation of a best-in-class real estate portfolio generating growing cash flows guaranteed by large, national, blue-chip operators.
- We aspire to be a sustainability leader in the net lease REIT sector and have set ambitious but attainable goals for environmental stewardship and social responsibility.
- Realty Income's strategic merger with VEREIT<sup>®</sup> creates the premier net lease REIT with increased size and scale, significant diversification and efficiency, which will allow for unique external growth opportunities that will continue to drive outsized returns.

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APPENDIX •

REALTY 🚺 INCOME



Estimated Addressable Market

Opportunity in the US and Europe

Compound Annual Dividend Growth Rate Since 1994 Index Member

<sup>(1)</sup> Beta measured using monthly frequency.

<sup>(2)</sup> Measured as AFFO per share growth | Excludes positive earnings from Crest Net Lease, a subsidiary of Realty Income, as earnings do not reflect recurring business operations.

Note: The area chart reflects Realty Income's total shareholder return since 10/18/1994

Sourced Acquisition

**Opportunities in 2020** 

### **Realty Income is the Global Leader in a Highly Fragmented Net Lease Sector**

#### SIZE, SCALE AND QUALITY

\$1.8**B** 

annualized

base rent

\$34B

enterprise value

52

years of operating history

~630

clients

58

industries

6,761 commercial real estate properties A3/A-

credit ratings by Moody's & S&P

~50%

of rent from investment grade clients<sup>(1)</sup>

~96%

of total rent is resilient to

isolated from

e-commerce

pressures

downturns and/or

economic

#### **GROWING INTERNATIONAL PRESENCE**



 $^{(2)}$  As measured by equity market capitalization of FTSE EPRA Nareit Global REITs TR Index Constituents.  $^{(3)}$  As of June 30, 2021.



#### <sup>(1)</sup> Clients and clients that are subsidiaries or affiliates of companies with a credit rating of Baa3/BBB- or higher from one of the three major rating agencies (Moody's/S&P/Fitch).

Non-discretionary, Low Price Point

and/or Service-oriented Retail

80%

#### DIVERSIFIED REAL ESTATE PORTFOLIO

**16%** 

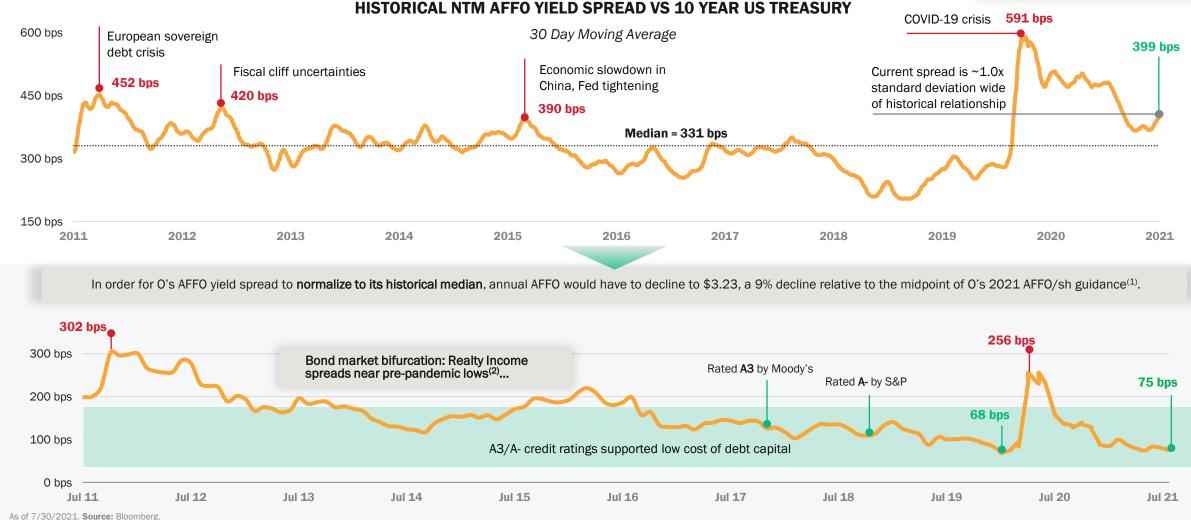
Other

Non-retail

50 U.S. states, Puerto Rico, and the U.K.

### Valuation Considerations Normalizing for Historically Low Treasury Yields

Historically, O's equity valuation spread has normalized following periods of economic uncertainty...



<sup>&</sup>lt;sup>(1)</sup> Assuming 10y UST yield of 1.30%, \$70 stock price, and 2021 AFFO/sh guidance range of \$3.53-\$3.59.

<sup>(2)</sup> Represents estimated G-spreads on Realty Income benchmark 10-year unsecured notes outstanding.

#### Performance Track Record

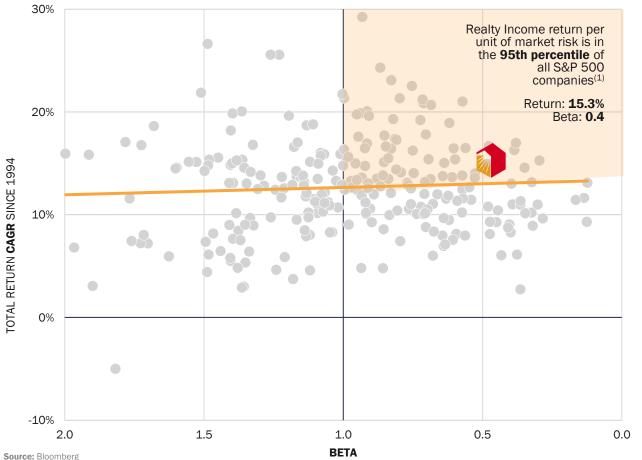
Superior risk-adjusted returns, particularly during economic downturns





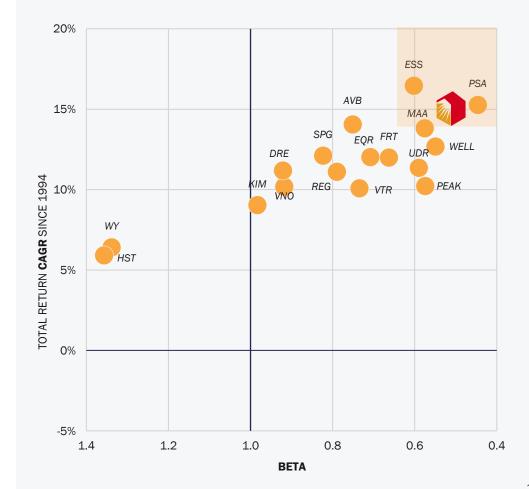
### Attractive Risk/Reward vs. S&P 500 **Companies and Blue-Chip REITs**

S&P 500 Members



Historically, Realty Income delivered more return per unit of risk vs. majority of S&P 500 companies and S&P 500 REITs<sup>(2)</sup>

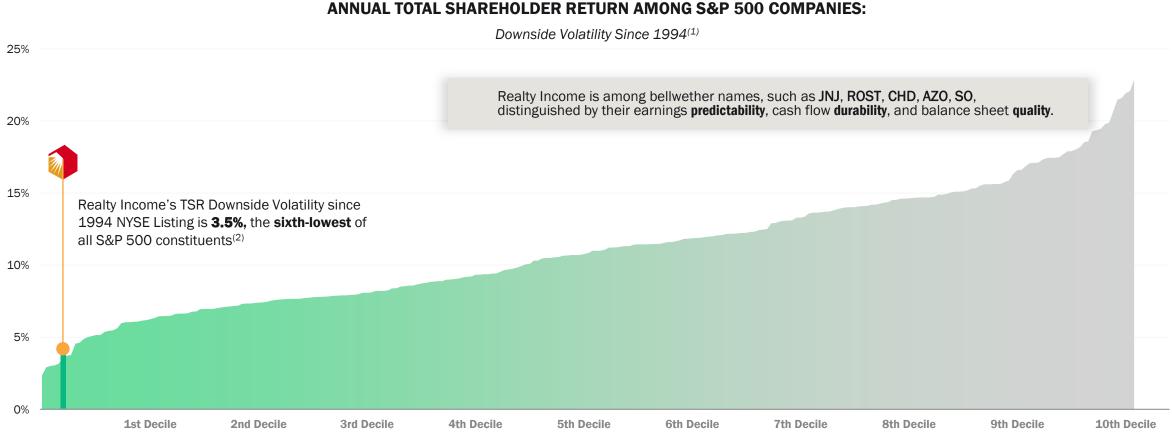
#### S&P 500 REIT Peers



<sup>(1)</sup> n=261 | As of 6/30/2021 | Excludes companies without trading histories dating to 1994 | Beta measured using monthly frequency. <sup>(2)</sup> Excludes REITs without trading histories dating to 1994.



### Low Earnings and Dividend Volatility Supports Low Share Price Volatility



S&P 500 DECILES

#### Source: Bloomberg

(1) "Downside volatility" calculated as the standard deviation of annual total shareholder returns where positive values are assigned "0" value.

<sup>(2)</sup> n=261 S&P 500 constituents with trading histories dating to Realty Income's 1994 NYSE listing.

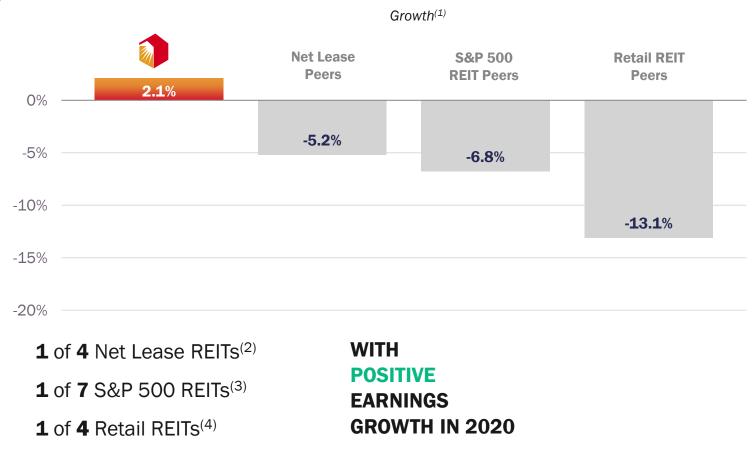


### **Superior Stability vs. Peers: Consistent Growth Maintained Through Pandemic**



**1** of **7** Retail REITs<sup>(4)</sup>

THAT INCREASED DIVIDEND IN 2020



**2020 EARNINGS PER SHARE** 

<sup>(1)</sup> Measured as median AFFO/sh growth rate for net lease peers and median FFO/sh growth rates for S&P 500 and retail REIT peers.

