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

FORM 10-Q

Mark One

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2024, or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to
Commission File Number 001-12928
AGREE REALTY CORPORATION
(Exact name of registrant as specified in its charter)

Maryland	**38-3148187**
(State or other jurisdiction of incorporation or Organization)	(I.R.S. Employer Identification No.)
32301 Woodward Avenue, Royal Oak, Michigan	**48073**
(Address of principal executive offices)	(Zip Code)

(248) 737-4190
(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, $0.0001 par value	ADC	New York Stock Exchange
Depositary Shares, each representing one-thousandth of a share of 4.25% Series A Cumulative Redeemable Preferred Stock, $0.0001 par value	ADCPrA	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-accelerated Filer ☐ Smaller reporting company ☐ 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of July 22, 2024, the Registrant had 100,624,549 shares of common stock issued and outstanding.

AGREE REALTY CORPORATION
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

AGREE REALTY CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per-share data)
(Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
Real Estate Investments		
Land	$ 2,340,966	$ 2,282,354
Buildings	5,061,561	4,861,692
Less accumulated depreciation	(494,737)	(433,958)
	6,907,790	6,710,088
Property under development	44,839	33,232
Net Real Estate Investments	6,952,629	6,743,320
Real Estate Held for Sale, net	—	3,642
Cash and Cash Equivalents	9,639	10,907
Cash Held in Escrow	14,615	3,617
Accounts Receivable - Tenants, net	94,853	82,954
Lease Intangibles, net of accumulated amortization of $408,969 and $360,061 at June 30, 2024 and December 31, 2023, respectively	837,991	854,088
Other Assets, net	91,111	76,308
Total Assets	$ 8,000,838	$ 7,774,836
LIABILITIES		
Mortgage Notes Payable, net	$ 42,518	$ 42,811
Unsecured Term Loan, net	347,115	346,798
Senior Unsecured Notes, net	2,236,223	1,794,312
Unsecured Revolving Credit Facility	43,000	227,000
Dividends and Distributions Payable	25,863	25,534
Accounts Payable, Accrued Expenses, and Other Liabilities	106,058	101,401
Lease Intangibles, net of accumulated amortization of $43,860 and $42,813 at June 30, 2024 and December 31, 2023, respectively	36,983	36,827
Total Liabilities	2,837,760	2,574,683
EQUITY		
Preferred stock, $.0001 par value per share, 4,000,000 shares authorized, 7,000 shares Series A outstanding, at stated liquidation value of $25,000 per share, at June 30, 2024 and December 31, 2023	175,000	175,000
Common stock, $.0001 par value, 180,000,000 shares authorized, 100,624,624 and 100,519,355 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively	10	10
Additional paid-in-capital	5,357,143	5,354,120
Dividends in excess of net income	(400,809)	(346,473)
Accumulated other comprehensive income	30,915	16,554
Total Equity - Agree Realty Corporation	5,162,259	5,199,211
Non-controlling interest	819	942
Total Equity	5,163,078	5,200,153
Total Liabilities and Equity	$ 8,000,838	$ 7,774,836

See accompanying notes to condensed consolidated financial statements.

AGREE REALTY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(In thousands, except share and per-share data)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Revenues				
Rental income	$ 152,424	$ 129,876	$ 301,847	$ 256,485
Other	151	24	182	33
Total Revenues	152,575	129,900	302,029	256,518
Operating Expenses				
Real estate taxes	10,721	9,874	21,422	19,305
Property operating expenses	6,487	5,821	13,860	12,602
Land lease expense	415	410	830	840
General and administrative	9,707	8,420	19,222	17,244
Depreciation and amortization	50,454	42,750	98,917	83,396
Provision for impairment	—	1,315	4,530	1,315
Total Operating Expenses	77,784	68,590	158,781	134,702
Gain on sale of assets, net	7,156	319	9,252	319
Gain (loss) on involuntary conversion, net	20	—	(35)	—
Income from Operations	81,967	61,629	152,465	122,135
Other (Expense) Income				
Interest expense, net	(26,416)	(19,948)	(50,867)	(37,945)
Income and other tax expense	(1,004)	(709)	(2,154)	(1,492)
Other income	366	43	483	91
Net Income	54,913	41,015	99,927	82,789
Less net income attributable to non-controlling interest	189	147	344	307
Net income attributable to Agree Realty Corporation	54,724	40,868	99,583	82,482
Less Series A preferred stock dividends	1,859	1,859	3,718	3,718
Net Income Attributable to Common Stockholders	$ 52,865	$ 39,009	$ 95,865	$ 78,764
Net Income Per Share Attributable to Common Stockholders				
Basic	$ 0.53	$ 0.42	$ 0.95	$ 0.86
Diluted	$ 0.52	$ 0.42	$ 0.95	$ 0.86
Other Comprehensive Income				
Net income	$ 54,913	$ 41,015	$ 99,927	$ 82,789
Amortization of interest rate swaps	(675)	(630)	(1,305)	(1,259)
Change in fair value and settlement of interest rate swaps	4,172	3,341	15,716	3,341
Total comprehensive income	58,410	43,726	114,338	84,871
Less comprehensive income attributable to non-controlling interest	201	157	394	315
Comprehensive Income Attributable to Agree Realty Corporation	$ 58,209	$ 43,569	$ 113,944	$ 84,556
Weighted Average Number of Common Shares Outstanding - Basic	100,349,943	93,053,870	100,319,591	91,549,390
Weighted Average Number of Common Shares Outstanding - Diluted	100,454,703	93,134,385	100,415,466	91,862,290

See accompanying notes to condensed consolidated financial statements.

