

RESEARCH UPDATE
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Market Statistics in USD

| | |
|---------------------------|-------------------|
| Price | \$ 12.12 |
| 52 week Range | \$10.84 - \$20.12 |
| Daily Vol (3-mo. average) | 187,380 |
| Market Cap (M) | \$ 500.6 |
| Enterprise Value (M) | \$1,408.0 |
| Shares Outstanding: (M) | 39.9 |
| Float (M) | 39.3 |
| Public Ownership | 51.9% |
| Institutional Ownership | 46.4% |

Financial Summary in USD

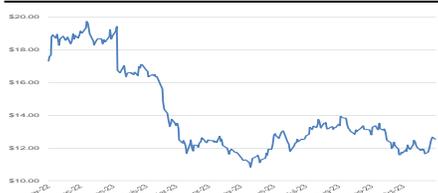
| | |
|--------------|----------|
| Cash (M) | \$ 18.3 |
| Cash/Share | \$ 0.46 |
| Debt (M) | \$ 754.2 |
| Equity (M) | \$ 346.6 |
| Equity/Share | \$ 4.39 |

FYE: Dec **2022** **2023E** **2024E**
(all figures in M, expect per share information)

| | | | |
|-----|----------|----------|----------|
| Rev | \$ 137.7 | \$ 148.9 | \$ 151.1 |
| NOI | \$ 122.1 | \$ 121.3 | \$ 121.7 |

| | | | |
|------------|----------|-----------|----------|
| EBITDA | \$ 105.0 | \$ 108.1 | \$ 108.8 |
| Net Income | \$ (3.0) | \$ (10.1) | \$ 0.7 |
| AFFO/Share | \$ 1.33 | \$ 1.19 | \$ 1.17 |

| | | | |
|------------|-------|-------|-------|
| EV/Revenue | 11.8x | 9.5x | 9.3x |
| EV/EBITDA | 15.5x | 13.0x | 12.9x |
| P/AFFO | 13.9x | 10.1x | 10.4x |


COMPANY DESCRIPTION

Gladstone Commercial Corp is a real-estate investment trust (REIT) that primarily focuses on acquiring, owning, and managing single tenant and anchored multi-tenant net-leased office and industrial properties. The Company also has the capacity to make long-term industrial and commercial mortgage loans to companies of various industries across the United States. Gladstone's investment portfolio consists of real-estate properties that are leased to tenants with small- to medium-sized unrated businesses and larger rated businesses, occupied by companies controlled by buyout funds, and are purchased from and leased back to businesses that are seeking to raise capital. GOOD IPO'd on the NASDAQ in 2003 under the trading symbol GOOD and is currently headquartered in McLean, Virginia.

GLADSTONE COMMERCIAL CORP (NASDAQGS: GOOD)
Company Updates

Transactions: GOOD has remained acquisitive, prioritizing mission critical properties in growth markets at attractive cap rates. The Company reduced its property portfolio by one property to 135 with 110 tenants. This is in-line with management's stated objective to reduce holdings in non-core locations with six exits in the year to date. Most recently, the Company acquired a 67,709 sqft. industrial property located in Indianapolis at a weighted GAAP cap rate of 10.1%.

Decreasing Debt Levels: The Company ended the quarter with a total debt level of \$754.3M with an average interest rate of 5.7%. This translates to a Net Debt/Gross Assets percentage of 45.5%. This is in-line with the 2022 ratio of 45.3%. As the Company continues to recycle assets, we expect debt levels to continue to decrease. We note that the Company repaid \$43.8M in fixed rate debt during 3Q23. Subsequent to the end of the quarter the Company repaid an additional \$9.0M of fixed rate debt.

Fundamentals Remain Strong: GOOD fundamentals remain very strong. Occupancy at the end of the quarter was 96.6% with 100% rent collection throughout the quarter. Lease terms remain strong at 6.8 years, down from 7.1 years in 3Q22. Subsequent to the end of the quarter GOOD collected 100% of rents in October.

Quarterly Results: GOOD reported revenue, EPS, and adj FFO per share of \$36.5M, (\$0.04), and \$0.29, respectively. This compares to our/consensus estimates of \$40.2M/\$38.8M, (\$0.00)/\$0.00, and \$0.42/\$0.35. Net Income to common stockholders was a loss of \$1.4M, largely due to \$6.8M worth of impairment charges in the quarter. Core FFO for the quarter was \$0.34 per share, a decrease from \$0.41 in the last quarter.

Improving Diversification: GOOD continues to pivot from office properties into industrial. In 3Q23 the Company's portfolio consisted of 59% industrial properties and 37% office properties. This was up from 54% industrial and 42% office in 3Q22. This pivot is even more pronounced since 2019 when the Company ended the year with 38% industrial and 57% office.

Payout Ratios: The Company currently pays a 9.6% dividend yield, paying out an annualized \$1.20 per share. This is down from the \$1.50 per share paid out in FY22. As is noted in the valuation segment, despite the decreased dividend the company still appears undervalued. Based on a 3Q23 per share values for FFO of \$0.33, Core FFO of \$0.34, and AFFO of \$0.29 GOOD has payout ratios of 91%, 87% and 103% respectively.

Valuation: We use a combination of comp analysis, Revalued Net Asset Value (reNAV) per share analysis, and a Perpetual Growth Model to frame our valuation of GOOD. When we average these valuation methods it returns a valuation range of \$13.44 to \$16.49 with a mid-point of \$14.93.

Quarterly Results

| | 3Q23 results | | Notes |
|-----------------------------|------------------|------------------|---|
| | Reported | Model | |
| Total revenues | 36.5 | 40.2 | |
| Property Operating Expenses | 6.8 | 7.8 | |
| NOI | 29.6 | 32.4 | NOI margin came in higher than expected |
| NOI Margin | 81.3% | 80.5% | |
| D&A | 12.5 | 17.0 | |
| Other | 10.3 | 3.3 | |
| Total opex | 22.8 | 20.3 | Higher than expected impairment charges brought Opex higher |
| Operating Profit | 6.9 | 12.1 | |
| Operating margin | 18.9% | 30.1% | |
| EBITDA - adjusted | 26.1 | 29.1 | |
| EBITDA margin | 71.6% | 72.4% | |
| EPS - Diluted | \$ (0.04) | \$ (0.00) | |
| FFO/Share | \$ 0.33 | \$ 0.41 | |
| AFFO/Share | \$ 0.29 | \$ 0.42 | |

| | Y/Y Change | | Notes |
|----------------------------|------------------|------------------|--|
| | 3Q22 | 3Q23 | |
| Total revenues | 39.8 | 36.5 | Revenue down 8.5% Y/Y |
| Cost of sales | 6.5 | 6.8 | |
| Gross (loss) profit | 33.3 | 29.6 | |
| Gross margin | 83.6% | 81.3% | |
| D&A | 15.8 | 12.5 | |
| Other | 15.1 | 10.3 | |
| Total opex | 30.9 | 22.8 | Lower D&A as well as lower impairment charges made Opex significantly lower |
| Operating Profit | 2.4 | 6.9 | Strong operating margin expansion Y/Y |
| Operating margin | 6.0% | 18.9% | |
| EBITDA - adjusted | 28.9 | 26.1 | |
| EBITDA margin | 72.5% | 71.6% | |
| EPS - Diluted | \$ (0.02) | \$ (0.04) | Lower gains on sale of real estate assets outweighed the strong operating margin growth to bring per share metrics lower |
| FFO/Share | \$ 0.43 | \$ 0.33 | |
| AFFO/Share | \$ 0.42 | \$ 0.29 | |

Business Overview

Gladstone Commercial Corp (“Good” or “The Company”) is a real-estate investment trust (REIT) that primarily focuses on acquiring, owning, and managing single tenant and anchored multi-tenant net-leased office and industrial properties. The Company also has the capacity to make long-term industrial and commercial mortgage loans to companies of various industries across the United States. Gladstone’s investment portfolio consists of real-estate properties that are leased to tenants with small- to medium-sized unrated businesses and larger rated businesses, occupied by companies controlled by buyout funds, and are purchased from and leased back to businesses that are seeking to raise capital. As of June 30, 2023, Gladstone owns 136 properties totaling 17.2 million square feet. GOOD IPO’d on the NASDAQ in 2003 under the trading symbol GOOD and is currently headquartered in McLean, Virginia.