<sup>(2)</sup> Net lease peers include ADC, EPRT, FCPT, GTY, NNN, SRC, STOR, VER, WPC.

<sup>(3)</sup> Includes 22 S&P 500 constituents, excluding non-property REITs, such as AMT, CCI, EQIX, IRM, SBAC, WY.

(4) 25 total Retail REITs including shopping center and mall REITs, and ADC, EPRT, FCPT, GTY, NNN, O, SRC, STOR, VER.

# Superior Stability Through Pandemic: Realty Income Emerged Stronger and Better Positioned

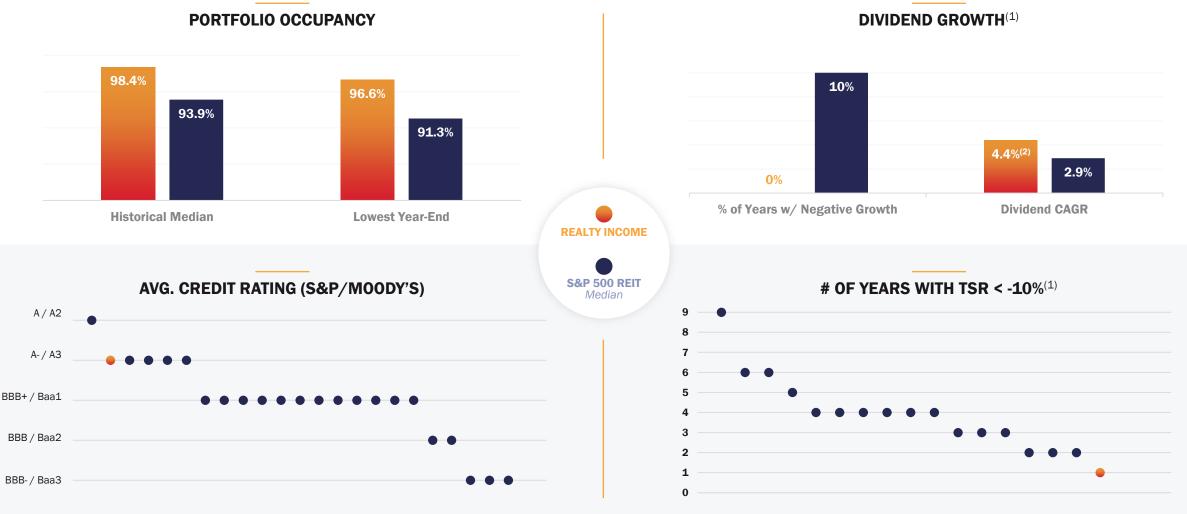
Despite volatility brought upon by the pandemic, the overall portfolio and balance sheet weathered the storm due to our commitment to a **prudent capital structure** and the **resiliency of our portfolio**.

SIZE, SCALE AND LIQUIDITY	FY 2019	Q2 2021	
Enterprise Value (in billions)	\$32.5	\$34.4	
Annualized Contractual Rent (in millions)	\$1,553	\$1,791	
Available Liquidity (in millions) <sup>(1)</sup>	\$2,350	\$1,946	<b>全王 1</b> 美
Fixed Charge Coverage Ratio	5.0x	6.0x •	
LEVERAGE AND DEBT MATURITY SCHEDULE	FY 2019	Q2 2021	The highest FCCR in our
Net Debt-to-EBITDAre	5.5x	5.4x	history
Total Debt / Total Market Capitalization	24%	27%	
Weighted Average Bonds Maturity (years)	8.3	8.5	
Total Debt Due in the Next Two Years (in millions) <sup>(2)</sup>	\$653	\$122	
AMPLE EXTERNAL GROWTH OPPORTUNITIES	FY 2019	YTD 2021	
Acquisition Volume Sourced (in billions)	\$57	\$40	
Selectivity	7%	5%	The highest acquisition
Annual Acquisitions Guidance (in billions)	\$3.25 to \$3.50	~\$4.5	guidance ever provided

<sup>(1)</sup> Net of \$650 million of commercial paper notes outstanding. Liquidity calculation excludes availability under the \$1.0 billion commercial paper program. We use our unsecured revolving credit facility as a liquidity backstop for the repayment of the notes issued under this program. <sup>(2)</sup> Excluding commercial paper and revolver maturities.



### Superior Stability vs S&P 500 REITs: Favorable Occupancy, Dividend Growth, Credit Rating and Total Return

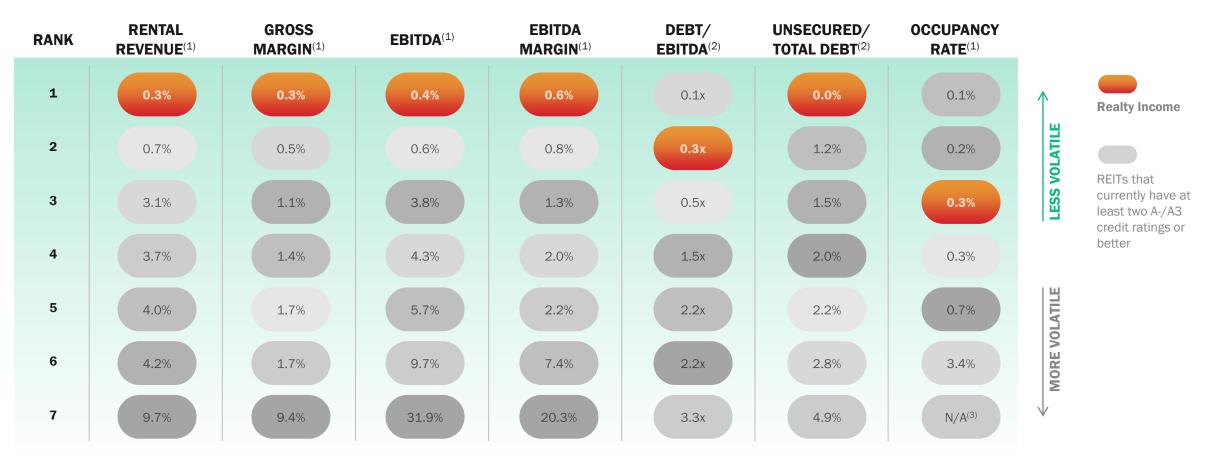


**Source:** SNL, Bloomberg | Excludes specialty REITs (i.e., infrastructure, timber, information services). <sup>(1)</sup> Since 1995. Excludes REITs with fewer years of history than Realty Income. <sup>(2)</sup> As of July 2021 dividend declaration.



### Realty Income Exhibited the Lowest Operational and Financial Volatility During Great Recession vs. A-Rated S&P 500 REITs

2007 – 2009 relative rankings



#### Source: SNL

<sup>(1)</sup> Downside Volatility calculated as the standard deviation around zero of quarterly percentage changes in each metric shown, where positive changes are replaced with zero.

<sup>(2)</sup> Upside Volatility calculated as the standard deviation around zero of quarterly percentage changes, where negative changes are replaced with zero.

<sup>(3)</sup> Company did not report consolidated quarterly portfolio occupancy during 2007-2009.

#### Leveraging Size and Scale to Drive Profitable Growth

The net lease opportunity set is broad and unconstrained.





### **Size and Scale** as a Competitive **Advantage**

Inherent advantages of size and scale drive...

#### **OPTIMIZED PORTFOLIO PROFITABILITY**

Leverage our 52+ year history and trove of portfolio data to capitalize on unique insights driven by predictive analytics

#### CALCULATED CONSOLIDATION

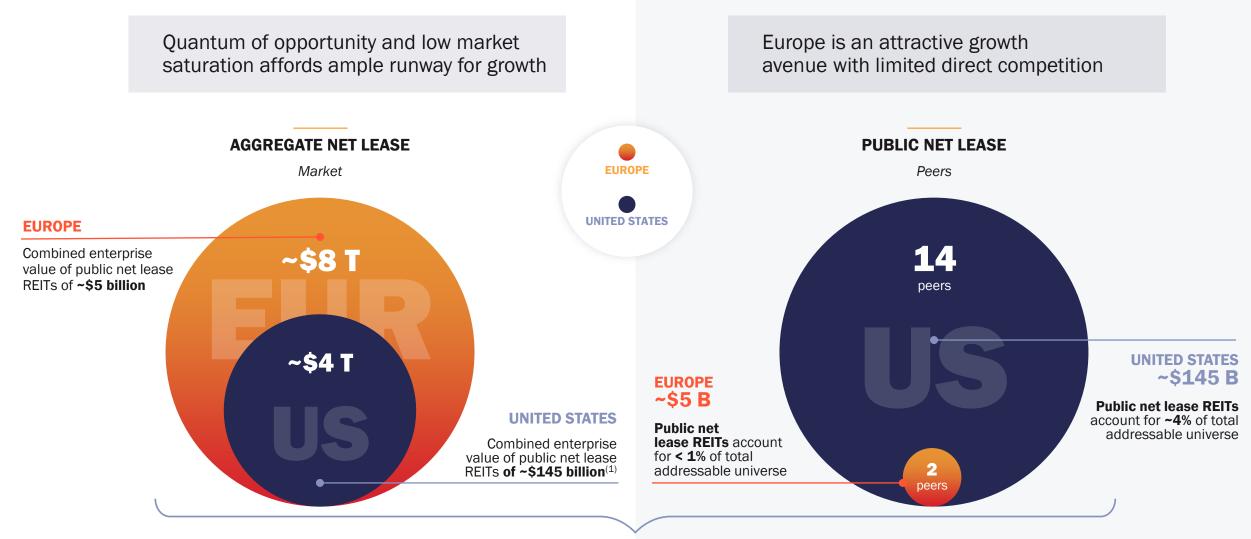
Take advantage of attractive consolidation opportunities in the extremely fragmented net lease space



Selectively pursue large-scale sale-leaseback or portfolio transaction opportunities without creating financing contingencies or concentration risks

