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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **July 7, 2022**

The Necessity Retail REIT, Inc.

(Exact Name of Registrant as Specified in Charter)

Maryland	**001-38597**	**90-0929989**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

650 Fifth Avenue, 30th Floor
New York, New York 10019
(Address, including zip code, of Principal Executive Offices)

Registrant's telephone number, including area code: (212) 415-6500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.01 par value per share	RTL	The Nasdaq Global Select Market
7.50% Series A Cumulative Redeemable Perpetual Preferred Stock, $0.01 par value per share	RTLPP	The Nasdaq Global Select Market
7.375% Series C Cumulative Redeemable Perpetual Preferred Stock, $0.01 par value per share	RTLPO	The Nasdaq Global Select Market
Preferred Stock Purchase Rights		The Nasdaq Global Select Market

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

Emerging growth company ☐

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

Item 1.01 Entry into a Material Definitive Agreement

On July 7, 2022, in connection with debt assumption related to the acquisition of the property discussed below, a wholly-owned subsidiary of The Necessity Retail REIT Operating Partnership, L.P., the operating partnership (the "Operating Partnership") of The Necessity Retail REIT, Inc., a Maryland corporation (the "Company"), a Delaware limited liability company that is a wholly-owned subsidiary of the Operating Partnership (the "Borrower"), entered into a property management agreement ("PMA") with Necessity Retail Properties, LLC (f/k/a American Finance Properties, LLC) (the "Property Manager"), an affiliate of Necessity Retail Advisors, LLC (f/k/a American Finance Advisors, LLC), the advisor to the Company to manage the property.

Pursuant to the PMA, the Property Manager is responsible for servicing and administering the property and lease and maintaining current servicing records and systems. The PMA is identical in form to the property management agreement described in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on April 25, 2022, a form of which was filed as Exhibit 10.10 to such Current Report on Form 8-K and incorporated by reference herein.

Item 2.01 Completion of Acquisition or Disposition of Assets

On July 7, 2022, the Company, through a wholly owned subsidiary of the Operating Partnership also referred to herein as the Borrower, acquired one additional property (the "Seventh Closing Property") from certain subsidiaries of CIM Real Estate Finance Trust, Inc. (the "Sellers") pursuant to the previously disclosed purchase and sale agreement (the "PSA") among the Company, the Operating Partnership and the Sellers dated December 17, 2021. The Seventh Closing Property is a power center that represents the 81st property of the Company's previously announced acquisition of 81 properties (together, the "CIM Portfolio") from the Sellers. As previously reported on the Company's Current Reports on Form 8-K filed with the SEC on February 14, 2022, February 28, 2022, March 21, 2022, April 25, 2022, May 2, 2022 and May 27, 2022, the Company had acquired 80 power centers and grocery-anchored multi-tenant retail centers and a detention pond parcel at an aggregate purchase price of approximately $1.2 billion, including debt assumption of approximately $313.7 million but excluding closing costs (the "Acquired CIM Properties"). Neither the Sellers nor CIM Real Estate Finance Trust have a material relationship with the Company, the Operating Partnership or any of their respective subsidiaries and the acquisition was not an affiliated transaction.

The aggregate purchase price of the Seventh Closing Property was $71.1 million, including $39.0 million of assumed indebtedness but excluding closing costs. The Company funded the purchase price of the Seventh Closing Property from a combination of an assumed mortgage of $39.0 million (described herein), a draw of $6.8 million under the Company's credit facility, $16.2 million of cash previously deposited by the Company in an escrow pursuant to the PSA and $9.1 million cash on hand. The Seventh Closing Property contains approximately 374,858 rentable square feet with 98% occupancy, leased to 30, 31 and 31 tenants as of September 30, 2021, December 31, 2021 and March 31, 2022, respectively, with a weighted average remaining lease term (based on annualized rental income on a straight-line basis) of 4.7 years as of September 30, 2021, 5.1 years as of December 31, 2021 and 4.8 years as of March 31, 2022, respectively. There have been no material changes to the terms of the leases, the composition of the tenant base or the occupancy at these properties since that date.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As noted above, on May 26, 2022, the Company, through the Operating Partnership, drew $6.8 million under its existing credit facility with BMO Harris Bank, N.A. to partially fund acquisition of the Seventh Closing Property. A description of the credit facility is included in the Company's Current Report on Form 8-K filed with the SEC on October 4, 2021. The description is a summary and is qualified in its entirety by the terms of the credit agreement relating to the credit facility, which was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on October 4, 2021 and is incorporated by reference herein. To date, the Company has drawn $513 million from under existing credit facility to fund the acquisition of the CIM Portfolio.

Also on July 7, 2022, in connection with the acquisition of the Seventh Closing Property, the Borrower and the Operating Partnership and the Sellers entered into an assumption agreement, (the "Assumption Agreement") in which the Borrower and the Operating Partnership assumed a loan by New York Life Insurance Company, to the Sellers, as borrower, for the outstanding principal balance of approximately $39.0 million at the time such loan was assumed by the Borrower and the Operating Partnership. The Borrower and the Operating Partnership made a partial principal payment of $3.8 million in connection such loan assumption. The loan requires payment of interest until maturity and bears interest at a fixed interest rate equal to 4.05% per annum. The loan matures in May 2024.

Item 7.01. Regulation FD Disclosure.

On July 11, 2022, the Company issued a press release, a copy of which is attached hereto as Exhibit 99.1. The information set forth in Item 7.01 of this Current Report on Form 8-K and in the attached Exhibit 99.3 is deemed to be "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information set forth in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

Item 8.01. Other Events.

In its Current Reports on Form 8-K filed with the SEC on February 14, 2022, February 28, 2022, March 21, 2022, April 25, 2022, May 2, 2022 and May 27. 2022 (each an “Acquisition 8-K” and collectively, the “Acquisition 8-Ks”, the Company reported, among other things, that it completed the acquisition of the First Closing Properties, the Second Closing Properties, the Third Closing Properties, the Fourth Closing Properties, the Fifth Closing Properties and the Sixth Closing Property, as defined and described in the Acquisition 8-Ks. A total of 56 properties were acquired through March 31, 2022 and 25 properties remained probable as of that date. On April 8, 2022, in a Current Report on Form 8-K/A (the “Initial 8-K/A”), the Company amended and supplemented the Acquisition 8-Ks that were filed on February 14, 2022, February 28, 2022, and March 21, 2022 to provide, among other things, the historical statements and unaudited pro forma information required by Item 9.01(a) and (b) of Form 8-K with respect to the 56 acquired properties reported on those Acquisition 8-Ks. As disclosed in the Acquisition 8-Ks filed on April 25, 2022, May 2, 2022 and May 27, 2022, the Company completed the acquisition of 24 additional properties from the Sellers. On June 24, 2022, in a Current Report on Form 8-K/A (the “Second Form 8-K/A”), the Company amended and supplemented the last three Acquisition 8-Ks to provide historical financial statements and unaudited pro forma information required by Item 9.01(a) and (b) of Form 8-K for the Acquired CIM Properties, which should be read in conjunction with all of the Acquisition 8-Ks and the Initial Form 8-K/A. The acquisition of the Seventh Closed Property had not yet occurred but remained “probable” as of the filing date of the Second Form 8-K/A and was referred to therein as the “Probable Acquisition”.

