## 4Q23 Earnings Presentation February 2024

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The Crossing Clarendon | Washington DC

Regency<sup>®</sup> Centers.

## Safe Harbor and Non-GAAP Disclosures

### Forward-Looking Statements

Certain statements in this document regarding anticipated financial, business, legal or other outcomes including business and market conditions, outlook and other similar statements relating to Regency's future events, developments, or financial or operational performance or results such as our 2024 Guidance, are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as "may," "will," "could," "should," "would," "expect," "estimate," "believe," "intend," "forecast," "project," plan," "anticipate," "quidance," and other similar language. However, the absence of these or similar words or expressions does not mean a statement is not forward-looking. While we believe these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance these expectations will be attained, and it is possible actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks and uncertainties. Our operations are subject to a number of risks and uncertainties including, but not limited to, those risk factors described in our Securities and Exchange Commission ("SEC") filings, our Annual Report on Form 10-K for the year ended December 31, 2023 ("2023 Form 10-K") under Item 1A. When considering an investment in our securities, you should carefully read and consider these risks, together with all other information in our Annual Reports on Form 10-K, Ouarterly Reports on Form 10-O and our other filings and submissions to the SEC. If any of the events described in the risk factors actually occur, our business, financial condition or operating results, as well as the market price of our securities, could be materially adversely affected. Forward-looking statements are only as of the date they are made, and Regency undertakes no duty to update its forward-looking statements, whether as a result of new information, future events or developments or otherwise, except as to the extent required by law. These risks and events include, without limitation:

#### **Risk Factors Related to the Current Economic and Geopolitical Environments**

Interest rates in the current economic environment may adversely impact our cost to borrow, real estate valuation, and stock price. Current economic challenges, including the potential for recession, may adversely impact our tenants and our business. Unfavorable developments affecting the banking and financial services industry could adversely affect our business, liquidity and financial condition, and overall results of operations. Additionally, current geopolitical challenges would impact the U.S. economy and our results of operations and financial condition.

### Risk Factors to Regency's Financial Performance Related to the Company's Acquisition of Urstadt Biddle

Regency may not realize the anticipated benefit and synergies from the Urstadt Biddle merger.

### **Risk Factors Related to Pandemics or other Health Crises**

Pandemics or other health crises, such as the COVID-19 pandemic, may adversely affect our tenants' financial condition, the profitability of our properties, and our access to the capital markets and could have a material adverse effect on our business, results of operations, cash flows and financial condition.

### **Risk Factors Related to Operating Retail-Based Shopping Centers**

Economic and market conditions may adversely affect the retail industry and consequently reduce our revenues and cash flow and increase our operating expenses. Shifts in retail trends, sales, and delivery methods between brick-and-mortar stores, e-commerce, home delivery, and curbside pick-up may adversely impact our revenues, results from operations, and cash flows. Changing economic and retail market conditions in geographic areas where our properties are concentrated may reduce our revenues and cash flow. Our success depends on the continued presence and success of our "anchor" tenants. A percentage of our revenues are derived from "local" tenants and our net income may be adversely impacted if these tenants are not successful, or if the demand for the types or mix of tenants significantly change. We may be unable to collect balances due from tenants in bankruptcy. Many of our costs and expenses associated with operating our properties may remain constant or increase, even if our lease income dereases. Compliance with the Americans with Disabilities Act and other building, fire, and safety and regulations may have a material negative effect on us.

### **Risk Factors Related to Real Estate Investments**

Our real estate assets may decline in value and be subject to impairment losses which may reduce our net income. We face risks associated with development, redevelopment, and expansion of properties. We face risks associated with the development of mixed-use commercial properties. We face risks associated with the acquisition of properties. We may be unable to sell properties when desired because of market conditions. Changes in tax laws could impact our acquisition or disposition of real estate.

#### **Risk Factors Related to the Environment Affecting Our Properties**

Climate change may adversely impact our properties directly and may lead to additional compliance obligations and costs as well as additional taxes and fees. Geographic concentration of our properties makes our business more vulnerable to natural disasters, severe weather conditions and climate change. Costs of environmental remediation may adversely impact our financial performance and reduce our cash flow.