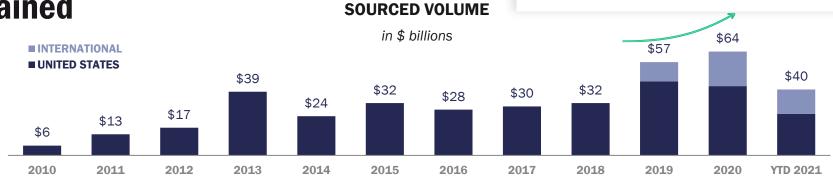


#### **Global Net Lease Investable Universe is Immense**



To achieve similar market saturation, Realty Income's enterprise value in Europe would approximate ~\$68B, or ~25X the current portfolio size

#### **Realty Income's External Growth Opportunities are Broad and Unconstrained**



**ACQUISITION VOLUME** 

in \$ billions

\$1.3

2015

 $$1.5^{(1)}$ 

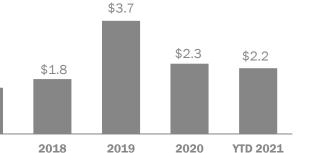
2013

\$1.2

2012

\$1.4

2014



International opportunities added ~30% to Realty Income's combined **sourcing volume** in 2019-2020

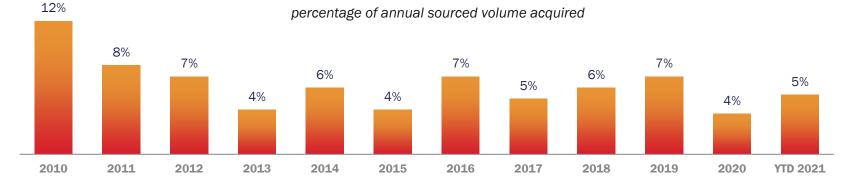
#### SELECTIVITY

\$1.9

2016

\$1.5

2017



International Expansion Has Accelerated **Sourcing Volume** Over the Last 2 Years...

Which Resulted in Increased **Selectivity** 

(1) Excluding \$3.2 billion ARCT transaction.

\$1.0

2011

\$0.7

2010

# Earnings Growth Remains Strong As Size of Portfolio Continues to Increase

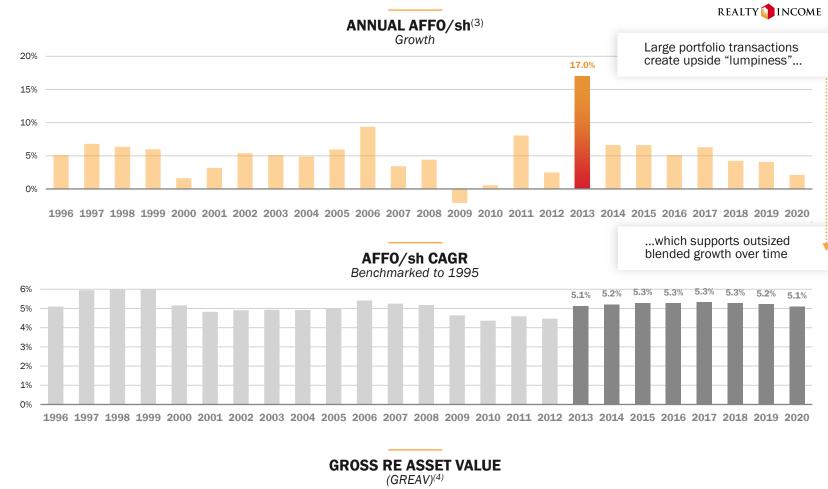
#### AFFO/SH GROWTH:

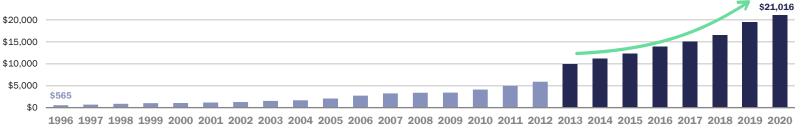
### 5.1% HISTORICAL MEDIAN

- Stronger historical growth rate vs. REITs (3.2%)<sup>(1)</sup>
- Positive earnings growth in **24** of **25** years
- Modest annual downside volatility of 2.8%<sup>(2)</sup>

# 5.1% CAGR SINCE 1995

- Proven track record of maintaining **5%+** earnings **CAGR** since listing regardless of size
- In 2012, portfolio GREAV was < \$6B and earnings CAGR was 4.5%
- Earnings growth has accelerated as portfolio real estate value crossed **\$10B**:
  - 6.4% AFFO/sh CAGR since 2012





<sup>(1)</sup> Median FFO | Represents all REITs currently included in MSCI REIT Index with earnings history since 2000 | Source: SNL.

<sup>(2)</sup> Volatility of earnings growth, where accelerating year-over-year growth is replaced with "0".

<sup>(3)</sup> Excludes positive earnings from Crest Net Lease, a subsidiary of Realty Income, as earnings do not reflect recurring business operations.

<sup>(4)</sup> Gross real estate asset value reflects historical year end real estate held for investment, at cost (in millions)



### Filling the Void as a Premier Sale-Leaseback Financing Partner



**Realty Income's** target market and account for ~75% of real estate owned by public companies

#### Source: Bloomberg

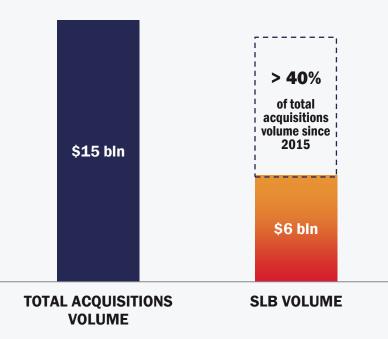
<sup>(1)</sup> Represents real estate owned by publicly traded companies. Calculated as the sum of gross book values of land, buildings, improvements and construction-in-progress. Excludes energy and real estate industries.

#### **MOMENTUM**

**Realty Income** is Well-Positioned to Continue to Execute on Large-Scale Sale-Leaseback Transactions

#### AGGREGATE ACQUISITIONS VOLUME

2015 - YTD 2021





### **Crystallizing Value Creation: Illustrative Sale-Leaseback Scenarios**

**SLB transactions**: Inherently a deleveraging and value-enhancing exercise for shareholders of corporate sellers

#### \$500 MILLION SALE-LEASEBACK TRANSACTION AT 6.0% CAP RATE

**\$30** MILLION ANNUAL LEASE PAYMENT

#### CORPORATE SELLER USES PROCEEDS TO DE-LEVER BALANCE SHEET...

\$ IN MILLIONS	PRE-SLB	ADJUSTMENTS	POST-SLB
Real Estate	\$500	(\$500)	\$O
Total Debt	\$3,100	(\$500)	\$2,600
Rent	\$O	\$30	\$30
Total Lease Adj. Debt <sup>(1)</sup>	\$3,100	(\$500) + \$225	\$2,825
EBITDA	\$800	(\$30)	\$770
Total Debt / EBITDA	3.9x		3.4x
Lease Adj. Debt / EBITDAR	3.9x		3.5x

CORPORATE SELLER USES PROCEEDS FOR SHARE BUYBACK...

\$ IN MILLIONS	PRE-SLB	ADJUSTMENTS	POST-SLB
Real Estate	\$500	(\$500)	\$O
Total Debt	al Debt \$3,100		\$3,100
Common Equity	\$6,000	(\$500) +\$140	\$5,640
Shares Outstanding	100	(\$500/\$60)	91.7
Price/Share	\$60		\$61.5
Earnings	\$500	(\$30)	\$470
EPS	\$5.00		\$5.13
P/E	<b>12.0</b> x		12.0x

Note: Assuming constant P/E | Corporate seller uses \$500 million of SLB proceeds to buy back 8.3 million shares at \$60/sh.

# Net Lease Investment Opportunity Set is Not Constrained by Property Type

Diageo Transaction in 2010: Template for Creative Sale-Leaseback Opportunities

	REALTY INCOME INVESTMENT CRITERIA	DIAGEO PORTFOLIO ATTRIBUTES
	Triple Net Lease	Triple Net, Sale-Leaseback Transaction
LEASE	Long Lease Term	20-year term with extension options for up to 60 years
REAL ESTATE	Single-Client Commercial Property	✓ 17 Vineyards leased to Diageo
	Strategic Location	✔ Napa Valley
	Investment Grade Rated	✓ A- / A3 / A-
CLIENT	Strong Financial Position	Low leverage, strong coverage ratios, and solid free cash flow generation
	Industry Leader	Diageo is a leading global premium drink company (brands include Craim off, Bailana, Dan, Julia

Smirnoff, Baileys, Don Julio, Tanqueray and Guinness)

# QUANTIFYING VALUE OF THE INVESTMENT GRADE CREDIT

In 2016-2017, Diageo paid \$75 mm for a release of the guarantee, reducing Realty Income's cost basis by ~25% and resulting in a 10% adjusted cap rate. **Treasury Wine Estates**, which has lower corporate leverage but no public debt outstanding, assumed the corporate guarantee.





### Efficiency of the Net Lease Business Model Supports Cash Flow Stability

Lease structure and growth drivers support a more predictable revenue stream relative to other forms of retail real estate

UNIQUE "NET LEASE" STRUCTURE DRIVES LOWER CASH FLOW VOLATILITY	<b>i REALTY INCOME</b>	SHOPPING CENTERS AND MALLS
Initial Length of Lease	15+ Years	< 10 Years
Remaining Average Term	~ 9 Years	~ 5-7 Years
Responsibility for Property Expenses	Client	Landlord
Gross Margin	> 98%	~ 75%
Volatility of Rental Revenue	Low	Modest / High
Maintenance Capital Expenditures	Low	Modest / High
Reliance on Anchor Tenant(s)	None	High
Average Retail Property Size / Fungibility	<b>12</b> k sf / High	150k-850k sf / Low
AMPLE EXTERNAL GROWTH OPPORTUNITIES	<b>)</b> REALTY INCOME	SHOPPING CENTERS AND MALLS
Target Markets	Many	Few
External Acquisition Opportunities	High 🗨	Low
Institutional Buyer Competition	Modest	High
	Ext	ernal acquisitions drive

~2/3 of total earnings growth

#### **Prudent Capital Allocation**

Building a high-quality real estate portfolio through prudent, top-down, data-driven investment process.

STATE OF THE OWNER.