The Company is filing this Current Report on Form 8-K to provide the additional following financial information for the CIM Portfolio in the aggregate: (1) the Combined Statements of Revenues and Certain Expenses of the CIM Portfolio for the quarter ended March 31, 2022 (including the notes thereto) attached hereto as Exhibit 99.1; and (2) the Company’s Unaudited Pro Forma Consolidated Financial Statements, which include the Company’s Unaudited Pro Form Consolidated Balance Sheet as of March 31, 2022 (including the notes thereto) and the Company’s Unaudited Pro Forma Consolidated Statements Operations for the quarter ended March 31, 2022 and for the year ended December 31, 2021 (including the notes thereto) attached hereto as Exhibit 99.2.

The Company’s Unaudited Pro Forma Consolidated Financial Statements (including the notes thereto) of the Company are qualified in their entirety and should be read in conjunction with the combined financial statements of the CIM Portfolio for the fiscal year ended December 31, 2021.

The Company’s Unaudited Pro Forma Consolidated Financial Statements have been prepared on the basis of certain assumptions and estimates described in the notes thereto and are subject to other uncertainties and do not purport to reflect what the actual results of operations or financial condition of the Company would have been had the CIM Portfolio been acquired on the dates assumed for purposes of such pro forma financial statements or to be indicative of the financial condition or results of operations of the Company as of or for any future date or period. Additionally, the acquisition accounting used in preparing the pro forma adjustments included in the Unaudited Pro Forma Consolidated Financial Statements are preliminary, and accordingly, the pro forma adjustments may be revised as additional information becomes available and as additional analyses are performed. Differences between these preliminary analyses and the final acquisition accounting will likely occur, and these differences could have a material impact on the Unaudited Pro Forma Consolidated Financial Statements and the Company’s future results of operations and financial position giving effect to the acquisition of the CIM Portfolio. For further information, see Exhibit 99.2.

The statements in this Current Report on Form 8-K that are not historical facts may be forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results or events to be materially different. The words “may,” “will,” “seeks,” “anticipates,” “believes,” “estimates,” “expects,” “projects,” “plans,” “intends,” “should” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements are subject to a number of risks, uncertainties and other factors, many of which are outside of the Company’s control, which could cause actual results to differ materially from the results contemplated by the forward-looking statements. These risks and uncertainties include the potential adverse effects of (i) the ongoing global COVID-19 pandemic, including actions taken to contain or treat COVID-19, and (ii) the geopolitical instability due to the ongoing military conflict between Russia and Ukraine, including related sanctions and other penalties imposed by the U.S. and European Union, and the related impact on the Company, the Company’s tenants and the global economy and financial markets, as well as those risks and uncertainties set forth in the Risk Factors section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022 and all other filings with the SEC after that date, as such risks, uncertainties and other important factors may be updated from time to time in the Company's subsequent reports. Further, forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update or revise any forward-looking statement to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time, unless required to do so by law.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Properties Acquired.

The following financial statements for the CIM Portfolio are attached hereto as Exhibit 99.1 and incorporated by reference herein:

- Combined Statements of Revenues and Certain Expenses of the CIM Portfolio for the quarter ended March 31, 2022

(b) Pro Forma Financial Information.

The following pro forma financial information for the Company is attached as Exhibit 99.2 and is incorporated herein by reference:

- Unaudited Pro Forma Consolidated Balance Sheet as of March 31, 2022
- Notes to the Unaudited Pro Forma Consolidated Balance Sheet as of March 31, 2022
- Unaudited Pro Forma Consolidated Statement of Operations for the Three Months Ended March 31, 2022
- Notes to the Unaudited Pro Forma Consolidated Statement of Operations for the Three Months Ended March 31, 2022
- Unaudited Pro Forma Consolidated Statement of Operations for the Year Ended December 31, 2021
- Notes to the Unaudited Pro Forma Consolidated Statement of Operations for the Year Ended December 31, 2021

(d) Exhibits.

Exhibit Number	Description
10.1	Agreement of Purchase and Sale, dated as of December 17, 2021, by and between the Sellers identified therein and American Finance Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 20, 2021).
10.2	First Amendment to Agreement of Purchase and Sale, L.P., dated January 3, 2022, by and between the Sellers identified therein and American Finance Operating Partnership (incorporated herein by reference to Exhibit 10.45 to the Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022).
10.3	Second Amendment to Agreement of Purchase and Sale, dated January 10, 2022, by and between the Sellers identified therein and American Finance Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.46 to the Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022).
10.4	Third Amendment to Agreement of Purchase and Sale, dated January 14, 2022, by and between the Sellers identified therein and American Finance Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.47 to the Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022).
10.5	Fourth Amendment to Agreement of Purchase and Sale, dated January 19, 2022, by and between the Sellers identified therein and American Finance Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.48 to the Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022).
10.6	Fifth Amendment to Agreement of Purchase and Sale, dated January 21, 2022, by and between the Sellers identified therein and American Finance Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.49 to the Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022).
10.7	Leasing Earnout Side Letter Agreement, dated February 9, 2022, by and between the Sellers identified therein and American Finance Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.50 to the Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022).
10.8	Sixth Amendment to Agreement of Purchase and Sale, dated February 10, 2022, by and between the Sellers identified therein and The Necessity Retail REIT Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.51 to the Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022).
10.9	Seventh Amendment to Agreement of Purchase and Sale, dated February 11, 2022, by and between the Sellers identified therein and The Necessity Retail REIT Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.52 to the Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022).
10.10	Form of Property Management Agreement by and between Necessity Retail Properties, LLC and certain subsidiaries of The Necessity Retail REIT Operating Partnership, L.P. (incorporated herein by reference to Exhibit 10.10 to the Current Report on Form 8-K filed on April 25, 2022).
99.1	Combined Statements of Revenue and Certain Expenses of the CIM Portfolio
99.2	Unaudited Pro Forma Consolidated Financial Statements of the Company
99.3	Press Release dated July 11, 2022
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

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

THE NECESSITY RETAIL REIT, INC.