AGREE REALTY CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
(In thousands, except share and per-share data)
(Unaudited)

	Preferred Stock		Common Stock		Additional	Dividends in excess of net	Accumulated Other Comprehensive	Non-Controlling	Total
	Shares	Amount	Shares	Amount	Paid-In Capital	income	Income (Loss)	Interest	Equity
Balance, December 31, 2023	7,000	$ 175,000	100,519,355	$ 10	$ 5,354,120	$ (346,473)	$ 16,554	$ 942	$ 5,200,153
Repurchase of common shares	—	—	(37,957)	—	(2,183)	—	—	—	(2,183)
Issuance of stock under the 2020 Omnibus Incentive Plan	—	—	147,656	—	—	—	—	—	—
Forfeiture of restricted stock	—	—	(79)	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	2,425	—	—	—	2,425
Series A preferred dividends declared for the period	—	(1,859)	—	—	—	—	—	—	(1,859)
Common stock dividends and distributions declared for the period	—	—	—	—	—	(74,732)	—	(257)	(74,989)
Amortization, changes in fair value, and settlement of interest rate swaps	—	—	—	—	—	—	10,876	38	10,914
Net income	—	1,859	—	—	—	43,000	—	155	45,014
Balance, March 31, 2024	7,000	$ 175,000	100,628,975	$ 10	$ 5,354,362	$ (378,205)	$ 27,430	$ 878	$ 5,179,475
Repurchase of common shares	—	—	(126)	—	(7)	—	—	—	(7)
Forfeiture of restricted stock	—	—	(4,225)	—	(17)	—	—	—	(17)
Stock-based compensation	—	—	—	—	2,805	—	—	—	2,805
Series A preferred dividends declared for the period	—	(1,859)	—	—	—	—	—	—	(1,859)
Common stock dividends and distributions declared for the period	—	—	—	—	—	(75,469)	—	(260)	(75,729)
Amortization, changes in fair value, and settlement of interest rate swaps	—	—	—	—	—	—	3,485	12	3,497
Net income	—	1,859	—	—	—	52,865	—	189	54,913
Balance, June 30, 2024	7,000	$ 175,000	100,624,624	$ 10	$ 5,357,143	$ (400,809)	$ 30,915	$ 819	$ 5,163,078
Cash dividends declared per depositary share of Series A preferred stock:									
For the three months ended March 31, 2024		$ 0.266							
For the three months ended June 30, 2024		$ 0.266							
Cash dividends declared per common share:									
For the three months ended March 31, 2024				$ 0.741					
For the three months ended June 30, 2024				$ 0.750					

See accompanying notes to condensed consolidated financial statements.

AGREE REALTY CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
(In thousands, except share and per-share data)
(Unaudited)

	Preferred Stock		Common Stock		Additional	Dividends in excess of net	Accumulated Other Comprehensive	Non-Controlling	Total
	Shares	Amount	Shares	Amount	Paid-In Capital	income	Income (Loss)	Interest	Equity
Balance, December 31, 2022	7,000	$ 175,000	90,173,424	$ 9	$ 4,658,570	$ (228,132)	$ 23,551	$ 1,392	$ 4,630,390
Issuance of common stock, net of issuance costs	—	—	2,945,000	—	195,133	—	—	—	195,133
Repurchase of common shares	—	—	(35,578)	—	(2,607)	—	—	—	(2,607)
Issuance of restricted stock under the 2020 Omnibus Incentive Plan	—	—	128,993	—	—	—	—	—	—
Forfeiture of restricted stock	—	—	(13,760)	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	1,831	—	—	—	1,831
Series A preferred dividends declared for the period	—	(1,859)	—	—	—	—	—	—	(1,859)
Dividends and distributions declared for the period	—	—	—	—	—	(65,939)	—	(250)	(66,189)
Amortization, changes in fair value, and settlement of interest rate swaps	—	—	—	—	—	—	(627)	(2)	(629)
Net income	—	1,859	—	—	—	39,755	—	160	41,774
Balance, March 31, 2023	7,000	$ 175,000	93,198,079	$ 9	$ 4,852,927	$ (254,316)	$ 22,924	$ 1,300	$ 4,797,844
Issuance of common stock, net of issuance costs	—	—	3,070,997	1	205,104	—	—	—	205,105
Repurchase of common shares	—	—	(101)	—	(8)	—	—	—	(8)
Issuance of stock under the 2020 Omnibus Incentive Plan	—	—	373	—	—	—	—	—	—
Forfeiture of restricted stock	—	—	(12)	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	2,177	—	—	—	2,177
Series A preferred dividends declared for the period	—	(1,859)	—	—	—	—	—	—	(1,859)
Dividends and distributions declared for the period	—	—	—	—	—	(68,688)	—	(252)	(68,940)
Amortization, changes in fair value, and settlement of interest rate swaps	—	—	—	—	—	—	2,701	10	2,711
Net income	—	1,859	—	—	—	39,009	—	147	41,015
Balance, June 30, 2023	7,000	$ 175,000	96,269,336	$ 10	$ 5,060,200	$ (283,995)	$ 25,625	$ 1,205	$ 4,978,045