### **Risk Factors Related to Corporate Matters**

An increased focus on metrics and reporting relating to environmental, social, and governance ("ESG") factors may impose additional costs and expose us to new risks. An uninsured loss or a loss that exceeds the insurance coverage on our properties may subject us to loss of capital and revenue on those properties. Failure to attract and retain key personnel may adversely affect our business and operations.

### **Risk Factors Related to Our Partnerships and Joint Ventures**

We do not have voting control over all of the properties owned in our real estate partnerships and joint ventures, so we are unable to ensure that our objectives will be pursued. The termination of our partnerships may adversely affect our cash flow, operating results, and our ability to make distributions to stock and unit holders.

### **Risk Factors Related to Funding Strategies and Capital Structure**

Our ability to sell properties and fund acquisitions and developments may be adversely impacted by higher market capitalization rates and lower NOI at our properties which may dilute earnings. We depend on external sources of capital, which may not be available in the future on favorable terms or at all. Our debt financing may adversely affect our business and financial condition. Covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition. Increases in interest rates would cause our borrowing costs to rise and negatively impact our results of operations. Hedging activity may expose us to risks, including the risks that a counterparty will not perform and that the hedge will not yield the economic benefits we anticipate, which may adversely affect us.

### **Risk Factors Related to Information Management and Technology**

The unauthorized access, use, theft or destruction of tenant or employee personal, financial, or other data or of Regency's proprietary or confidential information stored in our information systems or by third parties on our behalf could impact our reputation and brand and expose us to potential liabilities and adverse financial impact. The use of technology based on artificial intelligence presents risks relating to confidentiality, creation of inaccurate and flawed outputs and emerging regulatory risk, any or all of which may adversely affect our business and results of operations.

#### Risk Factors Related to the Market Price for Our Securities

Changes in economic and market conditions may adversely affect the market price of our securities. There is no assurance that we will continue to pay dividends at current or historical rates.

#### Risk Factors Related to the Company's Qualification as a REIT

If the Company fails to qualify as a REIT for federal income tax purposes, it would be subject to federal income tax at regular corporate rates. Dividends paid by REITs generally do not qualify for reduced tax rates. Certain foreign shareholders may be subject to U.S. federal income tax on gain recognized on a disposition of our common stock if we do not qualify as a "domestically controlled" REIT. Legislative or other actions affecting REITs may have a negative effect on us or our investors. Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities. Partnership tax audit rules could have a material adverse effect.

#### **Risk Factors Related to the Company's Common Stock**

Restrictions on the ownership of the Company's capital stock to preserve its REIT status may delay or prevent a change in control. The issuance of the Company's capital stock may delay or prevent a change in control. Ownership in the Company may be diluted in the future.

### Non-GAAP Disclosure

We believe these non-GAAP measures provide useful information to our Board of Directors, management and investors regarding certain trends relating to our financial condition and results of operations. Our management uses these non-GAAP measures to compare our performance to that of prior periods for trend analyses, purposes of determining management incentive compensation and budgeting, forecasting and planning purposes.

We do not consider non-GAAP measures an alternative to financial measures determined in accordance with GAAP, rather they supplement GAAP measures by providing additional information we believe to be useful to our shareholders. The principal limitation of these non-GAAP financial measures is they may exclude significant expense and income items that are required by GAAP to be recognized in our consolidated financial statements. In addition, they reflect the exercise of management's judgment about which expense and income items are excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, reconciliations of the non-GAAP financial measures we use to their most directly comparable GAAP measures are provided. Non-GAAP financial measures should not be relied upon in evaluating the financial condition, results of operations or future prospects of the Company.

Nareit FFO is a commonly used measure of REIT performance, which the National Association of Real Estate Investment Trusts ("Nareit") defines as net income, computed in accordance with GAAP, excluding gains on sale and impairments of real estate, net of tax, plus depreciation and amoritzation, and after adjustments for unconsolidated partnerships and joint ventures. Regency computes Nareit FFO for all periods presented in accordance with Nareit's definition. Since Nareit FFO excludes depreciation and amortization and gains on sales and impairments of real estate, it provides a performance measure that, when compared year over year, reflects the impact on operations from trends in percent leased, rental rates, operating costs, acquisition and development activities, and financing costs. This provides a perspective of the Company's financial performance not immediately apparent from net income determined in accordance with GAAP. Thus, Nareit FFO is a supplemental non-GAAP financial measure of the Company's operating performance, which does not represent cash generated from operating activities in accordance with GAAP; and, therefore, should not be considered a substitute measure of cash flows from operations. The Company provides a reconciliation of Net Income Attributable to Common Shareholders to Nareit FFO.