### **Curating Best-in-Class Portfolio Through Thoughtful Investment Process Supported by Proprietary Data From Over 6,700 Properties**





### **Investment Strategy: Returns Must Exceed Long-Term WACC**

**KEY ASSUMPTIONS & CALCULATION** 

WACC viewpoint balances near-term earnings per share growth with long-term value accretion

#### LONG-TERM

Weighted Average Cost of Capital

- Drives investment decisionmaking at the property level
- Considers required "growth" component of equity returns
- Long-term WACC is the hurdle rate for acquisitions
- Focus on higher long-term IRR discourages risk-taking

LONG-TERM COST OF EQUITY	
Beta vs. S&P 500 (since S&P 500 Index Inclusion on 4/6/15)	0.86
Long-term 10-year U.S. yield (Fitted Instantaneous Forward Rate)	3.1%
Equity market risk premium (S&P 500 Earnings Yield vs 10Y UST)	3.6%
Long-Term Cost of Equity (CAPM methodology)	<b>6.2</b> %
Dividend yield	4.0%
Assumed long-term dividend growth rate	4.0%
Long-Term Cost of Equity (Yield + Growth methodology)	<b>8.0</b> %
Long-Term Cost of Equity (Average of two methodologies)	<b>7.1</b> %

1		
	KEY ASSUMPTIONS & CALCULATION:	
	LONG-TERM WACC	
	65% Weight: Long-Term Cost of Equity	7.1%
	<b>35% Weight:</b> Cost of Debt (unsecured, 10Y, fixed)	1.9%
	Long-Term WACC	5.3%

#### SHORT-TERM

"Nominal 1<sup>st</sup>-Year Weighted Average Cost of Capital

- Used to measure initial (year one) earnings accretion
- Higher stock price (lower cost) supports faster growth
- Spread on short-term WACC required to generate accretion
- Unwilling to sacrifice quality to generate wider spreads

KEY ASSUMPTIONS & CALCULATION: Nominal 1st-year wacc				
62% Equity: AFFO Yield	<b>5.2</b> %			
33% Debt: unsecured, 10-year, fixed	<b>1.9</b> %			
5% Retained Free Cash Flow	0%			
Nominal 1 <sup>st</sup> -Year WACC	<b>3.9</b> %			



LOW NOMINAL WACC supports ability to spread invest in high-quality real estate opportunities

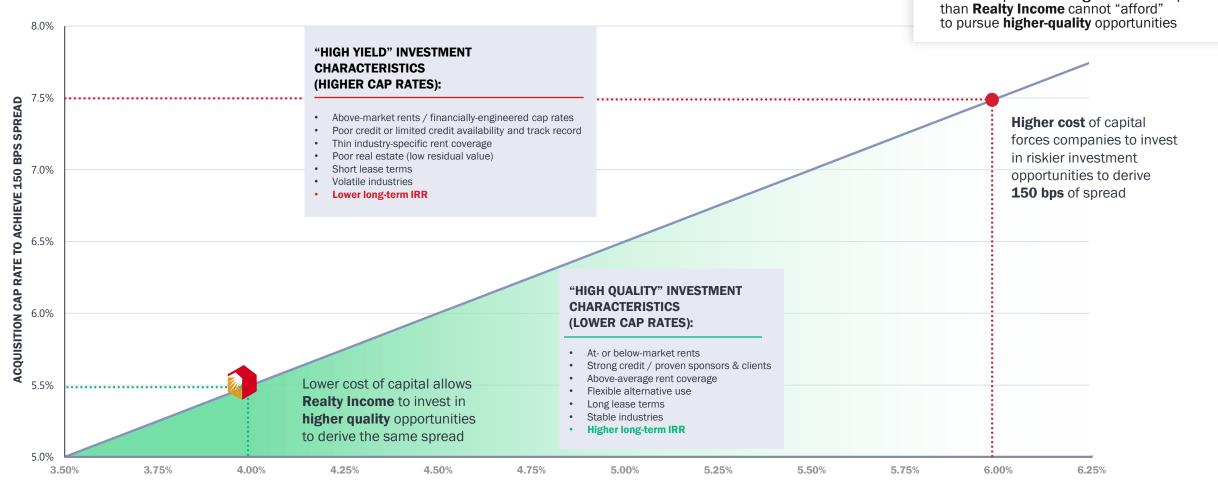


LONG-TERM WACC

considers growth requirements of equity and supports focus on residual value of acquisitions

Net lease peers with higher cost of capital

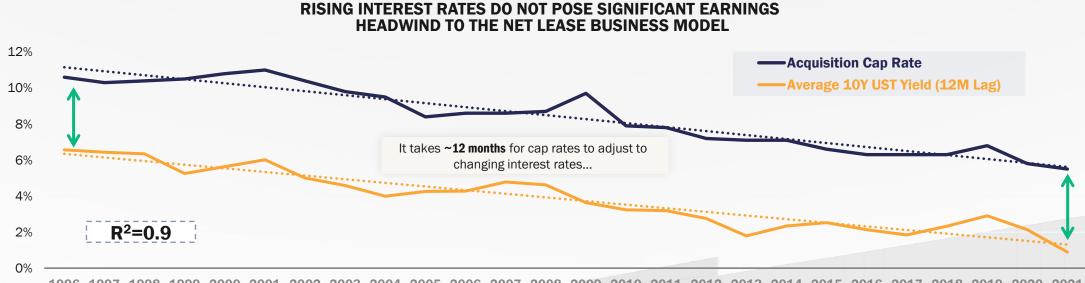
### Philosophical Capital Allocation Mindset: Utilizing Low Cost of Capital to Assemble Highest-Quality Portfolio in Marketplace



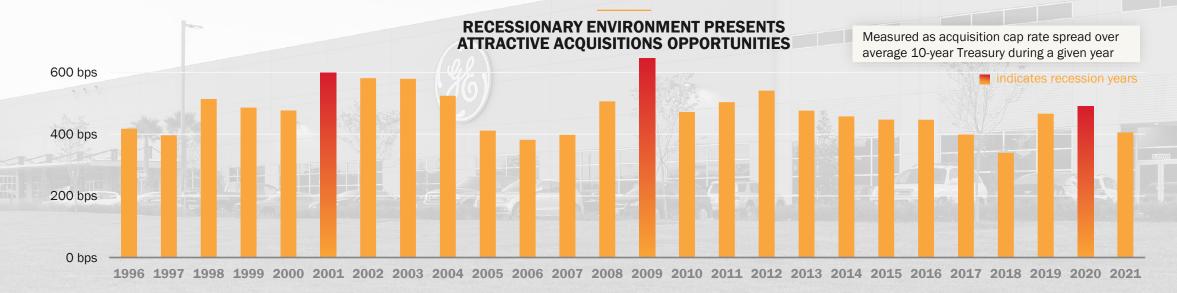


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#### **Investment Spreads Tend to Persevere Even as Interest Rates Rise**



1996 1997 1998 1999 2000 2001 2002 2003 2004 2005 2006 2007 2008 2009 2010 2011 2012 2013 2014 2015 2016 2017 2018 2019 2020 2021



## **Benefits of Size and Scale**

Capacity to Buy in Bulk at "Wholesale" Prices While Maintaining Diversification

#### LARGER SIZE PROVIDES GROWTH OPTIONALITY

#### TRANSACTION SIZE & IMPACT<sup>(1)</sup> TO RENT CONCENTRATION

TOTAL ABR	\$100	\$200	\$300	\$400	\$500	\$1,000	
\$200	3%	6%	8%	11%	13%	23%	
\$400	1%	3%	4%	6%	7%	13%	
\$600	1%	2%	3%	4%	5%	9%	
\$800	1%	1%	2%	3%	4%	7%	
\$1,000	1%	1%	2%	2%	3%	6%	
\$1,800	<1%	<1%	1%	1%	<2%	3%	

#### \$1.8 BILLION ABR

Current size allows Realty Income to pursue large sale-leaseback transactions without compromising prudent client and industry diversification metrics

<sup>(1)</sup> Assumes 6.0% cap rate | in millions.

Peers with smaller denominators lack ability to buy in bulk without incurring material diversification risk

# \$1.2B

portfolio transaction at ~7% cap rate

444

single-client properties



WALT

**58%** 

investment-grade clients

#### SCALE AND SIZE BENEFITS ILLUSTRATED

#### **CIM Transaction (Dec 2019)**

- Realty Income estimates cap rate represented a portfolio discount relative to sum-of-the-parts valuation
- Top 3 client concentration Dollar General, Walgreens, Dollar Tree / Family Dollar
- Negligible impact to key portfolio concentrations:

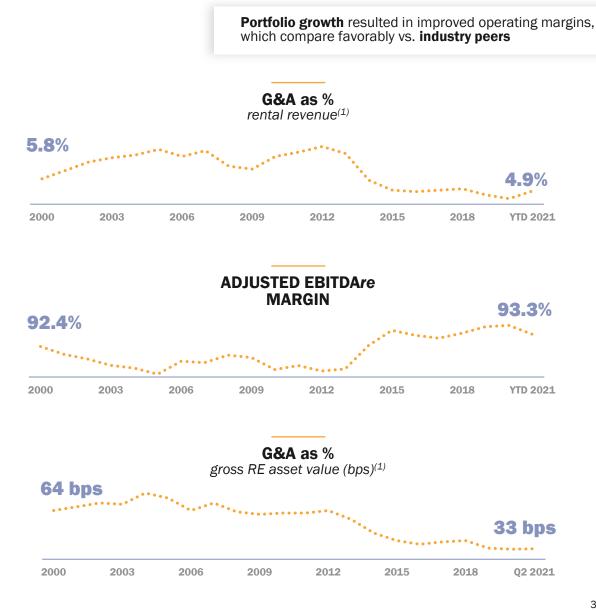
Dollar General	3.8%	4.4%
Dollar Tree / Family Dollar	3.1%	3.5%
Walgreens	5.7%	6.1%
Dollar Stores	7.1%	8.0%



### **Benefits of Size and Scale: Greater EBITDA Flow-Through to Bottom Line**

**Operating efficiencies** continue to scale as **Realty Income grows** 

		NET LEASE PEER MEDIAN <sup>(2)</sup>	S&P 500 REIT PEER MEDIAN <sup>(3)</sup>
G&A AS % OF RENTAL REVENUE	<b>4.9</b> %	9.1%	9.3%
ADJUSTED EBITDA <i>re</i> MARGIN	93.3%	<b>88.3</b> %	78.1%
G&A AS % OF GREAV	33 bps	70 bps	66 bps



Source: Bloomberg

<sup>(1)</sup> 2018 G&A excludes \$18.7 million severance to former CEO paid in 4Q18 | 2020 G&A excludes \$3.5 million severance to former CFO paid in 1Q20. Percentage of rental revenue calculation excludes reimbursements.