Cash dividends declared per depositary share of Series A preferred stock:		
For the three months ended March 31, 2023	$	0.266
For the three months ended June 30, 2023	$	0.266
Cash dividends declared per common share:		
For the three months ended March 31, 2023	$	0.720
For the three months ended June 30, 2023	$	0.729

See accompanying notes to Condensed consolidated financial statements.

AGREE REALTY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended	
	June 30, 2024	**June 30, 2023**
Cash Flows from Operating Activities		
Net income	$ 99,927	$ 82,789
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	98,917	83,396
Amortization from above (below) market lease intangibles, net	16,592	17,322
Amortization from financing costs, credit facility costs and debt discount	2,655	2,225
Stock-based compensation	5,213	4,008
Straight-line accrued rent	(6,343)	(6,147)
Provision for impairment	4,530	1,315
Gain on sale of assets	(9,252)	(319)
Change in accounts receivable	(6,352)	945
Change in other assets	(5,553)	(10,366)
Change in accounts payable, accrued expenses, and other liabilities	(215)	8,560
Net Cash Provided by Operating Activities	200,119	183,728
Cash Flows from Investing Activities		
Acquisition of real estate investments and other assets	(316,910)	(610,593)
Development of real estate investments and other assets, net of reimbursements (including capitalized interest of $701 in 2024 and $1,203 in 2023)	(29,315)	(55,813)
Payment of leasing costs	(696)	(36)
Net proceeds from sale of assets	56,679	3,069
Net Cash Used in Investing Activities	(290,242)	(663,373)
Cash Flows from Financing Activities		
Proceeds from common stock offerings, net	—	400,237
Repurchase of common shares	(2,190)	(2,615)
Unsecured revolving credit facility borrowings	325,000	636,000
Unsecured revolving credit facility repayments	(509,000)	(433,000)
Payments of mortgage notes payable	(474)	(445)
Proceeds from senior unsecured notes	444,722	—
Payment of Series A preferred dividends	(3,718)	(3,718)
Payment of common stock dividends	(149,873)	(133,112)
Distributions to non-controlling interest	(517)	(266)
Payments for financing costs	(4,097)	(98)
Net Cash Provided by Financing Activities	99,853	462,983
Net Increase (Decrease) in Cash and Cash Equivalents and Cash Held in Escrow	9,730	(16,662)
Cash and cash equivalents and cash held in escrow, beginning of period	14,524	28,909
Cash and cash equivalents and cash held in escrow, end of period	$ 24,254	$ 12,247
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest (net of amounts capitalized)	$ 56,650	$ 47,048
Cash paid for income tax	$ 4,091	$ 3,019
Supplemental Disclosure of Non-Cash Investing and Financing Activities		
Series A preferred dividends declared and unpaid	$ 620	$ 620
Common stock dividends and limited partners' distributions declared and unpaid	$ 25,243	$ 23,478
Change in accrual of development, construction and other real estate investment costs	$ 9,388	$ (4,589)
Additional lease right of use assets added under new ground leases	$ 365	$ —

See accompanying notes to condensed consolidated financial statements.

AGREE REALTY CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2024
(Unaudited)

Note 1 – Organization

Agree Realty Corporation (the "Company"), a Maryland corporation, is a fully integrated real estate investment trust ("REIT") primarily focused on the ownership, acquisition, development and management of retail properties net leased to industry leading tenants. The Company was founded in 1971 by its current Executive Chairman, Richard Agree, and its common stock was listed on the New York Stock Exchange in 1994.

The Company's assets are held by, and all of its operations are conducted through, directly or indirectly, Agree Limited Partnership (the "Operating Partnership"), of which Agree Realty Corporation is the sole general partner and in which it held a 99.7% common equity interest as of June 30, 2024 and December 31, 2023. There is a one-for-one relationship between the limited partnership interests in the Operating Partnership ("Operating Partnership Common Units") owned by the Company and shares of Company common stock outstanding. The Company also owns 100% of the Series A preferred equity interest in the Operating Partnership. This preferred equity interest corresponds on a one-for-one basis to the Company's Series A Preferred Stock (Refer to Note 6 – *Common and Preferred Stock*), providing income and distributions to the Company equal to the dividends payable on that stock.