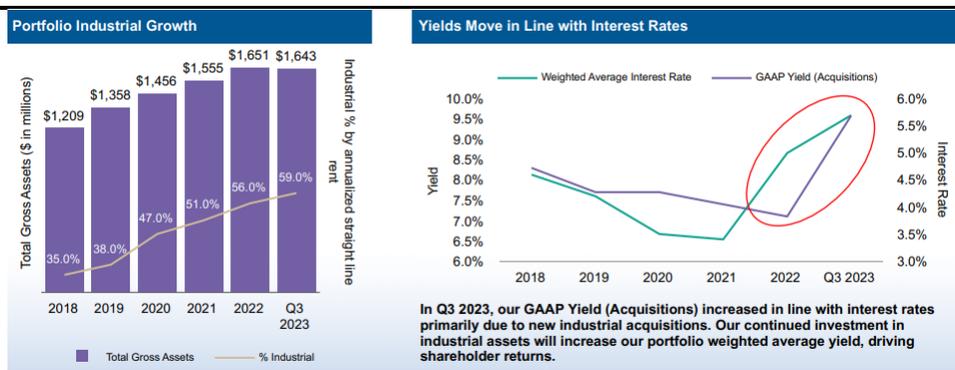
Exhibit 1: Current Portfolio

| Portfolio data ¹ | |
|--------------------------------------|----------|
| Total assets (\$mm) | \$ 1,167 |
| Properties | 135 |
| Tenants | 110 |
| Industries | 19 |
| States | 27 |
| Average remaining lease term (years) | 6.8 |
| Occupancy | 96.6 % |
| Square footage owned (mm) | 17.2 |

Source: Company Presentation

Acquisitions are a key component of Gladstone’s business. Management is highly selective in its acquisitions, focusing on candidates with accretive returns that are in targeted growth markets and are accretive to the portfolio. As of 3Q23, GOOD’s total assets were \$1.2B, increasing approximately 26% since 2017. In 2018, Gladstone began shifting its focus to acquiring industrial assets in attractive growth markets with long-term net leases to credit tenants. As of 3Q23, 59% of the portfolio is based in industrial assets, up from 39% at the end of FY19.

Exhibit 2: Industrial Asset Growth



Source: Company Presentation

Gladstone is led by an extensively experienced management team with a combined industry experience of over 130 years. Management's background involves buying, leasing, and owning office and industrial real estate, as well as a vast knowledge of lending and investing in middle market and larger operating companies. At the helm is founder and CEO David Gladstone who has extensive experience including commercial lending, investing, and buyout scenarios, and Buzz Cooper who has been with the Company for over 20 years and whose experience includes asset and property acquisitions, buying loans from RTC and making real estate backed loans.

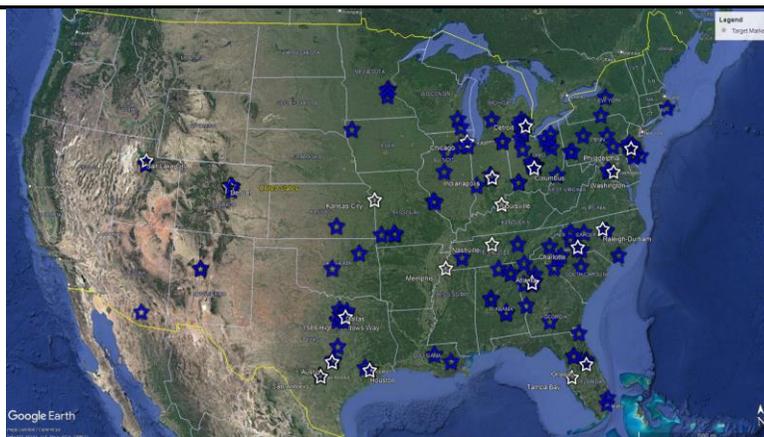
Market Strategy

Gladstone has a market strategy driven by a highly diversified portfolio, stable income streams, selective underwriting, predictable cash flows from quality assets, and matching long-term leases with long-term fixed rate debt. These elements are crucial to GOOD's investment philosophy and have allowed the Company to maintain a stable portfolio and strong balance sheet, which positions GOOD to continue making strategic acquisitions.

Highly Diversified Portfolio:

Gladstone prioritizes tenants that are diversified by geography, industry, property type, and by size, ranging from small private companies to large publicly traded corporations. These larger public tenants include General Motors (NYSE: GM), Automatic Data Processing, Inc. (NasdaqGS: ADP), and T-Mobile US, Inc. (NasdaqGS: TMUS). Midsize tenants occupying properties ranging from 30-150K SF (office) and 75-500K SF (industrial) are the portfolio's primary focus. GOOD's tenants represent 19 different industries such as automotive, telecommunications, and building and real estate, which make up 15%, 10%, and 10% of the portfolio, respectively. Moreover, the group is geographically diverse, spreading across 27 U.S. states shown in exhibit 3. This diversity has aided GOOD to maintain stability and mitigate risks.

Exhibit 3: Gladstone's Properties



Source: Company Presentation

Stable Income Streams:

The Company targets growth markets across the U.S. to accumulate assets in specific markets to create valuable portfolios. This strategy emphasizes submarkets with strong economic components, including population growth, a diverse industry base, constrained supply, and high barriers to entry. These promising growth markets present GOOD with a stable income stream that strengthens the portfolio.

Selective Underwriting:

Gladstone analyzes potential acquisitions by considering potential tenant strength based off financial statements, capital structures, credit ratings, management experience, industry fundamentals, and their ability to withstand downturns, as well as assessing markets poised for growth, asset quality, and focused transactions. This is a proven strategy that has led to consistently strong growth. As a result, GOOD’s occupancy is now at 96.6% and has never fallen below 95% since IPO in 2003. Most recently, the Company acquired a 67,709 sqft. Industrial property located in Indianapolis at a weighted GAAP cap rate of 10.1%.

Predictable Cash from Quality Assets:

The portfolio contains quality assets with flexible configurations that are critical to their tenants’ operations. Gladstone targets net leases with 7+ years remaining once acquired. These properties include single tenant and anchored multi-tenant office and industrial properties. Industrial properties have progressively become the management’s priority and now make up 59% of the portfolio.

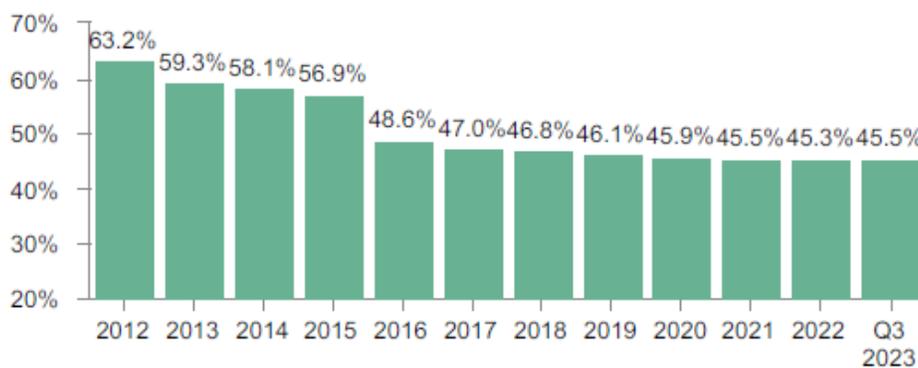
Historically, GOOD acquires triple net (NNN) leases, which requires tenants to pay rent, plus all of the taxes, property insurance and maintenance/repair costs. The advantages of triple net leases include consistent cash flows with predictable returns and higher yields than comparable assets.

Matching Long-term Leases with Long-term Fixed Rate Debt:

Gladstone mitigates the risk against the possibility of both another recession and increasing interest rates by matching long-term leases with long-term fixed debt. From this, management has focused on deleveraging and refinancing debt at lower rates. Net debt as a percentage of gross assets is currently 45.5% as of 3Q23, decreasing 1,770bps since 2012. There are significant opportunities to create savings through refinancing of debt. The proceeds from refinancing debt help fuel GOOD’s acquisition pipeline.

Exhibit 4: Deleveraging

Reducing Leverage¹

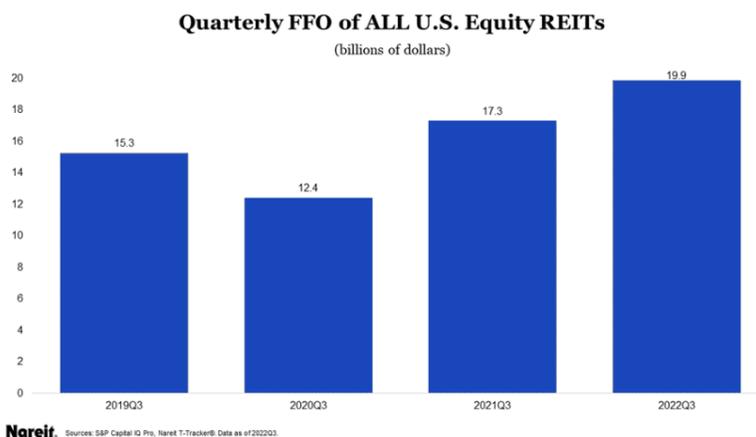


Source: Company Presentation

Industry Overview

U.S. equity REITs experienced reduction in funds from operations (FFO) as a result of the Covid-19 pandemic. However, REITs quickly rebounded and even surpassed pre-pandemic levels. This plays into the fact that REITs historically outperform private real estate and the overall market during and after recessions, shown in exhibit 5. Companies across all industries have instituted return-to-work policies after a movement to work from home in 2020, which will increase broad occupancy rates going forward and thus lead to stronger leasing and operational performance for REITs going forward.