Date: July 11, 2022	By:	/s/ Edward M. Weil, Jr.
		Name: Edward M. Weil, Jr.
		Title: Chief Executive Officer and President

EXHIBIT 99.1

CIM PORTFOLIO
COMBINED STATEMENT OF REVENUES AND CERTAIN EXPENSES

CIM PORTFOLIO
COMBINED STATEMENT OF REVENUES AND CERTAIN EXPENSES
(In thousands)

	Three Months Ended March 31, 2022	
	Acquired Properties (1)	**Total**
	(Unaudited)	*(Unaudited)*
Revenues:		
Revenue from tenants	$ 25,513	$ 25,513
Other income	51	51
Total revenues	25,564	25,564
Certain expenses:		
Property operating expense	9,639	9,639
Total expenses	9,639	9,639
Revenues in excess of certain expenses	$ 15,925	$ 15,925

(1) Includes 56 properties acquired in the three months ended March 31, 2022 and 25 properties acquired subsequent to March 31, 2022.

The accompanying notes are an integral part of the combined statement of revenues and certain expenses.

CIM PORTFOLIO

NOTES TO COMBINED STATEMENT OF REVENUES AND CERTAIN EXPENSES

Note 1 — Organization

On December 17, 2021, American Finance Trust, Inc. (now known as “The Necessity Retail REIT, Inc.”), a Maryland corporation (the “Company”) and its subsidiary, American Finance Operating Partnership L.P. (now known as “The Necessity Retail REIT Operating Partnership L.P.”), a Delaware limited partnership (the “Operating Partnership”), entered into a definitive purchase and sale agreement (the “PSA”) to acquire, in the aggregate, 81 properties (the “CIM Portfolio”), from certain subsidiaries of CIM Real Estate Finance Trust, Inc. (the “Sellers”) for approximately $1.3 billion (the “Purchase Price”). The acquisition of the CIM Portfolio is referred to herein as the “Transaction” or the “Transactions.” The CIM Portfolio consists of 79 power centers and grocery-anchored multi-tenant retail centers, two single-tenant retail properties and a detention pond parcel, located across 27 states and aggregating approximately 9.5 million square feet. The 79 power or grocery-anchored centers are leased primarily to “necessity-based” retail tenants. Upon the closing of the Transactions, the Operating Partnership will acquire all of the rights, titles and interests in each of the acquired CIM Portfolio properties owned by the applicable Sellers. During the three months ended March 31, 2022, the Company closed on 56 properties and subsequent to March 31, 2022 the Company closed on 25 properties.

Note 2 — Basis of Presentation

The accompanying combined statement of revenues and certain expenses for the CIM Portfolio has been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (the “SEC”) and with the provisions of SEC Rule 3-14 of Regulation S-X, which require certain information with respect to real estate operations to be included with certain filings with the SEC. The accompanying combined statement of revenues and certain expenses for the CIM Portfolio includes the combined historical revenues and certain expenses of the CIM Portfolio for the 56 properties acquired as of March 31, 2022 (includes revenues and certain expenses from January 1, 2022 through the respective property acquisition dates in the first quarter of 2022) and the 25 properties acquired subsequent to March 31, 2022 (together, the “Acquired Properties”).

The accompanying combined statement of revenues and certain expenses for the CIM Portfolio is exclusive of items which may not be comparable to the proposed future operations of the CIM Portfolio subsequent to its acquisition by the Company. Material amounts that would not be directly attributable to future operating results of the CIM Portfolio are excluded, and the combined statement of revenues and certain expenses are not intended to be a complete presentation of the CIM Portfolio’s revenues and expenses. Items excluded consist primarily of interest expense and depreciation and amortization expense recorded in conjunction with the original purchase price accounting.

The combined statement of revenues and certain expenses for the three months ended March 31, 2022 is unaudited. In the opinion of management, the unaudited interim period includes all adjustments, which are of a normal and recurring nature, necessary for a fair and consistent presentation of the CIM Portfolio’s results of operations and the Company is not aware of any other material factors that would cause the financial statements not to be indicative of future operating results. The results of operations for the unaudited interim period presented are not necessarily indicative of full year results of operations.

Note 3 — Recategorization of the Combined Statement of Revenues and Certain Expenses for the Year Ended December 31, 2021

The combined statement of revenues and certain expenses for the year ended December 31, 2021 was audited based upon the combined historical revenues and certain expenses of the CIM Portfolio for both the 56 properties acquired as of March 31, 2022 and the 25 remaining properties at the time. The 25 properties acquired subsequent to March 31, 2022 are now included as part of the results of the Acquired Properties and, accounting for this recategorization, the combined statement of revenues and certain expenses for the year ended December 31, 2021 is shown below:

	Year Ended December 31, 2021	
	Acquired Properties (1)	**Total**
	(Unaudited)	*(Unaudited)*
Revenues:		
Revenue from tenants	$ 153,408	$ 153,408
Other income	260	260
Total revenues	153,668	153,668
Certain expenses:		
Property operating expense	51,115	51,115
Total expenses	51,115	51,115
Revenues in excess of certain expenses	$ 102,553	$ 102,553

(1) Includes 56 properties acquired in the three months ended March 31, 2022 and 25 properties acquired subsequent to March 31, 2022.

Note 4 — Summary of Significant Accounting Policies

Use of Estimates

The preparation of the combined statement of revenues and certain expenses in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of revenues and certain expenses. Actual results could differ from those estimates.

Revenue Recognition

Revenue from tenants is recognized on a straight-line basis. As such, the rental revenue for those leases that contain rent abatements and contractual increases are recognized on a straight-line basis over the applicable terms of the related lease.

Property Operating Expense

Property operating expense represents the direct expenses of operating the properties and consist primarily of repairs and maintenance, real estate taxes, management fees, insurance, utilities and other operating expenses that are expected to continue in the proposed future operations of the properties.

Note 5 — Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred. There is no material litigation nor to management's knowledge is any material litigation currently threatened against the property other than routine litigation, claims and administrative proceedings arising in the ordinary course of business.

Note 6 — Subsequent Events

The Company has evaluated subsequent events through July 7, 2022, the date on which the statement of revenues and certain expenses has been issued and has determined that there have not been any events that have occurred that would require adjustments to, or disclosure in, this financial statement.

EXHIBIT 99.2

THE NECESSITY RETAIL REIT, INC.