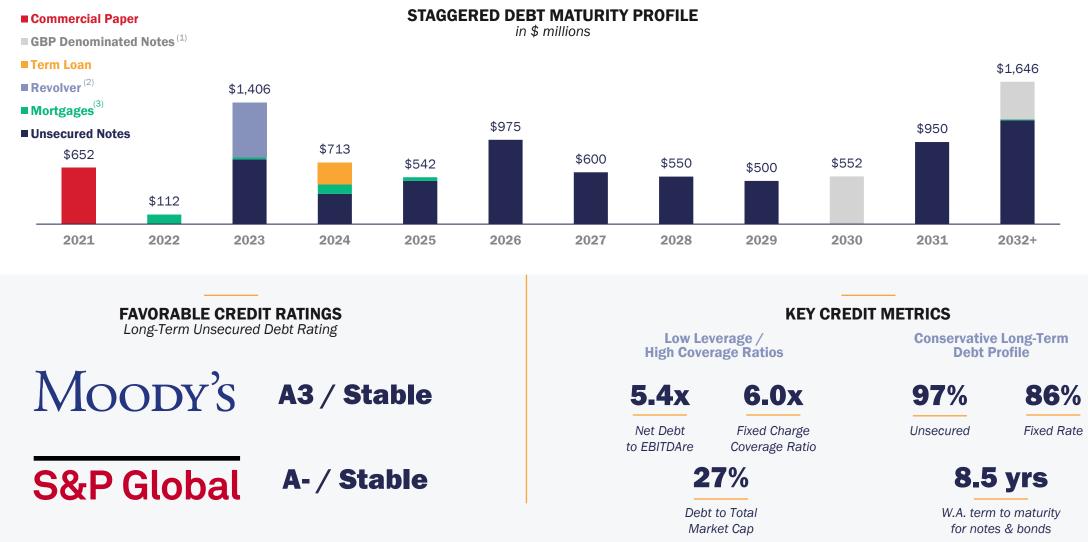
<sup>(2)</sup> Based on trailing twelve months. Net Lease peers include ADC, BNL, EPR, EPRT, FCPT, GTY, LXP, NNN, NTST, SRC, STAG, STOR, VER, WPC.
 <sup>(3)</sup> Based on trailing twelve months. Excludes non-property REITs: AMT, CCI, EQIX, IRM, SBAC, WY.

#### Fortress Balance Sheet

Our conservative capital structure supports superior financial flexibility.



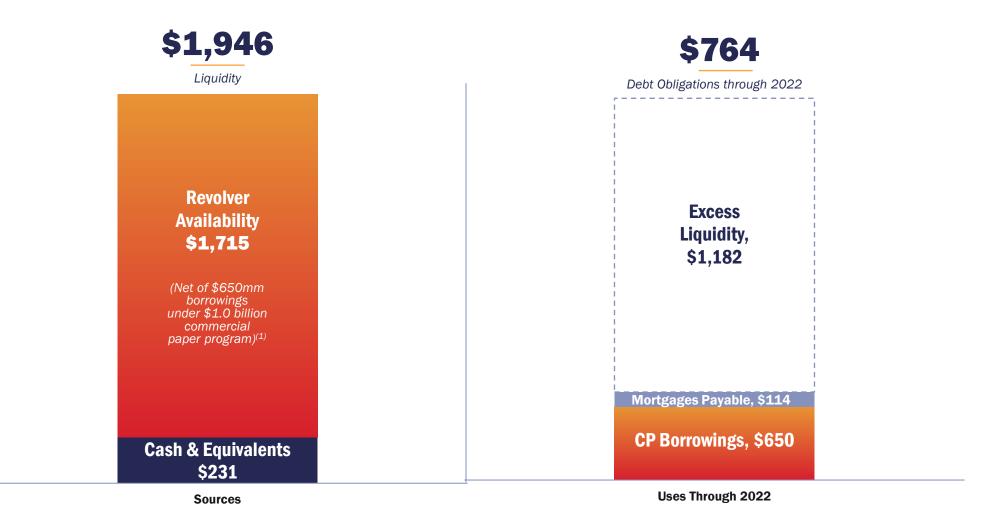
#### Fortress Balance Sheet – One of Only Eight U.S. REITs with Two A3/A- Ratings or Better



<sup>(1)</sup> Represents the principal balance (in USD) of the Sterling-denominated note offering and Sterling-denominated private placement of £400 million, respectively, converted at the applicable exchange rate on June 30, 2021. The maturity schedule excludes our July 2021 debut green bond issuances of £400 million of 1.125% senior unsecured notes due July 2027 and £350 million of 1.750% senior unsecured notes due July 2033.

<sup>(2)</sup> As of June 30, 2021, the balance of borrowings outstanding under our revolving credit facility consisted entirely of Sterling-denominated borrowings of £460 million. The revolver has a \$1 billion accordion feature, which is subject to obtaining lender commitments. <sup>(3)</sup> includes the principal balance (in USD) of one Sterling-denominated mortgage payable of £31 million converted at the applicable exchange rate on June 30, 2021.

### **Ample Liquidity and Low Borrowing Costs Support Enhanced Financial Flexibility**



Note: Values shown in millions.

Uses: Excludes interest expense, ground leases paid by Realty Income or our clients, and commitments under construction contracts.

<sup>(1)</sup> We use our revolving credit facility as a liquidity backstop for the repayment of the notes issued under our commercial paper program. The revolver has a \$1 billion accordion feature, which is subject to obtaining lender commitments.

### High-Quality Real Estate Portfolio

Diversified exposure to cash flows guaranteed by best-inclass, blue-chip operators





# **Diversified High-Quality Portfolio**

**CLIENT DIVERSIFICATION – TOP 20 CLIENTS** 



#### **Convenience Stores** 11.6% **Grocery Stores** 10.5% **Drug Stores** 7.6% **Dollar Stores** 7.4% 6.2% **Health and Fitness** Theaters 5.4% **Restaurants - Quick Service** 5.4% 5.2% **Home Improvement General Merchandise** 3.8%

3.8%

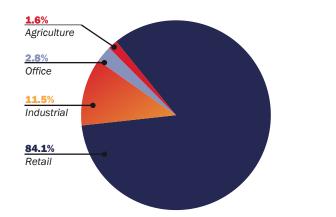
**INDUSTRY DIVERSIFICATION**<sup>(1)</sup> % of Revenue

<sup>(1)</sup> Represents total portfolio annualized contractual rent contribution from U.S. and U.K. properties.

**PROPERTY TYPE DIVERSIFICATION** 

**Transportation Services** 

#### **GEOGRAPHIC DIVERSIFICATION**



 TEXAS
 10.5%

 U.K.
 8.9%

 CALIFORNIA
 8.6%

 ILLINOIS
 5.6%

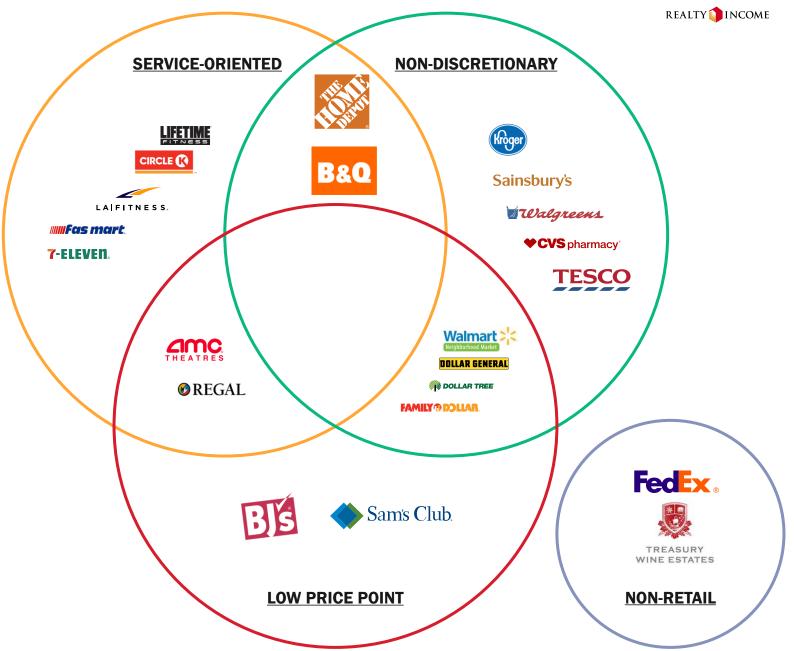
 FLORIDA
 5.0%

**Note:** Orange indicates investment grade clients that are companies or their subsidiaries with a credit rating, as of the balance sheet date, of Baa3/BBB- or higher from one of the three major rating agencies (Moody's/S&P/Fitch).

# Top 20 Clients Highly Insulated from Changing Consumer Behavior

All top 20 clients fall into at least one category:

- Non-Discretionary
- Low Price Point
- Service Retail
- Non-Retail



### **Diligent Underwriting Process Results in Minimal Exposure to Retail Bankruptcies**

**Realty Income's strategy** is to invest in clients with a **non-discretionary, low price point**, and / or **service-oriented component** to their business.

109 of 148 U.S. retailer bankruptcies since2017 are associated with companies lacking at least one of these characteristics.

#	TOTAL RETAILER BANKRUPTCIES SINCE 2017	REALTY INCOME EXPOSURE AND STRATEGY					
37	Apparel	Limited exposure to the industry; existing exposure is primarily with off-price retailers that have fared better.					
33	Casual Dining	Immaterial exposure to bankruptcies in this sector. Top two clients are large, national operators with strong access to capital that paid ~97% of rent through the duration of the pandemic.					
19	Specialty Retailer	Limited exposure to the industry, primarily with clients selling low price point goods.					
17	General Merchandise	Exposure to clients selling non-discretionary and/or low price point goods.					
8	Grocery	Immaterial exposure to bankruptcies in this industry. Top two US grocery clients (Kroger and Walmart NM) control ~40% of the US grocery market share and have significant size, scale and access to capital to expand their omni- channel platforms. In the UK, Sainsbury's and Tesco are among the top three grocery operators.					
8	Shoe Stores	Limited exposure to the industry, primarily with off-price retailers.					
6	Sporting Goods	Limited exposure to this industry and immaterial exposure to bankruptcies, as Realty Income has been proactively addressing its investment in this industry since 2016.					
6	Entertainment	Immaterial exposure to entertainment clients outside of the movie theaters, and minimal exposure to bankruptcies.					
5	Health and Fitness	Top two clients are large, national operators with strong scale and access to capital, one of which paid 100% of rent through the duration of the pandemic.					
3	Jewelry / Accessories	Immaterial exposure to this industry. No exposure to bankruptcies.					
3	Consumer Electronics	Immaterial exposure to a large, national operator with strong balance sheet and successful omni-channel platform. No exposure to bankruptcies.					
3	Other Discretionary Retail	No exposure to retailers that filed bankruptcy.					