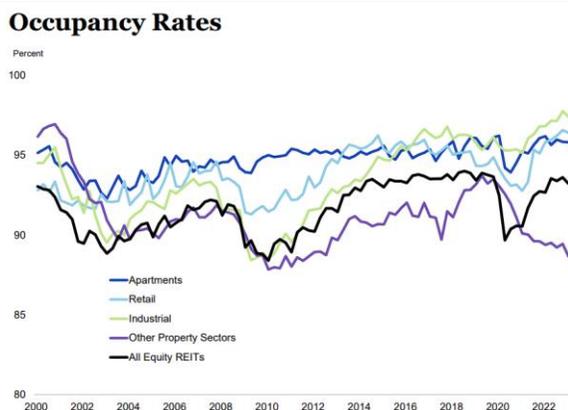
Exhibit 5: Equity REIT Funds From Operations (FFO) Growth



Source: NAREIT T-tracker

As of 3Q23, occupancy rates in the industrial sector are the highest amongst all industries at over 96.6%. In fact, demand for industrial properties has outpaced all other industries for the last 8 quarters, shown in exhibit 6. Despite a plateau in starts and sales due to higher rates and economic uncertainty, industrial occupancy has persisted, and long-term demand remains positive. Comparatively, office space development has declined and there is a record high of office properties being demolished, redeveloped, or converted. The pivot to industrials properties bodes well for GOOD going forward as the Company continues to transition their portfolio to a higher concentration in industrial properties.

Exhibit 6: Occupancy Rates by Industry



Source: NAREIT T-tracker

Risks

As with any investment, there are certain risks associated with GOODs operations as well as with the surrounding economic and regulatory environments common to the real estate industry.

Competition – GOOD operates in a highly competitive industry with low barriers to entry. The Company competes with other REITs and lenders, some of whom have greater access to financial resources. Should GOOD lose out on quality properties in potential growth markets to its competitors, its operations and ability to grow its portfolio are at risk.

Interest Rates – High interest rates have historically impacted the value of real estate. Considering REITs are significantly sensitive to volatile movements in interest rates as a result of their leverage, GOOD could see a reduction in the value of its assets as well as a rise in the cost of debt should rates remain volatile.

Tenants – Weakening economic conditions could cause GOOD's tenants to be unable to meet lease obligations. Any failure to meet these obligations would result in a significant impact on GOOD's operations.

Geography – The locations of GOOD's geographic markets pose environmental and economic risks. Immobile hard assets are subject to environmental disasters such as forest fires, tornadoes, and earthquakes which could damage the properties.

VALUATION SUMMARY

We use a combination of comp analysis, reNAV per share analysis, and a Perpetual Growth Model based on the most recent FFO Payout Ratio to frame our valuation of GOOD. When we average these valuation methods it returns a valuation range of \$13.44 to \$16.49 with a mid-point of \$14.93.

| Company Name | Symbol | Price ⁽¹⁾ | Mrkt Cap | EV | Div Yield | BV/Share | EV/Revenue ^(2,3) | | | EV/EBITDA ^(2,3) | | | Price/AFFO ^(2,3) | | |
|------------------------------------|--------|----------------------|------------|-------------|-----------|----------|-----------------------------|-------|-------|----------------------------|-------|-------|-----------------------------|-------|-------|
| | | | | | | | 2022 | 2023E | 2024E | 2022 | 2023E | 2024E | 2022 | 2023E | 2024E |
| Armada Hoffer Properties, Inc. | AHH | \$ 10.20 | \$ 708.7 | \$ 2,293.9 | 7.5% | \$ 10.25 | 10.2x | 9.7x | 9.2x | 16.7x | 13.8x | 13.2x | 11.6x | 10.4x | 10.3x |
| Broadstone Net Lease, Inc. | BNL | \$ 14.56 | \$ 2,767.7 | \$ 4,702.6 | 7.7% | \$ 16.66 | 12.2x | 10.5x | 10.2x | 14.5x | 11.7x | 11.3x | 11.6x | 10.3x | 10.0x |
| Alpine Income Property Trust, Inc. | PINE | \$ 15.56 | \$ 215.4 | \$ 474.7 | 7.0% | \$ 19.12 | 11.7x | 10.3x | 9.4x | 15.7x | 14.3x | 12.6x | 10.8x | 10.3x | 9.6x |
| CTO Realty Growth, Inc. | CTO | \$ 16.50 | \$ 380.2 | \$ 897.8 | 9.1% | \$ 21.06 | 10.5x | 8.8x | 8.2x | 15.6x | 15.1x | 13.6x | 10.0x | 9.6x | 10.8x |
| LXP Industrial Trust | LXP | \$ 8.28 | \$ 2,458.1 | \$ 4,043.1 | 6.2% | \$ 7.39 | 14.3x | 11.8x | 11.7x | 20.3x | 17.2x | 16.3x | 13.9x | 13.4x | 12.8x |
| Motiv Industrial, Inc. | MDV | \$ 15.76 | \$ 117.8 | \$ 480.1 | 7.4% | \$ 20.54 | 7.8x | 10.4x | 9.3x | 13.7x | 14.2x | 12.4x | 7.4x | 12.4x | 12.1x |
| NNN REIT, Inc. | NNN | \$ 38.32 | \$ 7,067.7 | \$ 11,217.8 | 5.8% | \$ 22.79 | 15.5x | 13.7x | 12.9x | 17.0x | 14.9x | 14.1x | N/A | 11.8x | 11.5x |
| NETSTREIT Corp. | NTST | \$ 15.35 | \$ 1,069.0 | \$ 1,614.7 | 5.3% | \$ 17.77 | 14.8x | 12.4x | 10.7x | 21.8x | 17.1x | 13.4x | N/A | 12.6x | 12.4x |
| One Liberty Properties, Inc. | OLP | \$ 19.00 | \$ 407.4 | \$ 831.5 | 9.4% | \$ 14.80 | 9.5x | 9.2x | 8.8x | 15.8x | 13.1x | 12.6x | 11.2x | 9.5x | 9.0x |
| Spirit Realty Capital, Inc. | SRC | \$ 38.45 | \$ 5,429.9 | \$ 9,282.2 | 7.0% | \$ 30.61 | 13.0x | 12.1x | 11.5x | 14.9x | 13.7x | 13.2x | 11.2x | 10.6x | 10.5x |
| STAG Industrial, Inc. | STAG | \$ 34.40 | \$ 6,246.0 | \$ 8,817.4 | 4.3% | \$ 18.84 | 12.6x | 12.5x | 11.8x | 17.2x | 16.9x | 16.1x | N/A | 17.1x | 16.5x |
| | | | | Average | 7.0% | \$ 18.17 | 12.0x | 11.0x | 10.3x | 16.7x | 14.7x | 13.5x | 11.0x | 11.6x | 11.4x |
| | | | | Median | 7.0% | \$ 18.84 | 12.2x | 10.5x | 10.2x | 15.8x | 14.3x | 13.2x | 11.2x | 10.6x | 10.8x |
| Gladstone Commercial Corporatio | GOOD | \$ 12.12 | \$ 500.6 | \$ 1,408.0 | 9.6% | \$ 4.39 | 11.8x | 9.5x | 9.3x | 15.5x | 13.0x | 12.9x | 13.9x | 10.1x | 10.4x |

(1) Previous day's closing price

(2) Estimates are from Capital IQ

(3) Forward estimates as of calendar year

Source: Company reports, CapitalIQ, Stonegate Capital Partners

We are using an EV/EBITDA and Price/AFFO framework to inform our GOOD valuation. Currently GOOD is trading at a FY24 EV/EBITDA of 12.9x compared to comps at an average of 13.5x. We are using our F24 expected EBITDA, and an EV/EBITDA range of 13.0x to 14.0x with a midpoint of 13.5x which moves GOOD closer to comp companies. This arrives at a valuation range of \$12.68 to \$15.40 with a mid-point of \$14.04. For our Price/AFFO analysis, GOOD is trading at a FY24 multiple of 10.4x compared to comps at an average of 11.4x. We are using our F24 expected AFFO, and a Price/AFFO range of 11.0x to 12.0x with a midpoint of 11.5x. This arrives at a valuation range of \$12.84 to \$14.00 with a mid-point of \$13.42.