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

On December 17, 2021, The Necessity Retail REIT, Inc., a Maryland corporation ("RTL" or the "Company”) and its subsidiary, Necessity Retail REIT Partnership, a Delaware limited partnership (the “Operating Partnership”), entered into a definitive purchase and sale agreement (the “PSA”) to acquire, in the aggregate, 81 properties (the “CIM Portfolio”), from certain subsidiaries of CIM Real Estate Finance Trust, Inc. (the “Sellers”) for approximately $1.3 billion (the “Purchase Price”). The Purchase Price is subject to adjustment if certain of the existing tenants that have rights of first refusal to purchase an underlying property exercise those rights, if the Operating Partnership exercises limited rights to exclude certain properties not exceeding $200 million in value from those being acquired or if earn out amounts associated with certain leases are satisfied. The acquisition of the CIM Portfolio is referred to herein as the “Transaction” or the “Transactions.” The CIM Portfolio consists of 79 power centers and grocery-anchored multi-tenant retail centers, two single-tenant retail properties and a detention pond parcel, located across 27 states and aggregating approximately 9.5 million square feet. The 79 power and grocery-anchored centers are leased primarily to “necessity-based” retail tenants. Upon the closing of the Transactions, of which 56 properties had been acquired in three closings as of March 31, 2022 and 25 properties had been acquired in four closings subsequent to March 31, 2022 (collectively, the "Acquired Properties"), the Operating Partnership has acquired all of the right, title and interest in each of the properties acquired in the CIM Portfolio owned by the applicable Sellers, which include certain leasehold interests in land parcels. The Company has determined that the Transactions will be accounted for as asset acquisitions.

As previously announced, the Company expected to fund the Purchase Price through a combination, to be determined at each closing, of cash on the balance sheet, including net proceeds of $254.5 million from the sale of its Sanofi asset, borrowings under the Company’s credit facility, as well as debt currently encumbering certain of the properties that the Operating Partnership will seek to assume, and the issuance of $53.4 million in value of the Company’s Class A common stock, par value $0.01 (the “Class A Common Stock”) to the Sellers. The Company funded the acquisition of the 81 properties with borrowings under its Credit Facility of $513.0 million, cash on hand of $380.1 million, which included net proceeds from the sale of its Sanofi asset and remaining proceeds from the issuance of its Senior Notes, the issuance of 6,450,107 shares of the Company's Class A common stock with a value of $53.4 million, the application of its $40.0 million deposit and the assumption of $352.2 million of fixed-rate mortgage debt.

The acquisition accounting includes certain valuations which have not progressed to a stage where there is sufficient information for a definitive measurement. Accordingly, the pro forma adjustments included herein are preliminary and have been made solely for the purpose of providing unaudited pro forma consolidated financial information, and may be revised as additional information becomes available and as additional analyses are performed. Differences between the preliminary estimates reflected in these unaudited pro forma consolidated financial statements and the final acquisition accounting will likely occur, and these differences could have a material impact on the accompanying unaudited pro forma consolidated financial statements and the combined company’s future results of operations and financial position.

The unaudited pro forma statement of operations for the year ended December 31, 2021 included herein includes the impacts of the sale of the Company's Sanofi property (closed on January 6, 2022), the proceeds of which were used to fund a portion of the CIM Acquisition. The Company believes it is appropriate to make these adjustments since the completion of these transactions, and the use of the proceeds therefrom, provided the capacity needed under the Company's Credit Facility to fund a portion of the acquisition of the CIM Portfolio.

The unaudited pro forma consolidated balance sheet as of March 31, 2022 is presented as if the acquisition of the CIM Portfolio and other significant capital transactions were completed on March 31, 2022. Accordingly, this includes the 25 properties that were acquired subsequent to March 31, 2022 (the "Properties Acquired Subsequent to March 31, 2022").

The unaudited pro forma consolidated statement of operations for the three months ended March 31, 2022 is presented as if the acquisition of the CIM Portfolio and other significant capital transactions were completed on January 1, 2021. The historical results of RTL for the three months ended March 31, 2022 include the operating results of the 56 properties acquired in three closings as of March 31, 2022 from their respective acquisition dates through March 31, 2022. Also, the unaudited pro forma consolidated statement of operations for the three months ended March 31, 2022 includes adjustments for the pre-acquisition period historical operating results of the 56 properties acquired during the first quarter of 2022 and the full-quarter historical operating results of the Properties Acquired Subsequent to March 31, 2022 (the "Acquired Property Results Not Included in March 31, 2022 RTL").

The unaudited pro forma consolidated statement of operations for the year ended December 31, 2021 is presented as if the acquisition of the CIM Portfolio and other significant capital transactions were completed on January 1, 2021. Accordingly, the unaudited pro forma consolidated statement of operations for the year ended December 31, 2021 includes adjustments for the full-year historical operating results for all 81 properties that have been acquired (the "Acquired Property Results Not Included in December 31, 2021 RTL").

The unaudited pro forma consolidated financial statements (including notes thereto) of the Company are qualified in their entirety and should be read in conjunction with the consolidated financial statements for the fiscal year ended December 31, 2021, and related notes thereto, included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 24, 2022 and the consolidated financial statements for the three months ended March 31, 2022, and related notes thereto, included in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2022 filed with the SEC on May 5, 2022. The unaudited pro forma consolidated financial statements (including the notes thereto) of the Company are qualified in their entirety and should be read in conjunction with the combined financial statements of the CIM Portfolio for the fiscal year ended December 31, 2021, included in the Company's Form 8-K/A filed with the SEC on April 8, 2022, and for the three months ended March 31, 2022, and the related notes thereto. The combined financial statements of the CIM Portfolio for the three months ended March 31, 2022 are included as part of this Form 8-K/A in Exhibit 99.1. The unaudited pro forma consolidated balance sheet and statements of operations are not necessarily indicative of what the actual financial position and operating results would have been had the acquisition of the CIM Portfolio and the other significant capital transactions occurred on March 31, 2022 and January 1, 2021, respectively, nor are they indicative of future operating results of the Company.