As of June 30, 2024 and December 31, 2023, the non-controlling interest in the Operating Partnership consisted of a 0.3% common ownership interest in the Operating Partnership held by the Company's founder and Executive Chairman. The Operating Partnership Common Units may, under certain circumstances, be exchanged for shares of common stock on a one-for-one basis. The Company, as sole general partner of the Operating Partnership, has the option to settle exchanged Operating Partnership Common Units held by others for cash based on the current trading price of its shares. Assuming the exchange of all non-controlling Operating Partnership Common Units, there would have been 100,972,243 shares of common stock outstanding at June 30, 2024.

As of June 30, 2024, the Company owned 2,202 properties, with a total gross leasable area ("GLA") of approximately 45.8 million square feet. As of June 30, 2024, the Company's portfolio was approximately 99.8% leased and had a weighted average remaining lease term (excluding extension options) of approximately 8.1 years. A significant majority of its properties are leased to national tenants and approximately 68.4% of its annualized base rent was derived from tenants, or parent entities thereof, with an investment grade credit rating from S&P Global Ratings, Moody's Investors Service, Fitch Ratings or the National Association of Insurance Commissioners.

The terms "Agree Realty," the "Company," "Management," "we," "our" or "us" refer to Agree Realty Corporation and all of its consolidated subsidiaries, including the Operating Partnership.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for audited financial statements. The unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the results for the interim period presented. Operating results for the three and six months ended June 30, 2024 may not be indicative of the results that may be expected for the year ending December 31, 2024.

Amounts as of December 31, 2023 included in the condensed consolidated financial statements have been derived from the audited consolidated financial statements as of that date. The unaudited condensed consolidated financial statements,

included herein, should be read in conjunction with the audited consolidated financial statements and notes thereto, as well as Management's Discussion and Analysis of Financial Condition and Results of Operations, in the Company's Form 10-K for the year ended December 31, 2023.

Consolidation

Under the agreement of limited partnership of the Operating Partnership, the Company, as the sole general partner, has exclusive responsibility and discretion in the management and control of the Operating Partnership. The Company consolidates the Operating Partnership under the guidance set forth in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 810, *Consolidation*, and as a result, the unaudited condensed consolidated financial statements include the accounts of the Company, the Operating Partnership and its wholly owned subsidiaries. All material intercompany accounts and transactions are eliminated, including the Company's Series A preferred equity interest in the Operating Partnership.

Real Estate Investments

The Company records the acquisition of real estate at cost, including acquisition and closing costs. For properties developed by the Company, all direct and indirect costs related to planning, development and construction, including interest, real estate taxes and other miscellaneous costs incurred during the construction period, are capitalized for financial reporting purposes and recorded as property under development until construction has been completed.

Assets Held for Sale

Assets are classified as real estate held for sale based on specific criteria as outlined in FASB ASC Topic 360, *Property, Plant & Equipment*. Properties classified as real estate held for sale are recorded at the lower of their carrying value or their fair value, less anticipated selling costs. Any properties classified as held for sale are not depreciated. Assets are generally classified as real estate held for sale once management has actively engaged in marketing the asset and has received a firm purchase commitment that is expected to close within one year.

Acquisitions of Real Estate

The acquisition of property for investment purposes is typically accounted for as an asset acquisition. The Company allocates the purchase price to land, building, assumed debt, if any, and identified intangible assets and liabilities, based in each case on their relative estimated fair values and without giving rise to goodwill. Intangible assets and liabilities represent the value of in-place leases and above- or below-market leases. In making estimates of fair values, the Company may use various sources, including data provided by independent third parties, as well as information obtained by the Company as a result of its due diligence, including expected future cash flows of the property and various characteristics of the markets where the property is located.

In allocating the fair value of the identified tangible and intangible assets and liabilities of an acquired property, land is valued based upon comparable market data or independent appraisals. Buildings are valued on an as-if vacant basis based on a cost approach utilizing estimates of cost and the economic age of the building or an income approach utilizing various market data. In-place lease intangibles are valued based on the Company's estimates of costs related to tenant acquisition and the carrying costs that would be incurred during the time it would take to locate a tenant if the property were vacant, considering current market conditions and costs to execute similar leases at the time of the acquisition. Above- and below-market lease intangibles are recorded based on the present value of the difference between the contractual amounts to be paid pursuant to the leases at the time of acquisition and the Company's estimate of current market lease rates for the property. In the case of sale-leaseback transactions, it is typically assumed that the lease is not in-place prior to the close of the transaction.

Depreciation and Amortization

Land, buildings and improvements are recorded and stated at cost. The Company's properties are depreciated using the straight-line method over the estimated remaining useful life of the assets, which are generally 40 years for buildings and

10 to 20 years for improvements. Properties classified as held for sale and properties under development or redevelopment are not depreciated. Major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives.