For our NAV analysis we use a cap rate range of 7.00% and 8.00% which we believe is reasonable given the Company's recent transactions. This arrives at a reNAV/Share range of \$15.52 to \$20.95 with a mid-point of \$18.06.

| reNAV Sensitivity Analysis | | | | | | | | | |
|----------------------------|----------|----------|----------|----------|----------|----------|----------|----------|----------|
| reNAV/Share | \$ 15.52 | \$ 15.52 | \$ 15.52 | \$ 18.06 | \$ 18.06 | \$ 18.06 | \$ 20.95 | \$ 20.95 | \$ 20.95 |
| Discount to NAV | 75% | 80% | 85% | 75% | 80% | 85% | 75% | 80% | 85% |
| Price | \$ 11.64 | \$ 12.42 | \$ 13.20 | \$ 13.54 | \$ 14.44 | \$ 15.35 | \$ 15.71 | \$ 16.76 | \$ 17.81 |

| EV/EBITDA | | | |
|---------------|----------|----------|----------|
| 2024 E | 13.00x | 13.50x | 14.00x |
| Adj EBITDA | 108.8 | 108.8 | 108.8 |
| TEV | 1,413.8 | 1,468.2 | 1,522.6 |
| Cash | 18.3 | 18.3 | 18.3 |
| Debt | 754.2 | 754.2 | 754.2 |
| Mezz Equity | 170.0 | 170.0 | 170.0 |
| Minority Int. | 1.5 | 1.5 | 1.5 |
| Mrkt Cap | 506.4 | 560.8 | 615.1 |
| S/O | 39.9 | 39.9 | 39.9 |
| Price | \$ 12.68 | \$ 14.04 | \$ 15.40 |

| Price/AFFO | | | |
|------------|----------|----------|----------|
| 2024 E | 11.00x | 11.50x | 12.00x |
| AFFO/Sh. | 1.17 | 1.17 | 1.17 |
| Price | \$ 12.84 | \$ 13.42 | \$ 14.00 |

| NAV | | | |
|----------------------------|----------|----------|----------|
| 2023E NOI | \$ 121.3 | \$ 121.3 | \$ 121.3 |
| Est. Cap Rate ¹ | 8.00% | 7.50% | 7.00% |
| Est. NAV | 1,516.9 | 1,618.0 | 1,733.6 |
| Cash | 29.0 | 29.0 | 29.0 |
| Debt | 754.2 | 754.2 | 754.2 |
| Mezz Equity | 170.0 | 170.0 | 170.0 |
| Minority Int. | 1.5 | 1.5 | 1.5 |
| Mrkt Cap | 620.2 | 721.3 | 836.9 |

| | | | |
|-------------|----------|----------|----------|
| S/O | 39.9 | 39.9 | 39.9 |
| reNAV/Share | \$ 15.52 | \$ 18.06 | \$ 20.95 |

(1) Estimate based on Company Reported Cap Rates

Finally, we look at a perpetual growth model to account for the recent reduction in dividends. Even when we apply the current reduced FFO payout ratio of 90% to our forward estimated FY24 FFO we still expect a payout per share of at least \$1.27 which when used in a perpetual growth model returns a valuation range of \$16.10 to \$20.10 with a mid-point of \$18.10. This conservative valuation approach still results in a premium to current price of 32.9% to 65.9% with a mid-point of 49.4%.

| Perpetual Growth Model | | | | | | | | | |
|------------------------------|----------|----------|----------|----------|----------|----------|----------|----------|----------|
| 2024E FFO | 56.1 | 59.0 | 62.0 | 56.1 | 59.0 | 62.0 | 56.1 | 59.0 | 62.0 |
| Payout Ratio (Low, LQ, High) | 80% | | | 90% | | | 100% | | |
| Forward Payout (\$M) | 47.5 | | | 53.4 | | | 59.3 | | |
| Forward S/O | 42.2 | | | 42.2 | | | 42.2 | | |
| Payout Per Share | \$ 1.13 | | | \$ 1.27 | | | \$ 1.41 | | |
| Discount Rate | 10.50% | 10.00% | 9.50% | 10.50% | 10.00% | 9.50% | 10.50% | 10.00% | 9.50% |
| Growth Rate | 3.0% | 3.0% | 3.0% | 3.0% | 3.0% | 3.0% | 3.0% | 3.0% | 3.0% |
| Price | \$ 15.03 | \$ 16.10 | \$ 17.34 | \$ 16.90 | \$ 18.10 | \$ 19.50 | \$ 18.76 | \$ 20.10 | \$ 21.65 |