THE NECESSITY RETAIL REIT, INC.
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET
MARCH 31, 2022
(In thousands)

	March 31, 2022 RTL (A)	CIM Transaction and Financing — Purchase Price Allocation — Properties Acquired Subsequent to March 31, 2022 (B)	Credit Facility Draw (C)	Pro Forma RTL
ASSETS				
Real estate investments, at cost:				
Land	$ 880,799	$ 148,308(D)	$ —	$ 1,029,107
Buildings, fixtures and improvements	3,307,831	321,263(D)	—	3,629,094
Acquired intangible lease assets	553,854	81,603(D)	—	635,457
Total real estate investments, at cost	4,742,484	551,174	—	5,293,658
Less accumulated depreciation and amortization	(684,177)	—	—	(684,177)
Total real estate investments, net	4,058,307	551,174	—	4,609,481
Cash and cash equivalents	82,106	(158,622(E))	135,000	58,484
Restricted cash	15,131	—	—	15,131
Deposits for real estate investments	40,331	(40,000(F))	—	331
Deferred costs, net	20,599	—	—	20,599
Straight-line rent receivable	63,608	—	—	63,608
Operating lease right-of-use assets	18,070	—	—	18,070
Prepaid expenses and other assets	33,573	1,850	—	35,423
Total assets	$ 4,331,725	$ 354,402	$ 135,000	$ 4,821,127
LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY				
Mortgage notes payable, net	$ 1,476,577	$ 330,430(G)	$ —	$ 1,807,007
Senior notes, net	491,338	—	—	491,338
Credit facility	378,000	—	135,000	513,000
Below-market lease liabilities, net	118,957	23,972(H)	—	142,929
Accounts payable, accrued expenses and other liabilities	33,143	—	—	33,143
Operating lease liability	19,180	—	—	19,180
Deferred rent and other liabilities	7,223	—	—	7,223
Dividends payable	6,014	—	—	6,014
Total liabilities	2,530,432	354,402	135,000	3,019,834
Mezzanine Equity:				
Redeemable securities	53,388	—	—	53,388
Series A preferred stock	79	—	—	79
Series C preferred stock	46	—	—	46
Common stock	1,265	—	—	1,265
Additional paid-in capital	2,937,262	—	—	2,937,262
Distributions in excess of accumulated earnings	(1,204,337)	—	—	(1,204,337)
Total stockholders' equity	1,734,315	—	—	1,734,315
Non-controlling interests	13,590	—	—	13,590
Total equity	1,747,905	—	—	1,747,905
Total liabilities, mezzanine equity and stockholders' equity	$ 4,331,725	$ 354,402	$ 135,000	$ 4,821,127

Notes to Unaudited Pro Forma Consolidated Balance Sheet as of March 31, 2022:

(A) Reflects the historical consolidated balance sheet of the Company as of March 31, 2022 as presented in the Company's Quarterly Report on Form 10-Q (filed with the SEC on May 5, 2022), which includes amounts for the 56 properties acquired as part of the CIM Portfolio acquisition as of March 31, 2022.

(B) Reflects the preliminary purchase accounting allocation for the acquisition of the 25 Properties Acquired Subsequent to March 31, 2022 as if the transaction was completed on March 31, 2022. For purposes of these pro forma financial statements, for these transactions, the Company has assumed (i) that the transaction will be accounted for as an asset acquisition, (ii) that the purchase price will be paid with a combination of assumed debt from the CIM Portfolio, cash (from cash on hand and additional draw on the Company's credit facility), and the application of the previously funded $40.0 million deposit and (iii) no properties will be excluded.

	(In thousands)
Preliminary allocation of assets acquired and liabilities assumed:	**Properties Acquired Subsequent to March 31, 2022**
Real estate investments, at cost:	
Land	$ 148,308
Buildings, fixtures and improvements	321,263
Total tangible assets	469,571
Acquired intangible assets:	
In-place leases	69,307
Above market lease assets	12,296
Total intangible assets	81,603
Other assets acquired	1,850
Liabilities assumed:	
Mortgage notes payable	330,430
Below market lease liabilities	23,972
Net assets and liabilities assumed	$ 198,622
Consideration to be transferred to acquire the CIM Portfolio:	
Cash	$ 158,622
Deposits for real estate investments	40,000
Total consideration transferred	$ 198,622

(C) Assumes a draw on the Company's Credit Facility to partially fund the acquisition of the CIM Portfolio upon closings of the 25 Properties Acquired Subsequent To March 31, 2022 as if these closings had occurred on March 31, 2022. The Credit Facility requires the Company to maintain a minimum of cash on hand or availability of at least $60.0 million.

(D) Represents the preliminary allocation of the purchase price for the CIM Portfolio acquisition for the 25 Properties Acquired Subsequent to March 31, 2022, including transaction costs, as if the transaction was completed as of March 31, 2022. The acquisition is considered an asset acquisition in accordance with accounting principles generally accepted in the United States of America, and accordingly, the Company allocated the total purchase price to the assets acquired based on relative fair value. The following table details the typical useful lives of the assets acquired:

	Useful Lives
Land	N/A
Buildings and improvements	40 years
Acquired intangible assets	9 to 15 years

(E) Represents total cash paid upon the closings of the 25 Properties Acquired Subsequent to March 31, 2022.

(F) Represents the application of a $40.0 million deposit, which was funded in December 2021.

(G) Represents mortgages assumed upon the closing of the 25 properties that had not yet been acquired as of March 31, 2022, recorded at estimated fair value. These mortgages have a weighted average rate of 3.93% for the 25 Properties Acquired Subsequent to March 31, 2022. These mortgages have maturities through 2024.

THE NECESSITY RETAIL REIT, INC.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(In thousands, except per share amounts)

		CIM Transaction and Financing				
	March 31, 2022 RTL (A)	Acquired Property Results Not Included in March 31, 2022 RTL (B)	Pro Forma Adjustments (C)	Credit Facility Draw (D)	Disposition of Sanofi Property (E)	Pro Forma RTL
Revenue from tenants	$ 94,943	$ 25,513	$ 484(G)	$ —	$ (228)	$ 120,712
Operating expenses:						
Asset management fees to related party	7,826	—	—	—	—	7,826
Property operating expense	19,139	9,639	—	—	8	28,786
Impairment of real estate assets	5,942	—	—	—	—	5,942
Acquisition, transaction and other costs	279	—	—	—	—	279
Equity-based compensation	3,498	—	—	—	—	3,498
General and administrative	6,833	—	—	—	—	6,833
Depreciation and amortization	37,688	—	14,290(H)	—	—	51,978
Total operating expenses	81,205	9,639	14,290	—	8	105,142
Operating income before gain on sale/exchange of real estate investments	13,738	15,874	(13,806)	—	(236)	15,570
Gain on sale of real estate investments	53,569	—	—	—	(53,569)	—
Operating income	67,307	15,874	(13,806)	—	(53,805)	15,570
Other (expense) income:						
Interest expense	(23,740)	—	(3,350)(I)	(1,754)(I)	—	(28,844)
Other income	18	51	—	—	—	69
Gain on non-designated derivatives	2,250	—	(2,250)(J)	—	—	—
Total other expenses, net	(21,472)	51	(5,600)	(1,754)	—	(28,775)
Net income (loss)	45,835	15,925	(19,406)	(1,754)	(53,805)	(13,205)
Net income attributable to non-controlling interests	(64)	—	—	—	—	(64)
Allocation for preferred stock	(5,837)	—	—	—	—	(5,837)
Net income (loss) attributable to common stockholders	$ 39,934	$ 15,925	$ (19,406)	$ (1,754)	$ (53,805)	$ (19,106)
Weighted-average shares outstanding — Diluted **(F)**	130,048,111					130,048,111
Net income (loss) per share attributable to common stockholders — Basic and Diluted	$ 0.31					$ (0.15)