# **Investing in Realty Income = Diversified Credit Exposure to Best-in-Class Operators**

Realty Income dividend yield is superior to 10-year bond yields of its underlying clients



 $^{(1)}$  The sample size represents Realty Income's clients from top four industries that have ~10-year public unsecured debt outstanding.  $^{(2)}$  Represents dividend yield as of 6/30/2021.

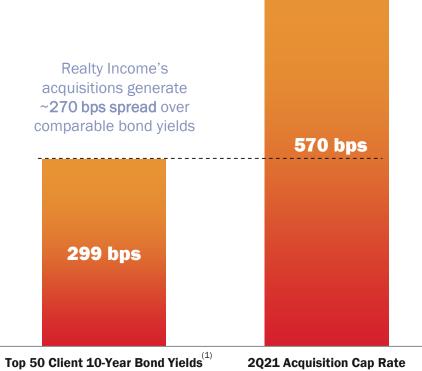
 $^{(3)}$  Weighted average (by rent) ~10-year unsecured bond yields for each industry. As of 6/30/2021.



### **Credit Valuation Arbitrage: Acquiring Cash Flow from Blue-Chip Operators** at Attractive Real Estate Spreads

#### **Realty Income's** ~40% ~60% **BBB-/Baa3** acquisitions generate of total annual rent from of Top 50 clients weighted average ~270 bps spread over clients with public ~10-yr have an investment credit rating comparable bond yields grade credit rating<sup>(3)</sup> notes outstanding TUalgreens 7-ELEVEN CIRCLE **CVS** pharmacy THE PART LOWE'S **299 bps** SUPPLY Cº **DOLLAR GENERAL** O amcor TESCO DOLLAR TREE Walmart ><

**NET LEASE ACQUISITIONS GENERATE PREMIUM INCOME STREAM RELATIVE TO BONDS** 



Source: Bloomberg

FedEx.

Top 50 Clients Represent<sup>(2)</sup>

~70%

of total annual

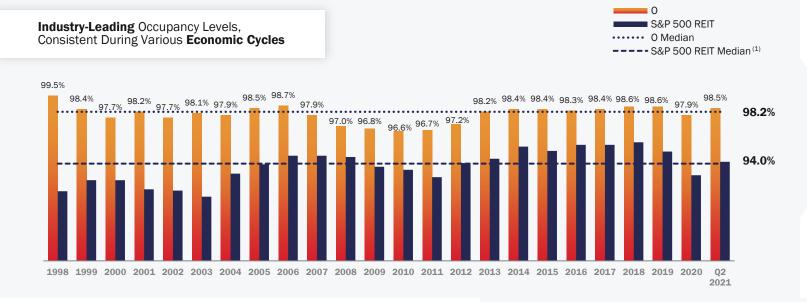
rent

<sup>(1)</sup> Weighted average (by rent) ~10-year bond yields as of 6/30/2021. <sup>(2)</sup> As of 6/30/2021.

<sup>(3)</sup> As measured by rent. ~15% of clients (by rent) are not rated. Investment grade clients are clients with a credit rating of Baa3/BBB- or higher from one of the three major rating agencies (Moody's/S&P/Fitch).

REALTY 🚺 INCOME

# Stable and Predictable Cash Flows Supported by High-Quality Real Estate Portfolio



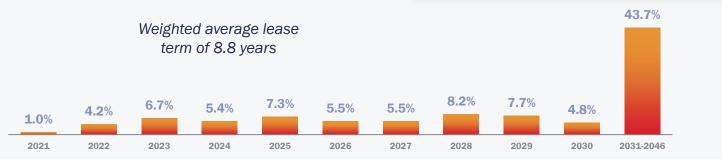
#### **CONSISTENCY BY DESIGN:**

- Careful underwriting at acquisition
- Long initial lease term
- Strong underlying real estate quality
- Strategy of owning "mission critical" locations
- Diversified client industries with strong fundamentals
- Prudent disposition activity

#### **MAXIMIZING REAL ESTATE VALUE:**

- Strategic management of rollovers
- Proactively addressing portfolio "watch list"
- ✓ Resolved over 3,700 lease expirations since **1996**

#### Manageable Lease Expiration Schedule Provides High Visibility into Future Cash Flows



<sup>(1)</sup> Includes 22 S&P 500 constituents, excluding non-property REITs, such as AMT, CCI, EQIX, IRM, SBAC, WY.

Occupancy calculated by number of properties. Lease expiration schedule represents percentage of total portfolio annualized contractual rent.



# **Proven Track Record of Value-Add Asset and Portfolio Management**

Strong client retention rates are a testament to **real estate quality, operator quality,** active **asset management** and mutually beneficial **client relationships**<sup>(1)</sup>



# Strong client retention supports **industry-leading leasing spreads**

Accretive Re-Leasing Activity is a Result of Prudent Underwriting<sup>(2)</sup>

- **Rents** at or below market at acquisition result in above **100%** recapture ratios at **expiration.**
- Re-leased over **3,100** properties at **100.6%** recapture rate<sup>(2)</sup> since **1996**.
- One of the few net lease companies that report re-leasing results.



<sup>(1)</sup> Based on number of leases re-leased to same clients each year.

<sup>(2)</sup> Reflects cash rent recapture inclusive of client improvement spend (immaterial).



# Capital-Light Real Estate Portfolio is a Differentiating Factor vs Other Property Types

**Recurring Capital Expenditures as % of NOI:** *Realty Income vs. Competing Real Estate Sectors*<sup>(1)</sup>



"HIDDEN" COST OF SUPPORTING PORTFOLIO REVENUE: RARELY CAPTURED IN NAREIT-DEFINED FFO MULTIPLES....

### NAREIT-DEFINED FUNDS FROM OPERATIONS (FFO)

(NOT INTENDED TO MEASURE CASH GENERATION OR DIVIDEND PAYING CAPACITY)

Generally used as primary valuation **multiple for other Real Estate** sectors and **excludes recurring Capex associated** with maintaining revenue-generating capacity of portfolio

....BUT IS BETTER REFLECTED IN AFFO MULTIPLES

ADJUSTED FFO (AFFO) (CLOSE PROXY FOR RECURRING CASH EARNINGS)

Generally used as a **valuation metric for net lease sector** and includes impact of recurring **Capex** (defined by **Realty** as mandatory and repetitive landlord capex obligations that have a limited useful life)

### UK Portfolio Overview

Sale-leaseback transaction with Sainsbury's in May 2019 was a foundation for a growth platform in the U.K.

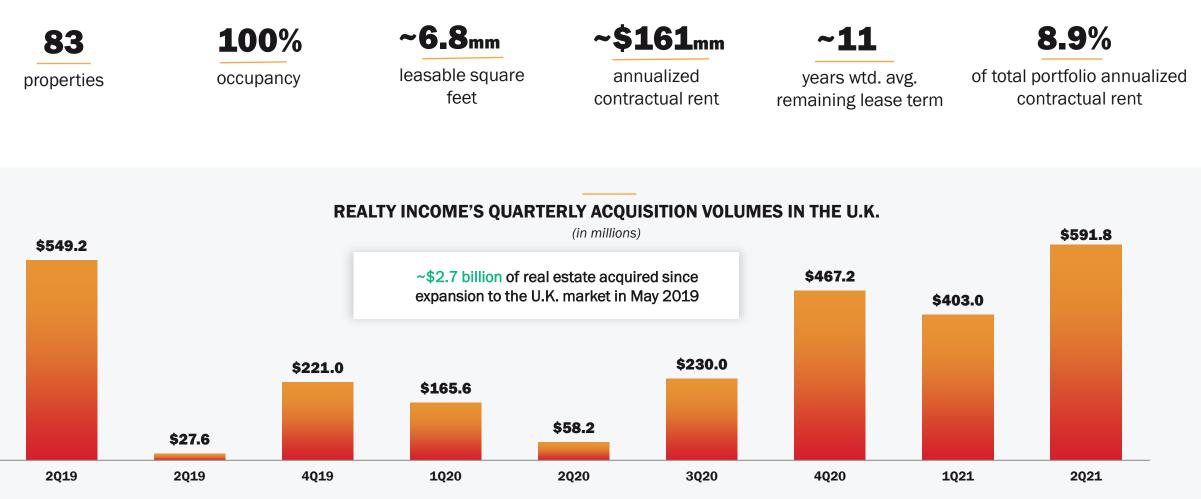






### **U.K. Portfolio Snapshot**

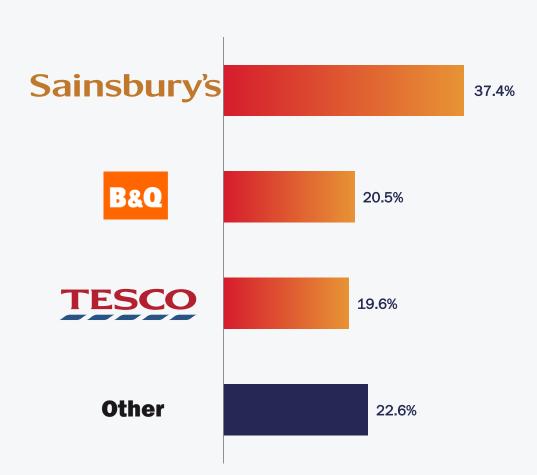
REALTY INCOME HAS CONTINUED TO GROW ITS U.K. PRESENCE WITH INVESTMENTS OF ~\$2.7 BILLION THROUGH JUNE 30, 2021



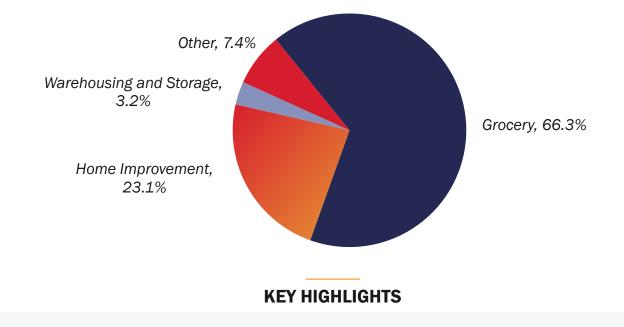


# U.K. Portfolio Snapshot (cont'd)





### U.K. PORTFOLIO BY INDUSTRY<sup>(1)</sup>



- Diversified portfolio leased to clients operating in non-discretionary industries
- ✓ Sainsbury's and Tesco are the **top grocers** in the U.K.<sup>(2)</sup>
- B&Q (Kingfisher) is the largest home improvement retailer in the U.K. and is number two in France<sup>(3)</sup>

<sup>(1)</sup> Based on percentages of total U.K. portfolio annualized contractual rent as of June 30, 2021.
 <sup>(2)</sup> Based on market share. Source: Kantar World Panel.
 <sup>(3)</sup> Source: Mintel, 2019.