BALANCE SHEET

| Gladstone Commercial Corporation | | | | | | | | | | | | | | | | |
|---|--------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Consolidated Balance Sheets (\$M) | | | | | | | | | | | | | | | | |
| Fiscal Year End: December | | | | | | | | | | | | | | | | |
| ASSETS | FY 2018 | FY2019 | FY 2020 | Q1 Mar-21 | Q2 Jun-21 | Q3 Sep-21 | Q4 Dec-21 | FY 2021 | Q1 Mar-22 | Q2 Jun-22 | Q3 Sep-22 | Q4 Dec-22 | FY 2022 | Q1 Mar-23 | Q2 Jun-23 | Q3 Sep-23 |
| Real Estate At Cost | 946.6 | 1,057.0 | 1,128.7 | 1,144.0 | 1,152.3 | 1,172.5 | 1,225.3 | 1,225.3 | 1,240.9 | 1,260.4 | 1,279.5 | 1,287.3 | 1,287.3 | 1,285.5 | 1,232.9 | 1,226.5 |
| Accumulated Depreciation | (178.3) | (207.5) | (228.5) | (240.4) | (249.8) | (257.1) | (266.7) | (266.7) | (276.6) | (279.3) | (284.8) | (287.0) | (287.0) | (294.8) | (286.9) | (292.0) |
| Total Real Estate, net | 768.4 | 849.5 | 900.2 | 903.6 | 902.5 | 915.5 | 958.6 | 958.6 | 964.3 | 981.1 | 994.7 | 1,000.3 | 1,000.3 | 990.8 | 945.9 | 934.5 |
| Lease Intangibles | 111.4 | 115.5 | 117.4 | 114.1 | 111.1 | 111.8 | 114.5 | 114.5 | 112.7 | 111.7 | 113.0 | 111.6 | 111.6 | 107.8 | 104.4 | 102.6 |
| Real Estate and Related Assets Held for Sale, Net | 4.2 | 4.0 | 8.5 | - | - | 4.0 | - | - | - | 18.4 | 11.4 | 3.0 | 3.0 | 4.7 | 36.8 | 29.4 |
| Cash and Cash Equivalents | 6.6 | 6.8 | 11.0 | 9.9 | 14.6 | 10.2 | 8.0 | 8.0 | 9.6 | 10.7 | 13.5 | 11.7 | 11.7 | 14.3 | 16.5 | 18.3 |
| Restricted Cash | 2.5 | 4.6 | 5.1 | 4.7 | 4.6 | 5.0 | 5.2 | 5.2 | 5.1 | 4.5 | 4.1 | 4.3 | 4.3 | 4.5 | 4.1 | 3.8 |
| Funds Held in Escrow | 6.0 | 7.2 | 9.1 | 7.9 | 8.3 | 8.9 | 7.3 | 7.3 | 9.8 | 10.0 | 9.5 | 8.8 | 8.8 | 5.9 | 8.5 | 8.5 |
| Right-of-use Assets from Operating Leases | - | 5.8 | 5.6 | 5.5 | 5.5 | 5.4 | 5.4 | 5.4 | 5.3 | 5.2 | 5.2 | 5.1 | 5.1 | 5.1 | 5.0 | 5.0 |
| Deferred Rents Receivable | 34.8 | 37.2 | 36.6 | 36.8 | 37.7 | 38.2 | 39.1 | 39.1 | 38.0 | 38.4 | 38.9 | 38.9 | 38.9 | 39.7 | 40.0 | 40.5 |
| Other Assets | 4.9 | 8.9 | 4.5 | 5.8 | 4.9 | 5.8 | 5.4 | 5.4 | 9.7 | 13.3 | 19.3 | 17.7 | 17.7 | 13.9 | 20.7 | 24.7 |
| Total Assets | 938.8 | 1,039.5 | 1,097.9 | 1,088.3 | 1,089.2 | 1,104.8 | 1,143.4 | 1,143.4 | 1,154.4 | 1,193.4 | 1,209.7 | 1,201.5 | 1,201.5 | 1,186.6 | 1,181.9 | 1,167.2 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | | | | | | | | | | | | |
| Mortgage Note Payable, Net | 441.3 | 453.7 | 456.2 | 454.4 | 451.2 | 448.0 | 449.9 | 449.9 | 446.7 | 462.8 | 367.6 | 359.4 | 359.4 | 354.6 | 348.4 | 311.0 |
| Borrowings Under Revolver | 50.1 | 51.6 | 53.3 | - | - | 2.1 | 33.6 | 33.6 | 34.6 | 47.0 | 7.8 | 23.3 | 23.3 | 26.3 | 38.5 | 71.0 |
| Borrowings under Term Loans, net | 74.6 | 121.3 | 159.2 | 208.8 | 208.9 | 224.0 | 224.0 | 224.0 | 224.1 | 224.2 | 366.4 | 366.6 | 366.6 | 366.7 | 366.9 | 367.1 |
| Deferred Rent Liability, Net | 17.3 | 19.3 | 20.6 | 20.1 | 19.4 | 22.5 | 26.8 | 26.8 | 29.3 | 38.5 | 40.7 | 40.0 | 40.0 | 38.8 | 35.8 | 31.8 |
| Operating Lease Liabilities | - | 5.8 | 5.7 | 5.6 | 5.6 | 5.6 | 5.5 | 5.5 | 5.5 | 5.4 | 5.4 | 5.3 | 5.3 | 5.3 | 5.2 | 5.1 |
| Liabilities Related to Assets Held for Sale, Net | - | 0.0 | - | - | - | 0.0 | - | - | - | 0.2 | 0.0 | - | - | - | 0.9 | 0.6 |
| Asset Retirement Obligations | 2.9 | 3.1 | 3.1 | 3.1 | 3.1 | 3.2 | 3.8 | 3.8 | 3.8 | 4.3 | 4.5 | 4.8 | 4.8 | 4.8 | 4.8 | 4.8 |
| Accounts Payable and Accrued Expenses | 2.7 | 5.6 | 4.5 | 5.4 | 8.0 | 8.0 | 6.7 | 6.7 | 5.4 | 8.8 | 10.9 | 9.6 | 9.6 | 9.8 | 11.5 | 13.6 |
| Due to Adviser and Administrator | 2.5 | 2.9 | 3.0 | 3.2 | 3.1 | 3.2 | 3.4 | 3.4 | 3.6 | 3.6 | 3.7 | 3.4 | 3.4 | 2.5 | 2.6 | 2.6 |
| Other Liabilities | 7.3 | 12.9 | 17.1 | 15.2 | 15.0 | 16.6 | 16.8 | 16.8 | 16.7 | 14.4 | 15.1 | 14.6 | 14.6 | 17.2 | 13.6 | 12.9 |
| Total Liabilities | 598.8 | 676.3 | 722.6 | 715.9 | 714.2 | 733.0 | 770.5 | 770.5 | 769.6 | 809.2 | 822.0 | 826.9 | 826.9 | 825.9 | 828.2 | 820.5 |
| Mezzanine Equity | 85.6 | 152.2 | 159.3 | 159.3 | 170.3 | 170.3 | 170.3 | 170.3 | 170.3 | 170.3 | 170.3 | 170.1 | 170.1 | 170.0 | 170.0 | 170.0 |
| Total Mezzanine Equity | 85.6 | 152.2 | 159.3 | 159.3 | 170.3 | 170.1 | 170.1 | 170.0 | 170.0 | 170.0 |
| Senior Common Stock - Par Value | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Common Stock - Par Value | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Series F preferred stock - Par Value | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Additional Paid in Capital | 560.0 | 571.2 | 626.5 | 639.1 | 648.1 | 656.8 | 671.1 | 671.1 | 692.8 | 705.6 | 717.1 | 721.3 | 721.3 | 725.9 | 728.6 | 729.4 |
| Accumulated Other Comprehensive Income | (0.1) | (2.1) | (4.3) | (1.9) | (2.6) | (2.1) | (1.3) | (1.3) | 2.9 | 5.5 | 12.4 | 11.6 | 11.6 | 6.0 | 14.3 | 19.8 |
| Distributions in Excess of Accumulated Earnings | (310.1) | (361.0) | (409.0) | (425.4) | (442.1) | (454.5) | (468.5) | (468.5) | (482.5) | (498.6) | (514.1) | (530.2) | (530.2) | (542.9) | (560.7) | (574.1) |
| Total Parent Net Equity | 249.7 | 208.1 | 213.2 | 211.7 | 203.4 | 200.3 | 201.3 | 201.3 | 213.3 | 212.6 | 215.4 | 202.8 | 202.8 | 189.0 | 182.2 | 175.1 |
| Minority interest | 4.7 | 2.9 | 2.9 | 1.4 | 1.3 | 1.3 | 1.3 | 1.3 | 1.3 | 1.3 | 1.9 | 1.8 | 1.8 | 1.6 | 1.5 | 1.5 |
| Total Consolidated Equity | 340.0 | 363.2 | 375.3 | 372.4 | 375.0 | 371.8 | 372.8 | 372.8 | 384.8 | 384.2 | 387.6 | 374.6 | 374.6 | 360.7 | 353.8 | 346.6 |
| Total Liabilities and Shareholders' Equity | 938.8 | 1,039.5 | 1,097.9 | 1,088.3 | 1,089.2 | 1,104.8 | 1,143.4 | 1,143.4 | 1,154.4 | 1,193.4 | 1,209.7 | 1,201.5 | 1,201.5 | 1,186.6 | 1,181.9 | 1,167.2 |