Notes to Unaudited Pro Forma Consolidated Statement of Operations for the Three Months Ended March 31, 2022:

(A) Reflects the historical consolidated statement of operations of the Company for the three months ended March 31, 2022 as presented in the Company's Quarterly Report on Form 10-Q (filed with the SEC on May 5, 2022), and only includes operating results from the respective property acquisition dates through March 31, 2022 for the 56 properties acquired in the first quarter of 2022.

(B) Represents the historical operating results from January 1, 2022 through the respective property acquisition dates in the first quarter of 2022 for the 56 properties acquired during the first quarter of 2022 and the full-quarter historical operating results of the 25 Properties Acquired Subsequent to March 31, 2022.

(C) This column represents pro forma accounting impacts of the acquisition of the CIM Portfolio as if the transaction was completed on January 1, 2021. For purposes of these pro forma financial statements, the Company has assumed that the transaction will be accounted for as an asset acquisition.

(D) Assumes a draw on the Company's Credit Facility to partially fund the closings of the 25 Properties Acquired Subsequent to March 31, 2022.

(E) This column reflects the removal of amounts related to the Company's Sanofi property, assumed to be sold on January 1, 2021 for the purposes of this pro forma financial statement. The sale closed in the first quarter of 2022.

(F) The pro forma weighted average common shares outstanding are calculated as if the issuance of the 6,450,107 shares that were issued to purchase the CIM Properties had occurred on January 1, 2021.

(G) Represents adjustments to estimated straight-line rent using the most recent data for lease terms, assuming an acquisition date of January 1, 2021 for all 81 properties of the CIM Portfolio acquisition. For purposes of this pro forma financial statement, no assumptions were made for potential lease renewals.

(In thousands)	**Pro Forma Adjustments** [1]
Straight-line rent and other adjustments	$ 536
Accretion of below market leases	1,109
Amortization of above market leases	(1,161)
Total	$ 484

(1) Includes adjustments for the 56 properties acquired in the first quarter of 2022, for the period prior to the Company's ownership, and adjustments for the 25 Properties Acquired Subsequent to March 31, 2022 for a full quarter.

(H) Represents the pro forma adjustment for depreciation and amortization expense, which is based on the Company's basis in the assets that would have been recorded assuming the CIM Portfolio was acquired on January 1, 2021. Depreciation and amortization amounts were determined in accordance with the Company's policies and are based on management's valuation of the estimated useful lives of the property and intangibles. The amounts allocated to buildings and improvements are depreciated over the estimated useful life (generally 40 years for buildings and 15 years or less for improvements), beginning on the assumed acquisition date of January 1, 2021, while the amounts allocated to lease intangibles are amortized over the remaining life of the related leases. The following table details the depreciation and amortization expense for all 81 properties of the CIM Acquisition:

(In thousands)	**Pro Forma Adjustments** [1]
Depreciation expense	$ 4,465
Amortization expense — In-place leases	9,825
Total	$ 14,290

(1) Includes adjustments for the 56 properties acquired in the first quarter of 2022, for the period prior to the Company's ownership, and adjustments for the 25 Properties Acquired Subsequent to March 31, 2022 for a full quarter.

(I) Represents interest expense on debt assumed from the CIM Portfolio and the additional Credit Facility draws, as if all of these borrowings occurred on January 1, 2021, as follows:

	Principal	Rate	Fixed/Variable	Interest Expense
	(In thousands)			*(In thousands)*
Additional interest expense for assumed mortgage debt in March 2022 (1)	$ 19,526	4.46%	Fixed	$ 134
Assumed mortgage debt — Acquired Property Results Not Included in March 31, 2022 RTL (1)	330,430	3.89%	Fixed	3,216
Total interest expense adjustments related to assumed mortgage debt				$ 3,350
Additional interest expense for actual borrowings under the Credit Facility through March 31, 2022 (2)	$ 378,000	2.01%	Variable	$ 1,076
Borrowings on the Credit Facility — Acquired Property Results Not Included in March 31, 2021 RTL (3)	135,000	2.01%	Variable	678
Total interest expense adjustments related to draws on the Credit Facility				$ 1,754

(1) Represents estimated fair value of debt assumed for $19.3 million and $332.9 million of principal mortgage debt, respectively.

(2) Represents additional interest for the period from January 1, 2022 to the dates of the respective borrowings under the Credit Facility used to fund the acquisitions of the 56 properties completed during the three months ended March 31, 2022. Calculated using the weighted-average interest rate on the Credit Facility for the three months ended March 31, 2022.

(3) Calculated using the weighted average interest rate on the Credit Facility for the three months ended March 31, 2022.

(J) The purchase and sale agreement included the planned issuance of shares of the Company's Class A common stock or Class A units in the Operating Partnership of up to $53.4 million in value. The number of shares issued (6,450,107) was based on the value of the shares that may have been issued divided by the per-share volume weighted average price of the Company's Class A common stock measured over a five-day consecutive trading period immediately preceding (but not including) the date on which written notice is delivered, indicating the seller's election to receive either shares or units, to the Operating Partnership (the price of which is to be limited by a 7.5% collar in either direction from the per share volume weighted-average price of the Company's Class A common stock measured over a ten-day consecutive trading period immediately preceding (but not including) the effective date of the PSA, which was $8.34 per share. The Company concluded that this arrangement constituted an embedded derivative which requires separate accounting. The initial value of the embedded derivative was an asset upon the signing of the PSA of $1.7 million, and was a liability of $2.3 million as of December 31, 2021 in the Company's balance sheet. Upon consummation, the stock portion of the transaction closed at values which were within the collar and accordingly, the liability for the derivative at closing should be reduced from $2.3 million to zero. The adjusted loss represents the original value of the embedded derivative (which is also part of purchase accounting). This is expected to be a non-recurring loss.