Core Operating Earnings is an additional performance measure that excludes from Nareit FFO: (i) transaction related income or expenses; (ii) gains or losses from the early extinguishment of debt; (iii) certain non-cash components of earnings derived from above and below market rent amortization, straight-line rents, and amortization of mark-to-market of debt adjustments; and (iv) other amounts as they occur. The Company provides a reconciliation of Net Income to Nareit FFO to Core Operating Earnings.

## Regency's Unequaled Strategic Advantages

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- 80%+ grocery-anchored neighborhood & community centers
- Necessity, service, convenience, and value retailers serving the essential needs of our communities
- Well located in suburban trade areas with compelling demographics

## **Best-In-Class Operating Platform**

- 20+ offices throughout the country working with tenants and vendors at over 480 properties
- Unparalleled team of experienced professionals with local expertise and strong tenant relationships
- Intense asset management model enables close communication with tenants

## **Strong Value Creation Pipeline**

- Deep pipeline of flexible development and redevelopment opportunities
- Well-positioned to create value over the long-term

### **Balance Sheet and Liquidity Strength**

- Low leverage with limited near-term maturities
- Trailing 12-month Debt & Preferred Stock-to-EBITDAre of 5.1x\*
- Revolver availability of ~\$1.1B

\* Trailing 12-month Debt & Preferred Stock-to-EBITDAre is 5.1x when adjusted for the annualized impact of the EBITDAre contribution from the acquisition of Urstadt Biddle assets; on an unadjusted basis, trailing 12-month Debt & Preferred Stock-to-EBITDAre is 5.4x

## Regency's Mission, Vision, & Values

## Mission

Regency Centers creates thriving environments for retailers and service providers to connect with surrounding neighborhoods and communities.

## Vision

To elevate quality of life as an integral thread in the fabric of our communities.



## 2024 Earnings Guidance Summary

Full Year 2024 Guidance (in thousands, except per share data)	2023 Actual	2024 Guidance
Net Income Attributable to Common Shareholders per diluted share	\$2.04	\$1.87 - \$1.93
Nareit Funds From Operations ("Nareit FFO") per diluted share	\$4.15	\$4.14 - \$4.20
Core Operating Earnings per diluted share <sup>(1)</sup>	\$3.95	\$4.02 - \$4.08
Same property NOI growth without termination fees or collection of 2020/2021 reserves	3.6%	+2.0% to +2.5%
Collection of 2020/2021 reserves <sup>(2)</sup>	\$4,409	\$0
Certain non-cash items <sup>(3)</sup>	\$40,051	+/- \$30,000
G&A expense, net <sup>(4)</sup>	\$93,399	\$93,000 - \$95,000
Interest expense, net and Preferred stock dividends <sup>(5)</sup>	\$176,840	\$199,000 - \$201,000
Management, transaction and other fees	\$25,995	+/- \$25,000
Development and Redevelopment spend	\$154,998	+/- \$180,000
Acquisitions	\$62,230	\$0
Cap rate (weighted average)	7.0%	0%
Dispositions	\$7,855	+/- \$100,000
Cap rate (weighted average)	8.4%	+/- 5.5%
Share/unit issuances (gross)	\$31,253	\$0
Share/unit repurchases (gross)	\$29,163	\$0
Merger-related transition expense	\$4,620	+/- \$7,000

Note: With the exception of per share data, figures above represent 100% of Regency's consolidated entities and its pro-rata share of unconsolidated real estate partnerships.

(1) Core Operating Earnings excludes certain non-cash items, including straight-line rents, above/below market rent amortization, debt and derivative mark-to-market amortization, as well as transaction related income/expenses and debt extinguishment charges.

(2) Represents the collection of receivables in the Same Property portfolio reserved in 2020 and 2021, which is included in Uncollectible Lease Income.