Source: Company Reports, Stonegate Capital Partners

INCOME STATEMENT

| Gladstone Commercial Corporation Consolidated Statements of Income (in \$M, except per share amounts) Fiscal Year End: December | | | | | | | | | | | | | | | | | | | |
|---|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|----------------|----------------|----------------|----------------|-----------------|----------------|----------------|----------------|----------------|-----------------|
| | FY 2018 | FY 2019 | FY 2020 | FY 2021 | Q1 Mar-22 | Q2 Jun-22 | Q3 Sep-22 | Q4 Dec-22 | FY 2022 | Q1 Mar-23 | Q2 Jun-23 | Q3 Sep-23 | Q4 E Dec-23 | FY 2023E | Q1 E Mar-24 | Q2 E Jun-24 | Q3 E Sep-24 | Q4 E Dec-24 | FY 2024E |
| Revenue | \$ 106.8 | \$ 114.4 | \$ 133.2 | \$ 137.7 | \$ 35.5 | \$ 36.4 | \$ 39.8 | \$ 37.2 | \$ 149.0 | \$ 36.6 | \$ 38.7 | \$ 36.5 | \$ 37.2 | \$ 148.9 | \$ 37.1 | \$ 39.2 | \$ 37.0 | \$ 37.8 | \$ 151.1 |
| Total Revenues | 106.8 | 114.4 | 133.2 | 137.7 | 35.5 | 36.4 | 39.8 | 37.2 | 149.0 | 36.6 | 38.7 | 36.5 | 37.2 | 148.9 | 37.1 | 39.2 | 37.0 | 37.8 | 151.1 |
| Property Operating Expenses | 11.5 | 12.6 | 26.0 | 27.1 | 6.6 | 7.0 | 6.5 | 6.7 | 26.8 | 6.7 | 6.7 | 6.8 | 7.3 | 27.5 | 7.2 | 7.7 | 7.2 | 7.4 | 29.5 |
| Net Operating Income | 95.3 | 101.8 | 107.1 | 110.6 | 28.9 | 29.4 | 33.3 | 30.5 | 122.1 | 29.8 | 31.9 | 29.6 | 30.0 | 121.3 | 29.9 | 31.6 | 29.8 | 30.4 | 121.7 |
| Depreciation and Amortization | 47.6 | 52.0 | 55.4 | 60.3 | 14.7 | 15.2 | 15.8 | 16.0 | 61.7 | 15.5 | 16.9 | 12.5 | 14.0 | 58.9 | 14.5 | 14.5 | 14.5 | 14.5 | 58.0 |
| Base Management Fee | 5.1 | 5.2 | 5.6 | 5.9 | 1.5 | 1.6 | 1.6 | 1.6 | 6.3 | 1.6 | 1.6 | 1.6 | 1.6 | 6.4 | 1.6 | 1.6 | 1.6 | 1.6 | 6.4 |
| Incentive Fee | 3.0 | 3.7 | 4.3 | 4.8 | 1.3 | 1.3 | 1.5 | 1.1 | 5.3 | - | - | - | - | - | - | - | - | - | - |
| Administration Fee | 1.6 | 1.7 | 1.6 | 1.4 | 0.5 | 0.4 | 0.5 | 0.5 | 1.9 | 0.6 | 0.5 | 0.6 | 0.6 | 2.3 | 0.6 | 0.6 | 0.6 | 0.6 | 2.2 |
| General and Administrative | 2.4 | 3.2 | 3.3 | 3.2 | 1.0 | 1.0 | 0.8 | 0.9 | 3.7 | 1.1 | 1.1 | 1.3 | 1.1 | 4.5 | 1.1 | 1.1 | 1.1 | 1.1 | 4.3 |
| Impairment Charge | - | 1.8 | 3.6 | - | - | 1.4 | 10.7 | - | 12.1 | - | 6.8 | 6.8 | - | 13.6 | - | - | - | - | - |
| Total Operating Expenses | 59.7 | 67.6 | 73.9 | 75.7 | 19.0 | 20.8 | 30.9 | 20.2 | 90.9 | 18.7 | 27.0 | 22.8 | 17.2 | 85.7 | 17.7 | 17.7 | 17.7 | 17.7 | 70.9 |
| Operating Income | 35.7 | 34.2 | 33.3 | 34.9 | 9.9 | 8.6 | 2.4 | 10.3 | 31.2 | 11.1 | 4.9 | 6.9 | 12.7 | 35.7 | 12.1 | 13.9 | 12.1 | 12.7 | 50.8 |
| Interest Expense | (26.2) | (28.3) | (26.8) | (26.9) | (6.6) | (7.1) | (9.1) | (9.6) | (32.5) | (8.8) | (9.1) | (9.9) | (9.9) | (37.8) | (9.4) | (9.4) | (9.4) | (9.4) | (37.7) |
| Gain/Loss on Sale of Real Estate | 2.8 | 3.0 | 8.1 | (1.1) | - | - | 8.9 | 1.2 | 10.1 | - | (0.5) | 4.7 | - | 4.2 | - | - | - | - | - |
| Other Income | 0.1 | 0.7 | 0.4 | 2.9 | 0.1 | 0.1 | 0.3 | (0.1) | 0.5 | 0.1 | 0.0 | 0.2 | - | 0.3 | - | - | - | - | - |
| Net Income | 12.3 | 9.5 | 15.0 | 9.7 | 3.4 | 1.6 | 2.5 | 1.8 | 9.3 | 2.4 | (4.6) | 1.8 | 2.8 | 2.4 | 2.7 | 4.4 | 2.6 | 3.3 | 13.0 |
| Non-Controlling Interest | (0.0) | 0.1 | (0.0) | 0.0 | (0.0) | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.1 | (0.0) | 0.0 | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Distributions to D,E,F, & G Preferred Stock | (10.4) | (10.8) | (11.0) | (11.5) | (2.9) | (3.0) | (3.0) | (3.0) | (11.9) | (3.0) | (3.1) | (3.1) | (3.0) | (12.2) | (3.0) | (3.0) | (3.0) | (3.0) | (12.0) |
| Offering Cost Write Off | - | (2.7) | - | (2.1) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Distributions Attributable to Senior Common | (0.9) | (0.9) | (0.8) | (0.7) | (0.1) | (0.1) | (0.1) | (0.1) | (0.5) | (0.1) | (0.1) | (0.1) | (0.1) | (0.4) | (0.1) | (0.1) | (0.1) | (0.1) | (0.4) |
| Loss on Extinguishment of Series F Stock | - | - | - | - | (0.0) | - | - | (0.0) | (0.0) | (0.0) | (0.0) | (0.0) | (0.0) | (0.0) | (0.0) | (0.0) | (0.0) | (0.0) | (0.0) |
| Gain on Repurchase of Series G Stock | - | - | - | - | - | - | - | 0.0 | 0.0 | 0.0 | - | - | - | 0.0 | - | - | - | - | - |
| Net Income To Common Stkhdrs | 1.0 | (4.8) | 3.1 | (4.6) | 0.3 | (1.4) | (0.6) | (1.3) | (3.0) | (0.7) | (7.7) | (1.4) | (0.3) | (10.1) | (0.4) | 1.3 | (0.4) | 0.2 | 0.7 |
| Dividend Per Share | \$ 1.50 | \$ 1.50 | \$ 1.50 | \$ 1.50 | \$ 0.38 | \$ 0.38 | \$ 0.38 | \$ 0.38 | \$ 1.50 | \$ 0.30 | \$ 0.30 | \$ 0.30 | \$ 0.30 | \$ 1.20 | \$ 0.30 | \$ 0.30 | \$ 0.30 | \$ 0.30 | \$ 1.20 |
| Funds From Operations (FFO) to Common (\$M) | 46.8 | 46.9 | 55.0 | 57.6 | 15.1 | 15.2 | 17.1 | 13.7 | 61.1 | 14.8 | 16.6 | 13.2 | 13.8 | 58.4 | 14.2 | 15.9 | 14.1 | 14.8 | 59.0 |