THE NECESSITY RETAIL REIT, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2021
(In thousands, except per share amounts)

		CIM Transaction and Financing			Other Relevant Transactions		
	December 31, 2021 RTL	Acquired Property Results Not Included in December 31, 2021 RTL	Pro Forma Adjustments	Credit Facility Draw	Issuance of 4.50% Senior Notes	Disposition of Sanofi Property	Pro Forma RTL
	(A)	(B)	(C)	(D)	(E)	(F)	
Revenue from tenants	$ 335,156	$ 153,408	$ (2,934) (H)	$ —	$ —	$ (17,195)	$ 468,435
Operating expenses:							
Asset management fees to related party	32,804	—	—	—	—	—	32,804
Property operating expense	55,431	51,115	—	—	—	(104)	106,442
Impairment of real estate assets	33,261	—	—	—	—	—	33,261
Acquisition, transaction and other costs	4,378	—	—	—	—	—	4,378
Equity-based compensation	17,264	—	—	—	—	—	17,264
General and administrative	20,856	—	—	—	—	(4)	20,852
Depreciation and amortization	130,464	—	84,794 (I)	—	—	(9,432)	205,826
Total operating expenses	294,458	51,115	84,794	—	—	(9,540)	420,827
Operating income before gain on sale of real estate investments	40,698	102,293	(87,728)	—	—	(7,655)	47,608
Gain on sale of real estate investments	4,757	—	—	—	—	44,580 (K)	49,337
Operating income	45,455	102,293	(87,728)	—	—	36,925	96,945
Other (expense) income:							
Interest expense	(81,784)	—	(13,733) (J)	(13,902) (J)	(9,804) (J)	—	(119,223)
Other income	91	260	—	—	—	—	351
Loss on non-designated derivatives	(3,950)	—	2,250 (L)	—	—	—	(1,700)
Total other expenses, net	(85,643)	260	(11,483)	(13,902)	(9,804)	—	(120,572)
Net loss	(40,188)	102,553	(99,211)	(13,902)	(9,804)	36,925	(23,627)
Net loss attributable to non-controlling interests	9	—	—	—	—	—	9
Allocation for preferred stock	(23,262)	—	—	—	—	—	(23,262)
Net loss attributable to common stockholders	$ (63,441)	$ 102,553	$ (99,211)	$ (13,902)	$ (9,804)	$ 36,925	$ (46,880)
Weighted-average shares outstanding — Basic and Diluted **(G)**	115,404,635						115,404,635
Net loss per share attributable to common stockholders — Basic and Diluted	$ (0.56)						$ (0.41)

Notes to Unaudited Pro Forma Consolidated Statement of Operations for the Year Ended December 31, 2021:

(A) Reflects the historical consolidated statement of operations of the Company for the year ended December 31, 2021 as presented in the Company's Annual Report on Form 10-K (filed with the SEC on February 24, 2022), and does not include any properties acquired in the CIM Portfolio acquisition, which began closing acquisitions during the first quarter of 2022.

(B) Represents the full-year historical operating results attributable to the 81 Acquired Properties in the CIM Portfolio acquisition, all of which have closed.

(C) This column represents pro forma accounting impacts of the acquisition of the CIM Portfolio as if the transaction was completed on January 1, 2021. For purposes of these pro forma financial statements, the Company has assumed that the transaction will be accounted for as an asset acquisition.

(D) Assumes a draw on the Company's Credit Facility to partially fund the closings of the 81 properties of the CIM Portfolio on January 1, 2021.

(E) Reflects the issuance of the Company's Senior Notes on October 7, 2021 as if this transaction had occurred on January 1, 2021.

(F) This column reflects the removal of amounts related to the Company's Sanofi property, assumed to be sold on January 1, 2021 for the purposes of this pro forma financial statement. The sale closed in the first quarter of 2022.

(G) The pro forma weighted average common shares outstanding are calculated as if the issuance of the 6,450,107 shares that were issued to purchase the CIM Properties had occurred on January 1, 2021.

(H) Represents adjustments to estimated straight-line rent using the most recent data for lease terms, assuming an acquisition date of January 1, 2021 for all 81 properties of the CIM Portfolio acquisition. For purposes of this pro forma financial statement, no assumptions were made for potential lease renewals.

(In thousands)	**Pro Forma Adjustments**
Straight-line rent and other adjustments	$ (2,725)
Accretion of below market leases	4,436
Amortization of above market leases	(4,645)
Total	$ (2,934)

(I) Represents the pro forma adjustment for depreciation and amortization expense, which is based on the Company's basis in the assets that would have been recorded assuming the CIM Portfolio was acquired on January 1, 2021. Depreciation and amortization amounts were determined in accordance with the Company's policies and are based on management's valuation of the estimated useful lives of the property and intangibles. The amounts allocated to buildings and improvements are depreciated over the estimated useful life (generally 40 years for buildings and 15 years or less for improvements), beginning on the assumed acquisition date of January 1, 2021, while the amounts allocated to lease intangibles are amortized over the remaining life of the related leases. The following table details the depreciation and amortization expense for both the Acquired Property Results Not Included in December 31, 2021 RTL for the year ended December 31, 2021:

(In thousands)	**Pro Forma Adjustments**
Depreciation expense	$ 27,307
Amortization expense — In-place leases	57,487
Total	$ 84,794

(J) Represents interest expense on debt assumed from the CIM Portfolio, the additional Credit Facility draw and the issuance of the Senior Notes, partially offset by the removal of interest expense from the Sanofi mortgage and credit facility paydown, as if all of these borrowings occurred on January 1, 2021, as follows:

	Principal (In thousands)	Rate	Fixed/Variable	Interest Expense (In thousands)
Assumed mortgage debt — Acquired Property Results Not Included in December 31, 2021 RTL (1)	$ 349,956	3.93%	Fixed	$ 13,733
Borrowings on the Credit Facility — Acquired Property Results Not Included in December 31, 2021 RTL (2)	$ 513,000	2.71%	Variable	$ 13,902
Issuance of the Senior Notes (3)	$ 500,000	4.50%	Fixed	$ 17,187
Removal of interest expense related to the Credit Facility repayment	186,242	2.71%	Variable	(5,047)
Removal of interest expense related to the Sanofi mortgage	125,000	3.27%	Fixed by swap	(3,350)
Amortization of deferred financing costs from Senior Notes (3)				1,014
Total interest expense adjustments related to issuance of Senior Notes				$ 9,804

(1) Includes estimated fair value of debt assumed for $352.2 million of principal mortgage debt assumed with the closing of the Acquired Property Results Not Included in December 31, 2021 RTL.