(3) Includes above and below market rent amortization, straight-line rents, and debt and derivative mark-to-market amortization.

(4) Represents 'General & administrative, net' before gains or losses on deferred compensation plan, as reported on supplemental pages 5 and 7 and calculated on a pro rata basis.

(5) Net of interest income; excludes debt and derivative mark-to-market amortization, which is included in Certain non-cash items.

# Nareit FFO – '23 Actual to '24 Guidance Reconciliation

- > Growth in SP NOI (ex. term fees, ex. '20/'21 collections) is contributing +11c/share to 2024 FFO at the midpoint
- > Guidance for COE per share growth (ex. '20/'21 reserve collections) is ~3% at the midpoint in 2024

2023 Nareit FFO Per Diluted Share	\$4.15	Primary Drivers of Y/Y Change
Cash Net Operating Income	@ Midpoint	
Same Property NOI (ex. Term Fees, '20/'21 Collections, Transactions/UBP)	0.11	Growth of +2.0-2.5% ex. term fees, ex. '20/'21 collections
Lease Termination Fee Income, net	(0.02)	Expect \$4-5M in 2024, in line with historical average
Covid-Period ('20/'21) Reserve Collections	(0.02)	Immaterial in 2024 vs. \$4.4M in 2023
NOI Impact from Transactions (Acq/Disp) in 2023 & 2024, incl. UBP Merger $^{(1)}$	0.35	2023 & 2024 acquisitions & dispositions, including UBP
Other Non-SP NOI (ex. Term Fees, '20/'21 Collections, Transactions/UBP)	0.01	Contribution from ground-up development completions
Other Items		
Non-Cash Items <sup>(2)</sup>	(0.06)	~\$10M lower y/y, driven by non-recurring impacts in 2023
G&A Expense, net <sup>(3)</sup>	0.00	
Third Party Management Fees	0.00	
Interest Expense, net and Preferred Dividends (4)	(0.12)	Primarily driven by UBP financing (debt & preferred) and '24 debt refinancing
Debt Extinguishment, Dead Deal Costs, & Other Expenses	(0.02)	One-time pursuit income in 2023 and higher other expense
UBP Merger-Related Transition Expense	(0.01)	\$7M in 2024 (~\$2M higher y/y)
Share Count Impact (Share/Unit Issuance, Share/Unit Repurchases, UBP)	(0.20)	UBP merger impact; weighted average diluted share count of $\sim \! 186 \text{M}$ in '24
2024 Nareit FFO Per Diluted Share Guidance	\$4.14 to \$4.20	
Reconciliation from Nareit FFO to Core Operating Earnings (COE)		
Reverse: Non-Cash Items (2)	(0.16)	+/- \$30M in '24
Reverse: Merger-Related Transition Expense	0.04	+/- \$7M in '24
2024 Core Operating Earnings (COE) Per Diluted Share Guidance	\$4.02 to \$4.08	Y/Y growth of $\sim$ 3% ex. '20/'21 collections

Notes: All figures are pro rata.

(1) NOI related to the Urstadt Biddle merger will be excluded from Regency's same property (SP) NOI pool and guidance ranges until 2025.

(2) Guidance for 'Non-Cash Items' includes above and below market rent amortization, straight-line rents, and debt and derivative mark-to-market amortization.

(3) Guidance for "G&A expense, net" represents "General & administrative, net" as reported on supplemental pages 5 & 7, before gains or losses on deferred compensation plan.

(4) Guidance for 'Interest Expense and Preferred Dividends' excludes debt and derivative mark-to-market amortization (included in non-cash items), and is net of interest income.

## Drivers of 2024 Same-Property NOI Growth

## Guidance for 2024 SP NOI Growth (ex. Term Fees, ex. '20/'21 Collections) is +2.0% to +2.5%

- Excludes the \$4.4M collection of `20/'21 reserves in 2023
- Primary drivers of our +2.0% to +2.5% SP NOI growth guidance range include:
  - Base rent growth, driven primarily by:
    - Growth in rents, positively impacted by embedded rent steps and cash releasing spreads
    - Contribution from completed and in-process redevelopment projects
  - A temporary decline in our average *commenced* occupancy rate of approximately 50bp y/y in 2024, related to the timing of anchor rent commencement associated with pre-leased anchor space as a result, we expect:
    - A decline in average *commenced* <u>anchor</u> occupancy
    - An increase in average *commenced* <u>shop</u> occupancy
- <u>Importantly</u>, we expect our *leased* occupancy rate will increase further this year supported by continued strong leasing activity, resulting in outsized future rent commencement beginning in late 2024