| FFO Per Share | \$ 1.63 | \$ 1.53 | \$ 1.61 | \$ 1.58 | \$ 0.39 | \$ 0.39 | \$ 0.43 | \$ 0.34 | \$ 1.57 | \$ 0.37 | \$ 0.41 | \$ 0.33 | \$ 0.34 | \$ 1.44 | \$ 0.34 | \$ 0.38 | \$ 0.33 | \$ 0.34 | \$ 1.40 |
| Core FFO to Common (\$M) | 47.1 | 50.3 | 55.4 | 58.7 | 15.3 | 15.3 | 17.5 | 13.7 | 61.8 | 15.0 | 16.6 | 13.7 | 13.8 | 58.8 | 14.2 | 16.0 | 14.2 | 14.8 | 59.2 |
| Core FFO Per Share | \$ 1.64 | \$ 1.64 | \$ 1.63 | \$ 1.61 | \$ 0.40 | \$ 0.39 | \$ 0.44 | \$ 0.34 | \$ 1.59 | \$ 0.37 | \$ 0.41 | \$ 0.34 | \$ 0.34 | \$ 1.45 | \$ 0.34 | \$ 0.38 | \$ 0.33 | \$ 0.34 | \$ 1.40 |
| Adj. Funds From Operations (AFFO) to Common (\$M) | 42.8 | 38.4 | 46.7 | 48.6 | 13.0 | 14.1 | 16.7 | 7.9 | 51.7 | 11.1 | 9.7 | 11.6 | 16.0 | 48.4 | 11.8 | 13.5 | 11.7 | 12.3 | 49.2 |
| AFFO Per Share | \$ 1.49 | \$ 1.25 | \$ 1.37 | \$ 1.33 | \$ 0.34 | \$ 0.36 | \$ 0.42 | \$ 0.20 | \$ 1.33 | \$ 0.27 | \$ 0.24 | \$ 0.29 | \$ 0.39 | \$ 1.19 | \$ 0.28 | \$ 0.32 | \$ 0.28 | \$ 0.29 | \$ 1.17 |
| Basic EPS | 0.03 | (0.16) | 0.09 | (0.13) | 0.01 | (0.04) | (0.02) | (0.03) | (0.08) | (0.02) | (0.19) | (0.04) | (0.01) | (0.25) | (0.01) | 0.03 | (0.01) | 0.00 | 0.02 |
| Diluted EPS | 0.03 | (0.16) | 0.09 | (0.13) | 0.01 | (0.04) | (0.02) | (0.03) | (0.08) | (0.02) | (0.19) | (0.04) | (0.01) | (0.25) | (0.01) | 0.03 | (0.01) | 0.00 | 0.02 |
| WTD Shares Out - Basic | 28.7 | 30.7 | 34.0 | 36.5 | 38.2 | 39.0 | 39.8 | 40.0 | 39.0 | 40.3 | 40.4 | 39.9 | 40.4 | 40.4 | 41.4 | 41.9 | 42.4 | 42.9 | 42.2 |
| WTD Shares Out - Diluted | 28.7 | 30.7 | 34.0 | 36.5 | 38.5 | 39.4 | 40.1 | 40.4 | 39.0 | 40.7 | 40.7 | 39.9 | 40.9 | 40.6 | 41.4 | 41.9 | 42.4 | 42.9 | 42.2 |
| EBITDA | 86.1 | 89.9 | 97.2 | 96.9 | 24.7 | 23.9 | 27.4 | 27.4 | 103.4 | 26.7 | 21.4 | 24.2 | 26.7 | 99.1 | 26.6 | 28.4 | 26.6 | 27.2 | 108.8 |
| Adjusted EBITDA | \$ 83.3 | \$ 88.0 | \$ 92.3 | \$ 95.2 | \$ 24.6 | \$ 25.2 | \$ 28.9 | \$ 26.4 | \$ 105.0 | \$ 26.6 | \$ 28.7 | \$ 26.1 | \$ 26.7 | \$ 108.1 | \$ 26.6 | \$ 28.4 | \$ 26.6 | \$ 27.2 | \$ 108.8 |
| Margin Analysis | | | | | | | | | | | | | | | | | | | |
| NOI Margin | 89.3% | 89.0% | 80.5% | 80.3% | 81.4% | 80.9% | 83.6% | 82.0% | 82.0% | 81.6% | 82.6% | 81.3% | 80.5% | 81.5% | 80.5% | 80.5% | 80.5% | 80.5% | 80.5% |
| Operating Margin | 33.4% | 29.9% | 25.0% | 25.3% | 27.8% | 23.7% | 6.0% | 27.8% | 21.0% | 30.4% | 12.8% | 18.9% | 34.2% | 24.0% | 32.7% | 35.3% | 32.6% | 33.6% | 33.6% |
| EBITDA Margin | 78.0% | 76.9% | 69.4% | 69.1% | 69.1% | 69.1% | 72.5% | 70.9% | 70.5% | 72.8% | 74.2% | 71.6% | 71.8% | 72.6% | 71.8% | 72.3% | 71.8% | 72.0% | 72.0% |
| Net Income Margin | 11.5% | 8.3% | 11.3% | 7.1% | 9.5% | 4.5% | 6.3% | 4.7% | 6.2% | 6.6% | -11.9% | 4.9% | 7.5% | 1.6% | 7.3% | 11.3% | 7.1% | 8.6% | 8.6% |
| Growth Rate Y/Y | | | | | | | | | | | | | | | | | | | |
| Total Revenue | 12.7% | 7.1% | 16.4% | 3.4% | 2.5% | 9.1% | 16.0% | 5.4% | 8.2% | 2.9% | 6.2% | -8.5% | 0.0% | -0.1% | 1.5% | 1.5% | 1.5% | 1.5% | 1.5% |
| NOI | 9.4% | 6.8% | 5.3% | 3.2% | 2.8% | 11.3% | 21.0% | 7.1% | 10.5% | 3.2% | 8.4% | -11.0% | -1.8% | -0.7% | 0.1% | -1.0% | 0.5% | 1.5% | 0.3% |
| Operating Income | 34.8% | -4.2% | -2.5% | 4.8% | 27.0% | 2.9% | -73.0% | 4.5% | -10.5% | 12.6% | -42.7% | 188.2% | 23.2% | 14.3% | 9.2% | 180.5% | 75.5% | -0.4% | 42.3% |
| Net Income | 107.6% | -22.6% | 57.1% | -35.0% | 8823.7% | -23.4% | -44.5% | -42.8% | -4.7% | -29.3% | -382.5% | -28.2% | 59.0% | -74.1% | 13.3% | -196.7% | 47.4% | 16.4% | 443.8% |
| FFO | 3.1% | -6.2% | 5.6% | -2.4% | -2.2% | 27.0% | -2.4% | -14.6% | -0.4% | -7.0% | 5.3% | -22.1% | -0.5% | -8.1% | -6.0% | -6.5% | 0.6% | 2.0% | -2.8% |
| Adj. FFO | -5.7% | -16.1% | 9.8% | -3.2% | 7.3% | 43.8% | 13.7% | -46.9% | -0.2% | -18.7% | -33.9% | -30.0% | 100.6% | -10.0% | 3.6% | 35.5% | -5.4% | -26.9% | -2.3% |
| Adj. EBITDA | 552.1% | 5.7% | 4.9% | 3.1% | 0.3% | 11.5% | 22.3% | 7.5% | 10.3% | 8.3% | 14.0% | -9.5% | 1.3% | 3.0% | 0.2% | -1.2% | 1.7% | 1.7% | 0.6% |
| Payout Ratio | | | | | | | | | | | | | | | | | | | |
| FFO Payout Ratio | 92.0% | 98.1% | 93.0% | 95.3% | 95.8% | 97.4% | 88.4% | 111.0% | 95.9% | 82.2% | 73.8% | 90.5% | 89.0% | 83.3% | 87.4% | 78.9% | 90.0% | 87.2% | 85.7% |
| Core FFO Payout Ratio | 91.4% | 91.6% | 92.4% | 93.5% | 94.9% | 97.0% | 86.1% | 110.8% | 94.8% | 81.4% | 73.6% | 87.3% | 88.8% | 82.8% | 87.2% | 78.7% | 89.8% | 87.1% | 85.5% |
| AFFO Payout Ratio | 100.6% | 119.9% | 109.4% | 113.0% | 111.7% | 104.9% | 90.5% | 192.7% | 113.4% | 109.6% | 126.5% | 103.1% | 76.6% | 100.5% | 105.7% | 93.3% | 108.9% | 104.7% | 102.8% |