In-place lease intangible assets and the capitalized above- and below-market lease intangibles are amortized over the non-cancelable term of the lease as well as any option periods included in the estimated fair value. In-place lease intangible assets are amortized to amortization expense and above- and below-market lease intangibles are amortized as a net adjustment to rental income. In the event of early lease termination, the remaining net book value of any above- or below-market lease intangible is recognized as an adjustment to rental income.

The following schedule summarizes the Company's amortization of lease intangibles for the three and six months ended June 30, 2024 and 2023 (*presented in thousands*):

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Lease intangibles (in-place)	$ 16,288	$ 14,183	$ 32,140	$ 27,807
Lease intangibles (above-market)	9,648	10,162	19,333	20,275
Lease intangibles (below-market)	(1,351)	(1,451)	(2,741)	(2,953)
Total	**$ 24,585**	**$ 22,894**	**$ 48,732**	**$ 45,129**

The following schedule represents estimated future amortization of lease intangibles as of June 30, 2024 (*presented in thousands*):

Year Ending December 31,	2024 (remaining)	2025	2026	2027	2028	Thereafter	Total
Lease intangibles (in-place)	$ 32,977	$ 62,717	$ 59,232	$ 53,271	$ 46,545	$ 197,950	$ 452,692
Lease intangibles (above-market)	18,966	36,044	34,315	31,720	28,246	236,008	385,299
Lease intangibles (below-market)	(2,615)	(4,963)	(4,609)	(4,260)	(3,441)	(17,095)	(36,983)
Total	**$ 49,328**	**$ 93,798**	**$ 88,938**	**$ 80,731**	**$ 71,350**	**$ 416,863**	**$ 801,008**

Impairments

The Company reviews real estate investments and related lease intangibles for possible impairment when certain events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable through operations plus estimated disposition proceeds. Events or changes in circumstances that may occur include, but are not limited to, significant changes in real estate market conditions, estimated residual values, the Company's ability or expectation to re-lease properties that are vacant or become vacant or a change in the anticipated holding period for a property.

Management determines whether an impairment in value has occurred by comparing the estimated future cash flows (undiscounted and without interest charges), including the residual value of the real estate, to the carrying cost of the individual asset.

Impairments are measured to the extent the current book value exceeds the estimated fair value of the asset less disposition costs for any assets classified as held for sale.

The valuation of impaired assets is determined using valuation techniques including discounted cash flow analysis, analysis of recent comparable sales transactions and purchase offers received from third parties, which are Level 3 inputs. The Company may consider a single valuation technique or multiple valuation techniques, as appropriate, when estimating the fair value of its real estate. Estimating future cash flows is highly subjective and estimates can differ materially from actual results.

Cash and Cash Equivalents and Cash Held in Escrow

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash

equivalents. Cash and cash equivalents consist of deposit, checking, and money market accounts. The account balances periodically exceed the Federal Deposit Insurance Corporation ("FDIC") insurance coverage, and as a result, there is a concentration of credit risk related to amounts on deposit in excess of FDIC insurance coverage. Cash held in escrow primarily relates to proposed like-kind exchange transactions pursued under Section 1031 of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Company had $23.1 million and $13.4 million in cash and cash equivalents and cash held in escrow as of June 30, 2024 and December 31, 2023, respectively, in excess of the FDIC insured limit.

The following table provides a reconciliation of cash and cash equivalents and cash held in escrow, both as reported within the condensed consolidated balance sheets, to the total of the cash and cash equivalents and cash held in escrow as reported within the condensed consolidated statements of cash flows (*presented in thousands*):

	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 9,639	$ 10,907
Cash held in escrow	14,615	3,617
Total of cash and cash equivalents and cash held in escrow	$ 24,254	$ 14,524

Revenue Recognition and Accounts Receivable

The Company leases real estate to its tenants under long-term net leases which are accounted for as operating leases. Under this method, leases that have fixed and determinable rent increases are recognized on a straight-line basis over the lease term. Rental increases based upon changes in the consumer price indexes, or other variable factors, are recognized only after changes in such factors have occurred and are then applied according to the lease agreements. Certain leases also provide for additional rent based on tenants' sales volumes. These rents are recognized when determinable after the tenant exceeds a sales breakpoint.

Recognizing rent escalations on a straight-line method results in rental revenue in the early years of a lease being higher than actual cash received, creating a straight-line rent receivable asset which is included in the accounts receivable - tenants line item in the condensed consolidated balance sheets. The balance of straight-line rent receivables at June 30, 2024 and December 31, 2023 was $71.5 million and $65.9 million, respectively. To the extent any of the tenants under these leases become unable to pay their contractual cash rents, the Company may be required to write down the straight-line rent receivable from those tenants, which would reduce rental income.