# Strong Balance Sheet Position



## Pro Rata Debt Maturity Profile as of December 31, 2023

\$900 \$800 \$770 \$675 \$700 \$600 millions) \$501 \$488 \$500 \$444 \$437 \$425 \$399 . 12. \$400 \$300 \$300 \$179 \$200 \$103 \$100 \$O \$3 \$0 2024 2025 2026 2027 2028 2029 2030 2031 2032 2033 2034 2047 2049 2046 Unsecured Debt - Bonds Line of Credit Consolidated Debt - Secured Unconsolidated Debt - Secured

Regency aims to have < 15% of total debt maturing in any given year

- Equity
- Unsecured Debt Bonds
- Unconsolidated Debt Secured
- Consolidated Debt Secured
- Credit Facilities
- Preferred Equity

Weighted Average Interest Rate:3.9%Weighted Average Years to Maturity:6.9 YrsTotal Pro Rata Debt Outstanding:\$4.7B

## In-Process Developments & Redevelopments

As of 12/31/2023, Regency's in-process development & redevelopment projects totaled \$468 million at ~8% estimated stabilized yields



### In-Process Developments & Redevelopments

## Estimated Future Spend

(on in-process projects only)

	As of 12/31/2023	Total	\$257M
Regency's Estimated Net Project Costs	\$468M	2024	\$130M
% of Project Costs Incurred	~45%	2025+	\$127M
Remaining Project Costs	\$257M		

## Regency's Approach to Corporate Responsibility

Corporate Responsibility is at the foundation of who we are and what we do

We believe that acting responsibly is strategic to the long-term sustainability and success of our business, our stakeholders, and the environment



# Glossary of Terms

Adjusted Funds From Operations (AFFO): An additional performance measure used by Regency that reflects cash available to fund the Company's business needs and distribution to shareholders. AFFO is calculated by adjusting Operating FFO for (i) capital expenditures necessary to maintain the Company's portfolio of properties, (ii) interest charges and (iii) other non-cash amounts as they occur.

<u>Core Operating Earnings (COE)</u>: An additional performance measure used by Regency as the computation of Nareit FFO includes certain non-comparable items that affect the Company's period-over-period performance. Core Operating Earnings excludes from Nareit FFO: (i) transaction related income or expenses (ii) gains or losses from the early extinguishment of debt; (iii) certain non- cash components of earnings derived from above and below market rent amortization, straight-line rents, and amortization of mark-to-market of debt and derivative adjustments; and (iv) other amounts as they occur. The Company provides a reconciliation of Net Income Attributable to Common Stockholders to Nareit FFO to Core Operating Earnings.

**Non-Same Property:** During either calendar year period being compared, a property acquired, sold, a Property in Development, a Development Completion, or a property under, or being positioned for, significant redevelopment that distorts comparability between periods. Non-retail properties and corporate activities, including the captive insurance program, are part of Non-Same Property.

**Operating EBITDAre:** Nareit EBITDAre is a measure of REIT performance, which the Nareit defines as net income, computed in accordance with GAAP, excluding (i) interest expense; (ii) income tax expense; (iii) depreciation and amortization; (iv) gains on sales of real estate; (v) impairments of real estate; and (vi) adjustments to reflect the Company's share of unconsolidated partnerships and joint ventures. Operating EBITDAre excludes from Nareit EBITDAre certain non-cash components of earnings derived from above and below market rent amortization and straight-line rents. The Company provides a reconciliation of Net Income to Nareit EBITDAre to Operating EBITDAre.

**Same Property:** Retail Operating Properties that were owned and operated for the entirety of both calendar year periods being compared. This term excludes Property in Development, prior year Development Completions, and Non-Same Properties. Property in Redevelopment is included unless otherwise indicated.

Value Creation: The estimated incremental value at completion using underwritten NOI at stabilization, valued at a market cap rate less estimated development costs.