Source: Company Reports, Stonegate Capital Partners estimates

CASH FLOW STATEMENT

| Gladstone Commercial Corporation Consolidated Cash Flow Statements (\$M) Fiscal Year End: December | | | | | | | | | | | | | | | | |
|--|---------------|----------------|----------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|--------------|---------------|---------------|--------------|---------------|
| CASH FLOW | FY 2018 | FY2019 | FY 2020 | Q1 Mar-21 | Q2 Jun-21 | Q3 Sep-21 | Q4 Dec-21 | FY 2021 | Q1 Mar-22 | Q2 Jun-22 | Q3 Sep-22 | Q4 Dec-22 | FY 2022 | Q1 Mar-23 | Q2 Jun-23 | Q3 Sep-23 |
| Operating Activities | | | | | | | | | | | | | | | | |
| Net Income | 12.3 | 9.5 | 15.0 | 0.0 | 2.1 | 4.5 | 3.1 | 9.7 | 3.4 | 1.7 | 2.4 | 1.8 | 9.3 | 2.4 | (3.8) | 1.8 |
| Depreciation and Amortization | 47.6 | 52.0 | 55.4 | 16.7 | 14.2 | 14.8 | 14.7 | 60.3 | 14.7 | 15.1 | 15.9 | 16.0 | 61.7 | 15.5 | 16.2 | 12.5 |
| Impairment Charges | - | 1.8 | 3.6 | - | - | - | - | - | - | 1.4 | 10.7 | - | 12.1 | - | 6.8 | 6.8 |
| Gain/loss on Sales of Real Estate, Net | (2.8) | (3.0) | (8.1) | 0.9 | - | - | 0.3 | 1.1 | - | - | (8.9) | (1.2) | (10.1) | - | 0.5 | (4.7) |
| Amortization of Deferred Financing Costs | 1.4 | 1.6 | 1.5 | 0.4 | 0.3 | 0.5 | 0.4 | 1.6 | 0.4 | 0.5 | 2.2 | 0.4 | 3.5 | 0.4 | 0.4 | 0.4 |
| Amortization of Deferred Rent Asset | (0.7) | (1.4) | (1.9) | (1.4) | (0.6) | (0.7) | (0.6) | (3.3) | (0.6) | (0.6) | (1.3) | (1.7) | (4.2) | (1.8) | (2.4) | (1.6) |
| Amortization of Discount and Premium on Assumed Debt, Net | (0.0) | 0.1 | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Asset Retirement Obligation Expense | 0.1 | 0.1 | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 | 0.1 | 0.0 | 0.0 | 0.0 |
| Amortization of ROU Asset from Opp. Leases and Opp. Lease Liabilities, Net | - | 0.1 | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Cash Flow from operating activities before working capital changes | 58.0 | 60.9 | 65.7 | 16.7 | 16.0 | 19.1 | 17.9 | 69.7 | 17.9 | 18.1 | 21.0 | 15.4 | 72.4 | 16.6 | 17.7 | 15.2 |
| Increase/ (Decrease) in Other Assets | (0.4) | (2.0) | 2.9 | 0.2 | 0.5 | (0.6) | 0.5 | 0.6 | (0.4) | (1.3) | 0.2 | 0.9 | (0.6) | 0.9 | (1.7) | 3.0 |
| Increase in Deferred Rent Receivables | (2.5) | (1.5) | (1.9) | (0.4) | (0.8) | (0.7) | (1.0) | (2.9) | 1.2 | (1.2) | (1.1) | (0.1) | (1.3) | (0.9) | (0.5) | (1.1) |
| Accounts Payable and Accrued Expenses | 0.5 | 1.5 | (1.7) | 1.1 | 2.1 | 0.9 | (1.2) | 2.8 | (1.5) | 3.3 | 1.6 | (1.8) | 1.6 | (0.5) | 1.7 | 1.1 |
| Changes in amount due to Adviser and Administrator | 0.2 | 0.4 | 0.1 | 0.3 | (0.1) | 0.1 | 0.2 | 0.5 | 0.1 | 0.1 | 0.1 | (0.3) | (0.1) | (0.9) | 0.2 | (0.1) |
| Other Liabilities | 0.2 | 2.1 | 1.8 | (0.4) | 0.0 | 1.5 | 0.4 | 1.4 | 0.9 | (1.4) | 1.2 | (1.5) | (0.9) | 0.2 | (0.7) | (0.4) |
| Tenant Inducement Payment | - | - | - | - | (0.0) | - | - | (0.0) | - | - | - | - | - | - | - | - |
| Leasing Commissions Paid | (0.4) | (1.2) | (1.5) | (0.6) | (0.2) | (0.9) | (0.3) | (2.0) | (1.0) | (0.1) | (0.6) | (0.2) | (1.9) | (0.4) | (0.9) | (0.0) |
| Cash flow generated/(absorbed) from operating Activities | 55.6 | 60.2 | 65.5 | 16.9 | 17.5 | 19.3 | 16.4 | 70.1 | 17.2 | 17.4 | 22.3 | 12.3 | 69.2 | 14.9 | 15.8 | 17.8 |
| Investing Activities | | | | | | | | | | | | | | | | |
| Acquisition of Real Estate and Related Intangible Assets | (42.4) | (130.3) | (127.9) | (10.8) | (8.2) | (26.8) | (54.3) | (100.2) | (13.5) | (38.5) | (44.0) | (17.1) | (113.0) | - | (5.4) | (12.2) |
| Improvements of Existing Real Estate | (4.3) | (7.6) | (6.4) | (1.7) | (1.5) | (1.5) | (0.6) | (5.3) | (0.9) | (0.9) | (0.7) | (4.3) | (6.8) | (2.0) | (4.0) | (0.4) |
| Proceeds from Sale of Real Estate | 12.8 | 6.3 | 35.8 | 5.1 | - | - | 3.7 | 8.8 | - | - | 26.8 | 12.7 | 39.5 | - | 4.4 | 17.8 |
| Receipts from Lenders for Funds Held in Escrow | 1.8 | 2.7 | 1.3 | 1.8 | 0.1 | 0.1 | 2.0 | 4.0 | 0.0 | 1.8 | 1.7 | 2.4 | 5.9 | 3.2 | 0.2 | 0.3 |
| Payments to Lenders for Funds Held in Escrow | (2.4) | (3.9) | (3.2) | (0.6) | (0.5) | (0.7) | (0.4) | (2.1) | (2.5) | (2.0) | (1.2) | (1.8) | (7.5) | (0.3) | (2.7) | (0.3) |
| Receipts from Tenants for Reserves | 2.7 | 4.8 | 2.4 | 1.2 | 1.2 | 0.7 | 0.8 | 3.8 | 0.9 | 0.5 | 0.1 | 0.3 | 1.8 | 0.5 | (0.2) | 0.1 |
| Payments to Tenants from Reserves | (2.7) | (2.5) | (2.0) | (1.5) | (1.3) | (0.4) | (0.5) | (3.8) | (1.0) | (1.2) | (0.9) | 0.6 | (2.5) | - | - | (2.2) |
| Deposit on Future Acquisitions | - | (1.5) | (0.3) | - | (0.4) | (0.1) | 0.5 | - | (0.5) | (0.0) | 0.3 | 0.3 | - | (0.7) | 0.1 | 0.2 |
| Deposits Refunded or Applied Against Real Estate Investments | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Cash flow generated by Investing Activities | (34.4) | (132.0) | (100.3) | (6.5) | (10.6) | (28.8) | (48.8) | (94.8) | (17.6) | (40.3) | (17.7) | (7.0) | (82.5) | 0.7 | (7.6) | 3.3 |
| Financing Activities | | | | | | | | | | | | | | | | |
| Proceeds from Share Issuance | 18.6 | 134.5 | 63.6 | 11.5 | 109.3 | 9.2 | 14.7 | 144.7 | 22.2 | 13.1 | 10.0 | 4.4 | 49.7 | 4.6 | 4.1 | 1.0 |
| Offering Costs Paid | (0.3) | (3.4) | (1.0) | (0.2) | (3.7) | (0.5) | (0.3) | (4.6) | (0.4) | (0.3) | (0.2) | (0.2) | (1.1) | (0.1) | (0.3) | (0.1) |
| Redemption of Series F Preferred Stock | - | - | - | - | - | - | - | - | (0.1) | - | - | (0.1) | (0.2) | (0.1) | (0.1) | (0.2) |
| Retirement of Senior Common Stock | (0.0) | - | - | - | - | - | - | - | - | - | - | - | - | (0.1) | - | - |
| Repurchase of Series G1 Preferred Stock | - | - | - | - | - | - | - | - | - | - | - | (0.2) | (0.2) | (0.0) | - | - |
| Repurchase of Common Stock | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (1.0) | - |
| Redemption of Series D Perpetual Preferred Stock | - | (56.6) | - | - | (87.7) | - | - | (87.7) | - | - | - | - | - | - | - | - |
| Borrowings Under Mortgage Notes Payable | 14.1 | 69.7 | 52.6 | 5.5 | - | - | 16.0 | 21.5 | - | 35.0 | 21.3 | 6.6 | 62.9 | - | - | 9.0 |
| Payments for Deferred Financing Costs | (0.4) | (2.5) | (0.6) | (0.6) | (0.0) | - | (0.2) | (0.8) | - | (0.7) | (4.5) | (0.2) | (5.4) | (0.1) | (0.0) | (0.3) |
| Principal Repayment on Mortgage Notes Payable | (27.9) | (57.4) | (50.7) | (7.5) | (3.4) | (3.4) | (14.1) | (28.5) | (3.5) | (18.6) | (116.8) | (14.9) | (153.7) | (5.0) | (6.3) | (46.3) |
| Borrowings on Term-loan | - | 47.3 | 37.7 | 50.0 | - | 15.0 | - | 65.0 | - | - | 150.0 | - | 150.0 | - | - | - |
| Repayment on Term Loan | - | - | - | - | - | - | - | - | - | - | (5.0) | - | (5.0) | - | - | - |
| Borrowings on Revolving Credit Facility | 88.6 | 165.4 | 142.7 | 13.0 | 2.0 | 4.1 | 50.8 | 69.9 | 23.1 | 28.4 | 35.8 | 24.5 | 111.8 | 13.0 | 21.2 | 58.9 |
| Repayment on Revolving Credit Facility | (59.4) | (163.6) | (141.2) | (66.9) | (2.0) | (2.0) | (19.4) | (90.3) | (22.1) | (16.0) | (75.0) | (9.0) | (122.1) | (10.0) | (9.0) | (26.4) |
| Increases in Security Deposits | 0.1 | (0.2) | (0.0) | (0.0) | - | 0.1 | 0.0 | 0.1 | (0.0) | 0.1 | 0.4 | 0.0 | 0.5 | - | 0.3 | (0.1) |
| Distributions Paid for Common, Senior Common and Preferred Stock | (54.6) | (58.9) | (63.8) | (16.6) | (16.8) | (16.9) | (17.2) | (67.6) | (17.4) | (17.7) | (18.0) | (18.1) | (71.1) | (15.1) | (15.2) | (15.2) |
| Cash flow generated/(absorbed) by financing Activities | (21.2) | 74.2 | 39.4 | (11.8) | (2.3) | 5.5 | 30.4 | 21.8 | 1.9 | 23.4 | (2.1) | (7.0) | 16.2 | (12.8) | (6.4) | (19.6) |
| Net Cash flow in the quarter | 0.002 | 2.4 | 4.6 | (1.5) | 4.6 | (4.0) | (2.0) | (2.9) | 1.5 | 0.5 | 2.5 | (1.7) | 2.8 | 2.8 | 1.8 | 1.5 |
| Cash and Cash Equivalents | | | | | | | | | | | | | | | | |
| Beginning Cash balance | 9.080 | 9.1 | 11.5 | 16.1 | 14.6 | 19.2 | 15.2 | 16.1 | 13.2 | 14.7 | 15.2 | 17.7 | 13.2 | 16.0 | 18.8 | 20.6 |
| Ending Cash balance | 9.0820 | 11.5 | 16.1 | 14.6 | 19.2 | 15.2 | 13.2 | 13.2 | 14.7 | 15.2 | 17.7 | 16.0 | 16.0 | 18.8 | 20.6 | 22.07 |

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