The Company reviews the collectability of charges under its tenant operating leases on a regular basis, taking into consideration changes in factors such as the tenant's payment history, the financial condition of the tenant, business conditions in the industry in which the tenant operates and economic conditions in the area where the property is located. In the event that collectability with respect to any tenant changes, the Company recognizes an adjustment to rental revenue. The Company's review of collectability of charges under its operating leases also includes any accrued rental revenue related to the straight-line method of reporting rental revenue.

As of June 30, 2024, the Company had six leases across four tenants where collection is not considered probable. For these tenants, the Company is recording rental income on a cash basis and has written off any outstanding receivables, including straight-line rent receivables. Adjustments to rental revenue related to tenants accounted for on the cash basis resulted in an increase to rental income of less than $0.1 million for the three months ended June 30, 2024 and $0.1 million for the six months ended June 30, 2024, due to the receipt of amounts previously considered uncollectible.

In addition to the tenant-specific collectability assessment performed, the Company may also recognize a general allowance, as a reduction to rental revenue, for its operating lease receivables which are not expected to be fully collectible based on the potential for settlement of arrears. The Company had no general allowance at June 30, 2024 and December 31, 2023.

The Company's leases provide for reimbursement from tenants for common area maintenance, insurance, real estate taxes and other operating expenses. A portion of the Company's operating cost reimbursement revenue is estimated each period

and is recognized as rental revenue in the period the recoverable costs are incurred and accrued, and the related revenue is earned. The balance of unbilled operating cost reimbursement receivable at June 30, 2024 and December 31, 2023 was $10.4 million and $14.0 million, respectively. Unbilled operating cost reimbursement receivable is reflected in accounts receivable – tenants, net in the condensed consolidated balance sheets.

The Company has adopted the practical expedient in FASB ASC Topic 842, *Leases* (*"ASC 842"*) that allows lessors to combine non-lease components with the lease components when the timing and patterns of transfer for the lease and non-lease components are the same and the lease is classified as an operating lease. As a result, all rentals and reimbursements pursuant to tenant leases are reflected as one-line, rental income, in the condensed consolidated statement of operations and comprehensive income.

Earnings per Share

Earnings per share of common stock have been computed pursuant to the guidance in the FASB ASC Topic 260, *Earnings Per Share*. The guidance requires the classification of the Company's unvested restricted common shares ("restricted shares"), which contain rights to receive non-forfeitable dividends, as participating securities requiring the two-class method of computing net income per share of common stock. In accordance with the two-class method, earnings per share have been computed by dividing net income less net income attributable to unvested restricted shares by the weighted average number of shares of common stock outstanding less unvested restricted shares. Diluted earnings per share is computed by dividing net income less net income attributable to unvested restricted shares by the weighted average shares of common shares and potentially dilutive securities in accordance with the treasury stock method.

The following is a reconciliation of the numerator and denominator used in the computation of basic and diluted net earnings per share of common stock for each of the periods presented (*presented in thousands, except for share data*):

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Net income attributable to Agree Realty Corporation	$ 54,724	$ 40,868	$ 99,583	$ 82,482
Less: Series A preferred stock dividends	(1,859)	(1,859)	(3,718)	(3,718)
Net income attributable to common stockholders	52,865	39,009	95,865	78,764
Less: Income attributable to unvested restricted shares	(145)	(100)	(265)	(204)
Net income used in basic and diluted earnings per share	$ 52,720	$ 38,909	$ 95,600	$ 78,560
Weighted average number of common shares outstanding	100,625,877	93,299,541	100,595,525	91,795,061
Less: Unvested restricted shares	(275,934)	(245,671)	(275,934)	(245,671)
Weighted average number of common shares outstanding used in basic earnings per share	100,349,943	93,053,870	100,319,591	91,549,390
Weighted average number of common shares outstanding used in basic earnings per share	100,349,943	93,053,870	100,319,591	91,549,390
Effect of dilutive securities:				
Share-based compensation	89,582	79,914	88,285	88,603
ATM Forward Equity Offerings	15,178	601	7,590	73,853
September 2022 Forward Equity Offering	—	—	—	150,444
Weighted average number of common shares outstanding used in diluted earnings per share	100,454,703	93,134,385	100,415,466	91,862,290
Operating Partnership Units ("OP Units")	347,619	347,619	347,619	347,619
Weighted average number of common shares and OP Units outstanding used in diluted earnings per share	100,802,322	93,482,004	100,763,085	92,209,909

For the three months ended June 30, 2024, 1,680 shares of restricted common stock ("restricted shares") were anti-dilutive and were not included in the computation of diluted earnings per share. No performance units were anti-dilutive.

For the six months ended June 30, 2024, 1,910 restricted shares were anti-dilutive and were not included in the computation of diluted earnings per share. No performance units were anti-dilutive.

For the three months ended June 30, 2023, 41 restricted shares and 3,715 performance units were anti-dilutive and were not included in the computation of diluted earnings per share.