# **ESG Overview**

We are committed to partnering with our clients on ESG initiatives to uphold our corporate responsibilities as a public company for the benefit of our stakeholders.





### **ESG Overview**

### **OUR COMMITMENT**

**Realty Income** is committed to conducting our business according to the **highest ethical standards**. We are dedicated to providing an **engaging, inclusive, and safe work environment** for our employees, operating our business in an environmentally conscious manner, and upholding our corporate responsibilities as a **public company** for the benefit of our stakeholders.

### GOVERNANCE

### **KEY BOARD CHARACTERISTICS**

We seek to compose our **Board of directors** with members who **contribute to diversity** of **background**, **expertise**, **perspective**, **age**, **gender**, and **ethnicity**.

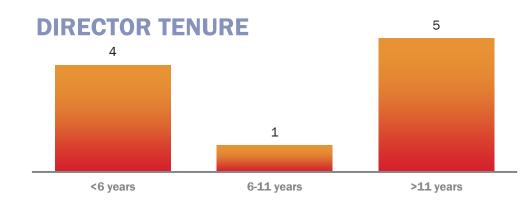
### **ESG OVERSIGHT**

The Nominating/Corporate Governance Committee of our Board of Directors has **direct oversight** of the **policies**, **programs and practices** related to **ESG matters** of significance to the company.

30% OF OUR BOARD IDENTIFIES AS FEMALE

60% OF OUR BOARD IS FROM UNDERREPRESENTED COMMUNITIES

**90% INDEPENDENT** All our directors other than our CEO are independent.



### **OUR STAKEHOLDERS**





### Social Responsibility



### Social

**OUR COMMITMENT:** We put great effort into **cultivating an inclusive company culture**. We are one team, and **together we are committed to providing** an engaging work environment centered on our **values of integrity, respect,** and **humility**. We hire talented employees **with diverse backgrounds** and **perspectives** and work to provide an **environment** with regular open communication where capable team members have **fulfilling careers** and are **encouraged** to engage with and make a positive impact with business partners and in the communities where we operate.

- **Hiring and Retention** Competitive pay & benefits; Internal Talent Mobility Program; Mentorship Program.
- **Human Capital Development** Continued education; training and development.
- Employee Health, Safety & Wellbeing "O" verall Wellbeing Program.
- Human Rights Read our Human Rights Policy on our website!
- **Engagement** We conduct employee engagement surveys every 18 months.
- **Social Justice** Read our Statement on Racial Justice and Equality for All on our website!

**Community Service** – Our community partnerships and charitable giving reflect our commitment.





### Environmental Responsibility

### Environmental

OUR COMMITMENT: We remain committed to sustainable business practices in our day-to-day activities by encouraging a culture of environmental responsibility at our headquarters and within our communities. We work with our clients to promote environmental responsibility at the properties we own.

- **Starting** to realize the benefits of property-level energy efficiency commitments.
- Expanding and incorporating a greater volume of "Green Lease Clauses".
- Scaling collaborative client engagement projects.
- Working with strategic partners to identify sustainable portfolio initiatives.
- **Providing** our team with resources to further client partnership opportunities.
- **Continuing** to strengthen our sustainability governance structure across portfolio.





**S&P Global** Ratings



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### **Green Financing Framework**

### **Summary**

We believe we all have a shared responsibility to our community and the planet. As a leading company in the U.S. REIT industry, we feel we have a role to play in **driving positive change** and we are committed to exploring ways in which we can **partner with our clients to realize this objective**.

We aspire to be a **sustainability leader** in the net lease REIT sector and have established a **Green Financing Framework** that includes the following:

**Use of Proceeds:** Green Buildings, Energy Efficiency, Clean Transportation, Renewable Energy, Sustainable Water and Wastewater Management, Pollution Prevention and Control, Climate Change Adaption

**Process for Project Evaluation and Selection:** Realty Income's Green Finance Committee (or a subcommittee thereof)

- Management of Proceeds: Allocation of amount equal to net proceeds to the financing and refinancing of completed, current and future Eligible Green Projects
- **Reporting:** Annually until full allocation of net proceeds on the sustainability page of our website and including, where applicable, quantification of environmental benefits using key performance indicators (KPIs)

We have followed the International **Capital Market Association's (ICMA) 2021 Green Bond Principles** and received an external review from a leading **Second Party Opinion** (SPO) provider, DNV, to further establish confidence in our approach.

### **Latest Developments**

### **Capital Markets**

July 2021: Raised ~\$594 million of attractively priced equity capital

July 2021: Raised £750 million of Green Bond proceeds via dual-tranche offering with 8.8 years weighted average term at 1.48% effective yield

- Allowed us to de-leverage our balance sheet and provide additional financial flexibility
- Termed out short-term borrowings under our revolving credit facility
- Major milestone to establish Realty Income as a sustainability leader in the net lease REIT sector
- Eligible green projects completed over the past 36 months account for ~40% of Green Bond proceeds

### **Capital Allocation and Portfolio**

2<sup>nd</sup> Quarter 2021: Invested **\$1.1 billion** in real estate, including **\$592mm** in the UK

July 2021: Collected 98.9% of contractual rent due from our theater clients, and 99.4% -- across our entire portfolio

April 2021: Announced a strategic merger with VEREIT<sup>®</sup>, which is expected to close in Q4 2021

- Acquired ~\$2.2 billion of real estate during 1H21
- Surpassed the **\$2.5 billion** investment mark since entering the UK in April 2019
- Improving rent collections in the theater industry support portfolio recovery
- As of 6/30/21, we had ~\$38 million of theater rental revenue reserves, representing ~\$0.10 in AFFO/sh<sup>(1)</sup>
- Expected to generate **10%+ accretion** to annualized AFFO/sh
- Enhanced size, scale, diversification and synergies to drive future growth and value creation



### **VEREIT Merger Rationale:** Combination Further Distances Realty Income as the Premier Net Lease REIT

Immediately Accretive	•	<b>10%+ accretive</b> relative to the midpoint of Realty Income's 2021 AFFO per share guidance
Scale Driving Growth	•	Increased <b>size</b> , <b>scale</b> and <b>diversification</b> unlocks additional flexibility for <b>growth in core verticals</b>
Amplifies Cost of Capital Advantages	:	Supports <b>accretive, high-quality growth</b> Incremental debt issuance opportunities in lower yielding currencies
Track Record of Dividend Growth and Total Return	:	Continued membership in the <b>S&amp;P 500 Dividend Aristocrats®</b> Index Increase in dividend/sh to VEREIT's shareholders upon close
Fortress Balance Sheet	:	Net lease industry leading credit ratings of <b>'A3/A-'</b> <b>Target leverage maintained</b> at 5.5x Net Debt & Pref./EBITDAre
Unquestioned Leader in the Net Lease Industry		Realty Income will be the <b>6th largest REIT</b> in the RMZ and ranked in the <b>top half of the S&amp;P 500</b> with a best-in-class portfolio

# **Refinancing Opportunity Quantified**

Superior credit ratings and access to international capital markets provide organic growth lever for value creation...

**Synergies amplified:** As capital allocation progresses throughout Europe, refinancing opportunities support natural hedging needs

	in \$	millions	\$	£	€
Year	Maturities <sup>(2)</sup>	关 Rate	2.4%	1.8%	0.9%
Pref + 2021	686	6.1%	25	30	36
2022	266	4.8%	32	38	46
2023	124	4.3%	34	41	50
2024	1,120	4.8%	61	74	94
2025	550	4.6%	73	90	115
Through 2025	\$2,746	5.1%	\$73	\$90	\$115
2026	600	4.9%	88	108	139
2027	600	4.0%	98	121	157
2028	1,100	2.9%	103	133	178
2029	600	3.1%	107	141	192
2030	11	5.5%	107	141	192
2032	700	2.9%	110	148	205
Total	\$6,356	4.1%	\$110	\$148	\$206

Cumulative Annualized Interest Expense Accretion<sup>(1)</sup>

# \$75 - \$100 Million

ANNUALIZED ACCRETION BY YE 2025<sup>(1)</sup>

# \$110 – \$205 Million

### ANNUALIZED ACCRETION OVER NEXT 10 YEARS<sup>(1)</sup>

<sup>(1)</sup> Estimated based on various 10-yr indicatives as of 4/26/2021.
 <sup>(2)</sup> As of December 31, 2020 reported capital structure adjusted for previously disclosed activity.

# Appendix

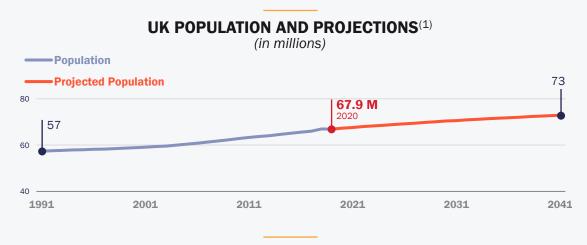
- International Expansion Opportunity
- Top Industry Investment
   Theses



#### REALTY 🚺 INCOME

# UK Density Supports Long-Term Real Estate Stability

Limited retail supply and supply growth also supports long-term viability of stable cash flow generation.



**RETAIL SQUARE FOOTAGE PER CAPITA**<sup>(2)</sup>



Source:

<sup>(1)</sup> UK Office for National Statistics.

(2) ICSC; Springboard.