(2) Calculated using the weighted average interest rate on the Credit Facility for the year ended December 31, 2021.

(3) Represents the incremental amount of interest adjustments to assume a January 1, 2021 issuance of the Senior Notes, which were issued on October 7, 2021.

(K) Reflects the gain on the sale of the Sanofi property as if it occurred on January 1, 2021. This is a one-time, non-recurring transaction and therefore is only included in the consolidated pro forma statement of operations for the year ended December 31, 2021. Additional details are as follows:

	(In thousands)
Net proceeds from sale of the Sanofi property — closed January 6, 2022	$ 254,518
Net carrying value of the Sanofi-property related assets and liabilities as of December 31, 2021	(200,506)
Pro forma gain on sale of Sanofi property if closed as of December 31, 2021	54,012
Less: Depreciation from January 1, 2021 to December 31, 2021	(9,432)
Pro forma gain on sale of Sanofi property if closed as of January 1, 2021	$ 44,580

(L) The purchase and sale agreement included the planned issuance of shares of the Company's Class A common stock or Class A units in the Operating Partnership of up to $53.4 million in value. The number of shares issued (6,450,107) was based on the value of the shares that may have been issued divided by the per-share volume weighted average price of the Company's Class A common stock measured over a five-day consecutive trading period immediately preceding (but not including) the date on which written notice is delivered, indicating the seller's election to receive either shares or units, to the Operating Partnership (the price of which is to be limited by a 7.5% collar in either direction from the per share volume weighted-average price of the Company's Class A common stock measured over a ten-day consecutive trading period immediately preceding (but not including) the effective date of the PSA, which was $8.34 per share. The Company concluded that this arrangement constituted an embedded derivative which requires separate accounting. The initial value of the embedded derivative was an asset upon the signing of the PSA of $1.7 million, and was a liability of $2.3 million as of December 31, 2021 in the Company's balance sheet. Upon consummation, the stock portion of the transaction closed at values which were within the collar and accordingly, the liability for the derivative at closing should be reduced from $2.3 million to zero. The adjusted loss represents the original value of the embedded derivative (which is also part of purchase accounting). This is expected to be a non-recurring loss.

Exhibit 99.3

THE NECESSITY RETAIL REIT COMPLETES $1.3 BILLION OPEN-AIR SHOPPING CENTER ACQUISITION, CREATING PURE-PLAY RETAIL FOCUSED PORTFOLIO

93 Properties Closed Year-to-Date, Growing Necessity Retail Portfolio to $5.3 Billion of Real Estate

Grocery-Anchored Centers Grow to 22%[1] of Multi-Tenant Portfolio, 57% of Straight-Line Rent[1] Derived From Properties in Sunbelt States

NEW YORK – July 11, 2022 – The Necessity Retail REIT, Inc. (Nasdaq: RTL) ("RTL" or the "Company") announced today that the Company, through its operating partnership, completed the final acquisition from the previously announced agreement to acquire a portfolio of 81 Power, Anchored and Grocery Centers from certain subsidiaries of CIM Real Estate Finance Trust, Inc. for $1.3 billion including debt assumed of $356 million. The Company also announced that year-to-date it has acquired 93 properties for a total of $1.4 billion. The acquired properties total 10.2 million square feet and were acquired at a cash cap rate of 7.24%[2] and a weighted-average capitalization rate of 8.60%[3].

"We are excited to complete the $1.3 billion shopping center acquisition which, along with other acquisitions completed this year, grows our portfolio to over 1,050 properties and $5.3 billion of assets located where America shops," said Michael Weil, CEO of RTL. "The transactions we have completed so far this year have deliberately focused our portfolio on necessity retail assets in suburban markets, including adding 13 grocery-anchored shopping centers, while decreasing our exposure to office assets to 1% of our straight-line rent. The seamless integration of these properties into our portfolio has increased tenant and geographic diversification and grown occupancy in our open-air shopping center segment, providing a strong defense against headwinds in the broader economy. These transactions had an immediate positive impact on our results in the first quarter and we believe that the full accretive effect of this year's acquisitions will continue to be realized over the balance of the year as we focus on continuing the strong leasing activity we've seen year to date."

Footnote

[1] Represents the RTL portfolio as of and for the quarter ending March 31, 2022, and the remaining 25 properties that were yet to be closed as of March 31, 2022, and were "probable" acquisitions as of the date. Information included in the pro forma presentation herein regarding these probable acquisitions is as of and for the three months ended September 30, 2021.

[2] Cash cap rate is calculated by dividing this annualized cash rental income the properties are projected to generate during the first year of ownership (before debt service and depreciation and after projected fixed costs and variable costs) by the purchase price of the properties, excluding acquisition costs. Weighted average cash cap rates are based on square feet.

[3] Capitalization rate is calculated by dividing the annualized straight-lined rental income the properties are projected to generate during its first year of ownership (before debt service and depreciation and after projected fixed costs and variable costs) by the purchase price of the property, excluding acquisition costs. The weighted-average capitalization rate is based upon square feet.

About The Necessity Retail REIT Where America Shops

The Necessity Retail REIT (Nasdaq: RTL) is the preeminent publicly traded real estate investment trust (REIT) focused "Where America Shops". RTL acquires and manages a diversified portfolio of primarily necessity-based retail single tenant and open-air shopping center properties in the U.S. Additional information about RTL can be found on its website at *www.necessityretailreit.com*.

Important Notice

The statements in this press release that are not historical facts may be forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results or events to be materially different. The words "may," "will," "seeks," "anticipates," "believes," "expects," "estimates," "projects," "plans," "intends," "should" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements are subject to a number of risks, uncertainties and other factors, many of which are outside of the Company's control, which could cause actual results to differ materially from the results contemplated by the forward-looking statements. These risks and uncertainties include the potential adverse effects of (i) the ongoing global COVID-19 pandemic, including actions taken to contain or treat COVID-19, and (ii) the geopolitical instability due to the ongoing military conflict between Russia and Ukraine, including related sanctions and other penalties imposed by the U.S. and European Union, and the related impact on the Company, the Company's tenants, and the global economy and financial markets, as well as those risks and uncertainties set forth in the Risk Factors section of the Company's Annual Report on Form 10-K for the year ended December 31, 2021 filed on February 24, 2022 and all other filings with the SEC after that date as such risks, uncertainties and other important factors may be updated from time to time in the Company's subsequent reports. Further, forward looking statements speak only as of the date they are made, and the Company undertakes no obligation to update or revise any forward-looking statement to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results, unless required to do so by law.

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