For the six months ended June 30, 2023, 1,794 performance units were anti-dilutive and were not included in the computation of diluted earnings per share. No restricted shares were anti-dilutive.

Forward Equity Sales

The Company occasionally sells shares of common stock through forward sale agreements to enable the Company to set the price of such shares upon pricing the offering (subject to certain adjustments) while delaying the issuance of such shares and the receipt of the net proceeds by the Company.

To account for the forward sale agreements, the Company considers the accounting guidance governing financial instruments and derivatives. To date, the Company has concluded that its forward sale agreements are not liabilities as they do not embody obligations to repurchase its shares nor do they embody obligations to issue a variable number of shares for which the monetary value are predominantly fixed, varying with something other than the fair value of the shares, or varying inversely in relation to its shares. The Company then evaluates whether the agreements meet the derivatives and hedging guidance scope exception to be accounted for as equity instruments. The Company has concluded that the agreements are classifiable as equity contracts based on the following assessments: (i) none of the agreements' exercise contingencies are based on observable markets or indices besides those related to the market for the Company's own stock price and operations; and (ii) none of the settlement provisions precluded the agreements from being indexed to its own stock.

The Company also considers the potential dilution resulting from the forward sale agreements on the earnings per share calculations. The Company uses the treasury stock method to determine the dilution resulting from forward sale agreements during the period of time prior to settlement.

Equity Offering Costs

Underwriting commissions and offering costs of equity offerings are reflected as a reduction of additional paid-in-capital in the Company's condensed consolidated balance sheets.

Income Taxes

The Company has made an election to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code and related regulations. The Company generally will not be subject to federal income taxes on amounts distributed to stockholders, providing it distributes 100% of its REIT taxable income and meets certain other requirements for qualifying as a REIT. For the periods covered in the condensed consolidated financial statements, the Company believes it has qualified as a REIT. Accordingly, no provision has been made for federal income taxes related to the Company's REIT taxable income in the accompanying condensed consolidated financial statements.

The Company has elected taxable REIT subsidiary ("TRS") status for certain subsidiaries pursuant to the provisions of the REIT Modernization Act. A TRS is able to engage in activities resulting in income that previously would have been disqualified from being eligible REIT income under the federal income tax regulations. As a result, certain activities of the Company which occur within its TRS entities are subject to federal income taxes. All provisions for federal income taxes in the accompanying condensed consolidated financial statements are attributable to the Company's TRS.

Notwithstanding its qualification for taxation as a REIT, the Company is subject to certain state and local income and franchise taxes, which are included in income and other tax expense on the condensed consolidated statement of operations and comprehensive income.

The Company is subject to the provisions of FASB ASC Topic 740-10 ("ASC 740-10") and regularly analyzes its various federal and state filing positions and only recognizes the income tax effect in its financial statements when certain criteria regarding uncertain income tax positions have been met. The Company believes that its income tax positions are documented and supported and would more likely than not be sustained upon examination by all relevant taxing authorities. Therefore, no provisions for uncertain income tax positions have been recorded pursuant to ASC 740-10 in the condensed consolidated financial statements. The Company has elected to record related interest and penalties, if any, as income and other tax expense on the condensed consolidated statements of operations and comprehensive income. The Company has no material interest or penalties relating to income taxes recognized for the three and six months ended June 30, 2024 and 2023.

Earnings and profits that determine the taxability of distributions to stockholders differ from net income reported for financial reporting purposes due to differences in the estimated useful lives and methods used to compute depreciation and the carrying value (basis) of the investments in properties for tax purposes, among other things.

Management's Responsibility to Evaluate Its Ability to Continue as a Going Concern

When preparing financial statements for each annual and interim reporting period, management has the responsibility to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued. In making its evaluation, the Company considers, among other things, any risks and/or uncertainties to its results of operations, contractual obligations in the form of near-term debt maturities, dividend requirements, or other factors impacting the Company's liquidity and capital resources. No conditions or events that raised substantial doubt about the ability to continue as a going concern within one year were identified as of the issuance date of the condensed consolidated financial statements contained in this Quarterly Report on Form 10-Q.

Segment Reporting

The Company is primarily in the business of acquiring, developing and managing retail real estate. The Company's chief operating decision maker, which is its Chief Executive Officer, does not distinguish or group operations on a geographic or other basis when assessing the financial performance of the Company's portfolio of properties. Accordingly, the Company has a single reportable segment for disclosure purposes.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of (1) assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and (2) revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Values of Financial Instruments

The Company's estimates of fair value of financial and non-financial assets and liabilities are based on the framework established in the fair value accounting guidance, ASC Topic 820 *Fair Value Measurement* ("ASC 820"). The framework specifies a hierarchy of valuation inputs which was established to increase consistency, clarity and comparability in fair value measurements and related disclosures. The guidance describes a fair value hierarchy based on three levels of inputs that may be used to measure fair value, two of which are considered observable and one that is considered unobservable. The following describes the three levels:

Level 1 – Valuation is based upon quoted prices in active markets for identical assets or liabilities.