<sup>(3)</sup> 2020 GDP. Source: OECD National Accounts Data files; Bureau of Economic Analysis.



### **Convenience Stores (11.6% of ABR)**

Quality real estate locations with inelastic demand



of all shoppers claim to visit a **c-store** to purchase food-to-go<sup>(1)</sup>.

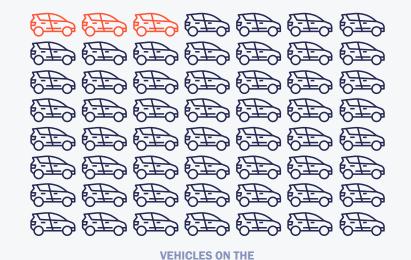


of **inside sales** are generated by customers **not buying gas**<sup>(2)</sup>.

**165M** 

people shop in **c-stores** everyday<sup>(3)</sup>.

### 2040 SNAPSHOT



**ROAD IN 2040**<sup>(4)</sup>



In 2040, EVs will make up about 6% of all vehicles on the road, while EVs will account for about 10% of all new vehicle sales.



AVG AGE OF CARS ON THE ROAD 11.8 YEARS<sup>(4)</sup>



Source:

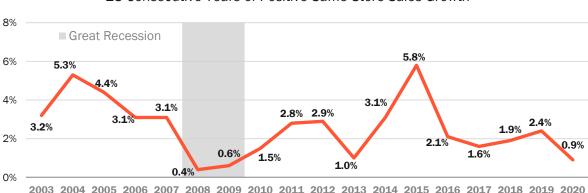
<sup>(1)</sup> Explorer Research.

<sup>(2)</sup> Realty Income estimates based on industry component data.

<sup>(3)</sup> National Association of Convenience Stores. Gross margins are averages over the past five years.

<sup>(4)</sup> U.S. Energy Information Administration and Bureau of Transportation Statistics.

<sup>(5)</sup> Company Filings.

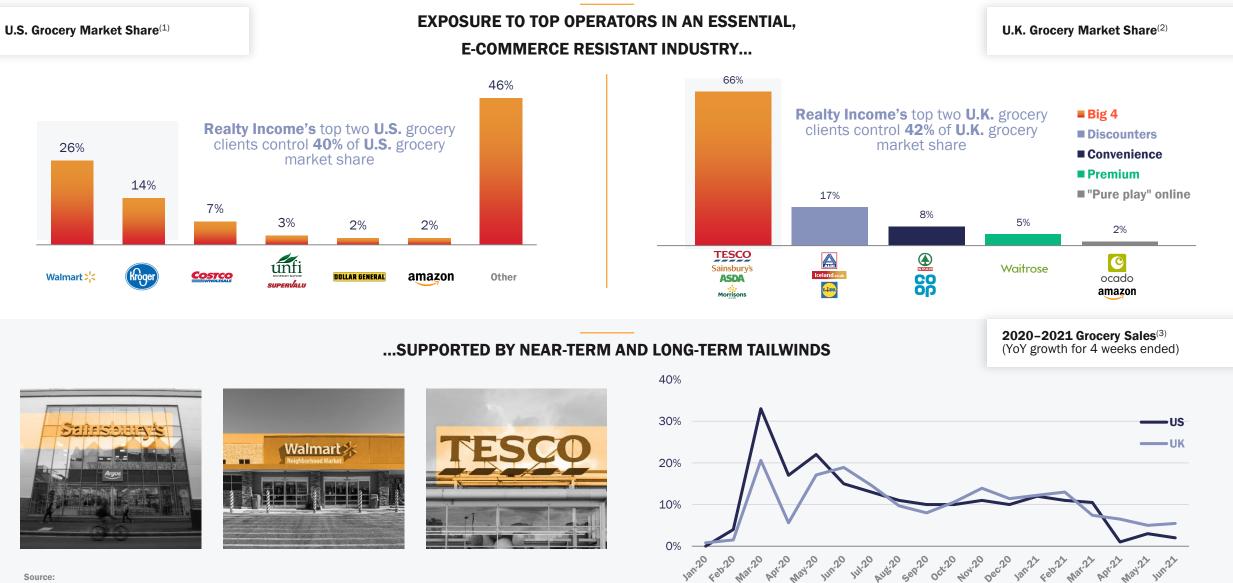


### 7-ELEVEN: INSIDE SAME-STORE SALES:

18 Consecutive Years of Positive Same-Store Sales Growth<sup>(5)</sup>



# Grocery (10.5% of ABR)



Source: <sup>(1)</sup> Barclays Research, 2020.

(2) Kantar World Panel for 12 weeks ending 7/11/2021.

<sup>(3)</sup> The Nielsen Company for US grocery sales and Kantar World Panel for UK grocery sales. Starting April 2021, grocery sales growth is compared to 2019 (pre-pandemic year).



# Drug Stores (7.6% of ABR)

**Bundled service partnerships** and **vertical integration** among incumbents insulates industry from outside threats.



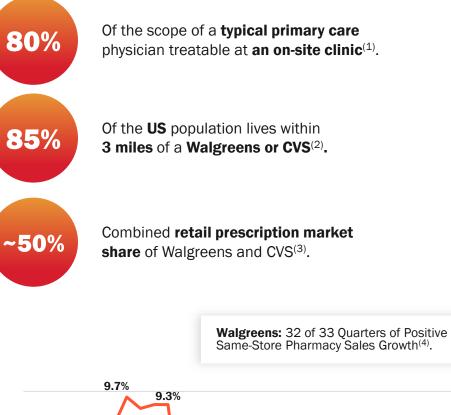


Both **Walgreens** and **CVS** are **investing** in improved customer experience.

Walgreens plans to open **600-700** full-service doctor offices before **2025**.



CVS aims to implement **1,500** Health HUB locations by the end of **2021.** 





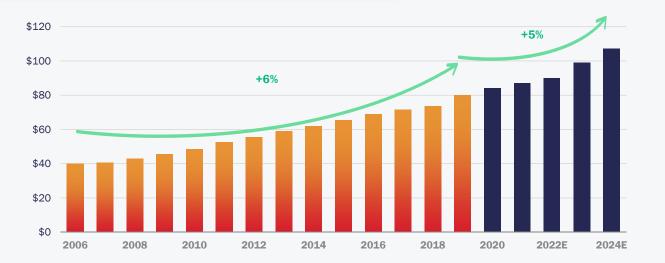


Source: <sup>(1)</sup> CVS filings. <sup>(2)</sup> Company Documents. <sup>(3)</sup> Company Filings as reported by IQVIA. <sup>(4)</sup> Company Filings | Latest reported quarter.

REALTY 🚺 INCOME

# **Dollar Stores (7.4% of ABR)**

**Growing industry:** 89% of all shoppers across geographies, income levels, and demographics shop at discount retailers.





Source: <sup>(1)</sup> National Retail Federation. <sup>(2)</sup> Company Filings.

**US Discount Store Market Size** (in billions)<sup>(1)</sup>

**Dollar General & Dollar Tree:** Same-Store Sales Growth<sup>(2)</sup> **Counter-cyclical** protection due to a trade down effect and e-commerce resiliency.





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# Health & Fitness (6.2% of ABR)



#### Illustrative Gym Rent Coverage Sensitivity

	ORIGINAL ECONOMICS	$\bigtriangleup$	NEW ECONOMICS
REVENUES	100	<b>50</b> %	50
STAFFING COSTS	(25)		(25)
REPAIRS & MAINTENANCE	(5)		(5)
EBITDAR	70		20
RENT	20		20
EBITDAR COVERAGE	3.5x		<b>1.0</b> x

Source: <sup>(1)</sup> IHRSA. <sup>(2)</sup> Average CFC of portfolio based on locations that report sales.

### FAVORABLE CONSUMER TRENDS AND DEMOGRAPHIC TAILWINDS:

- ✓ **Growing market** as consumers increasingly value health.
- Consumer surveys indicate that **94%** of pre-pandemic gym-goers will return in **some capacity**<sup>(1)</sup>.

#### **E-COMMERCE RESILIENT INDUSTRY:**

- Health clubs offer unique experiences to their members that cannot be replicated online (i.e. socializing, amenities).
- Service-oriented business model makes the core real estate essential to operators.

#### ATTRACTIVE MARGIN OF SAFETY, EXPOSURE TO TOP OPERATORS:

- Average CFC of portfolio<sup>(2)</sup> allows for 40% sales drop to breakeven.
- Top exposure is with #1 operator (L.A. Fitness, a low-cost provider) and premium provider that performed well during prior economic downturn (Life Time Fitness).

REALTY 🚺 INCOME

### **Theaters (5.4% of ABR)**

Theatrical Releases are Significant Revenue Generators for Studios

### **PVOD RELEASE**



Release Date 9/4/2020 Budget \$200M Opening Weekend Estimate<sup>(1)</sup> ~\$34M International Box Office<sup>(2)</sup> \$66.8M Hollywood studios receive **55%-60%** of theater ticket sales, incentivizing them to distribute through the theater channel

### THEATER RELEASE

Release Date 7/21/2019
 Budget \$260M
 Opening Weekend Estimate<sup>(1)</sup> ~\$192M
 International Box Office<sup>(2)</sup> \$1.7B

**100% Margin** 

Disney's Box Office Share



55% Margin

Disney's Box Office Share

\$100M+

Est. Disney's Gross Profit

Theatrical releases generate 3X gross profit vs PVOD

Source: <sup>(1)</sup> SambaTV. <sup>(2)</sup> Box Office Mojo.



### **Quick-Service Restaurants (5.4% of ABR)**



#### **RESILIENT BUSINESS MODEL:**

✓ QSRs are less dependent on "dine-in" traffic as their revenue model is based on an "off-premise" and drive-thru (historically 65%+ of sales) offerings.

#### **STRONG VALUE PROPOSITION:**

 In a recessionary environment, consumers tend to be more value-centric and QSR operators benefit from a "trade down" effect from casual dining consumers.

#### **FUNGIBILITY OF REAL ESTATE:**

 Positive re-leasing results on QSR assets due to convenience of real estate location and modest space footprint.

### SAME-STORE SALES TRENDS: QSR RESILIENCE THROUGH THE PANDEMIC UNDERSCORED ITS POSITION AS THE MOST STABLE PERFORMER IN THE RESTAURANT INDUSTRY<sup>(1)</sup>



# Investor Presentation

### **CALCULATED CONSOLIDATION**

August 2021