Level 2 – Valuation is based upon inputs other than Level 1 inputs that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include option pricing models, discounted cash flow models and similar techniques.

Recent Accounting Pronouncements

In March 2022, the FASB issued ASU 2022-03, *"Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions (Topic 820)"* ("ASU 2022-03"). ASU 2022-03 clarifies that contractual sale restrictions on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, are not considered in measuring the fair value of equity securities. In addition, the amendment requires the disclosure of: (1) the fair value of equity securities subject to contractual sale restrictions reflected in the balance sheet, (2) the nature and remaining duration of the restrictions, and (3) any circumstances that could cause a lapse in the restrictions. The amendments in ASU 2022-03 are effective for the Company for fiscal years beginning after December 15, 2023 and interim periods within those fiscal years. The amendment is applied prospectively. There was no impact upon adoption of the guidance on January 1, 2024 as the Company does not have sale restrictions on equity securities.

In August 2023, the FASB issued ASU 2023-05, *Business Combinations – Joint Venture Formations (Subtopic 805-60)* ("ASU 2023-05"). ASU 2023-05 addresses the accounting for contributions made to a joint venture, upon formation, in a joint venture's separate financial statements. ASU 2023-05 will require that a joint venture apply a new basis of accounting upon formation. By applying a new basis of accounting, a joint venture, upon formation, will recognize and initially measure its assets and liabilities at fair value (with exceptions to fair value measurement that are consistent with the business combinations guidance). The amendments in ASC 2023-05 are effective prospectively for all joint ventures formed on or after January 1, 2025. Joint ventures formed prior to January 1, 2025 may elect to apply the amendments retrospectively and early adoption is permitted. The Company does not have joint ventures and as such does not anticipate any impact from the amendments.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"). ASU 2023-07 is intended to improve reportable segment disclosure by requiring disclosure of incremental segment information on an annual and interim basis such as, annual and interim disclosure of significant segment expenses that are regularly provided to the chief operating decision maker, interim disclosure of a reportable segment's profit or loss and assets and require that a public entity that has a single reportable segment provide all the disclosures required by ASU 2023-07 and all existing segment disclosures in Topic 280. The amendments in ASU 2023-07 do not change how a public entity identifies its operating segments, aggregates those operating segments, or applies the quantitative thresholds to determine its reportable segments. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The disclosures are applied retrospectively to all periods presented and early adoption is permitted. The Company has one reportable segment and continues to evaluate additional disclosures that may be required in its Form 10-K for the year ended December 31, 2024.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740) – Improvements to Income Tax Disclosures* ("ASU 2023-09"). ASU 2023-09 requires annual disclosure of specific categories in the income tax rate reconciliation and provides additional information for reconciling items that meet a quantitative threshold within the rate reconciliation. In addition, the amendments require annual disclosure of income taxes paid disaggregated by federal, state and foreign jurisdictions as well as individual jurisdictions in which income taxes paid is equal to or greater than 5 percent of total income taxes paid. ASU 2023-09 is effective for annual periods beginning after December 15, 2024 on a prospective basis, however early adoption and retrospective adoption is permitted. The Company continues to evaluate the impact of the guidance and potential additional disclosures required.

In March 2024, the Securities and Exchange Commission ("SEC") adopted climate-related reporting rules, *The Enhancement and Standardization of Climate-Related Disclosures for Investors* (the "SEC Climate Reporting Rules"). The SEC Climate Reporting Rules require disclosure of:

- Governance, strategy and risk management related to climate-related risks that have materially impacted or are reasonably likely to have a material impact on the Company's business.
- Scope 1 and 2 greenhouse gas (GHG) emissions. Scope 1 GHG emissions are direct GHG emissions from operations owned or controlled by the entity and scope 2 emissions are indirect GHG emissions from the generation of purchased or acquired electricity, steam, heat or cooling that is consumed by operations owned or controlled by the entity.
- Expenditures and capitalized costs, excluding recoveries, incurred related to severe weather events and natural conditions, if such expenditures exceed defined disclosure thresholds.

The SEC issued an order staying the SEC Climate Reporting Rules in April 2024. Prior to the stay, the required disclosures were to be phased-in for annual periods beginning in 2025 and 2026 annual filings. The Company continues to monitor the status of the SEC Climate Reporting Rules and is evaluating the additional disclosures required.

Note 3 – Leases

Tenant Leases

The Company is primarily focused on the ownership, acquisition, development and management of retail properties leased to industry leading tenants.

Substantially all of the Company's tenants are subject to net lease agreements. A net lease typically requires the tenant to be responsible for minimum monthly rent and actual property operating expenses incurred, including property taxes, insurance and maintenance. In addition, the Company's tenants are typically subject to future rent increases based on fixed amounts or increases in the consumer price index and certain leases provide for additional rent calculated as a percentage of the tenants' gross sales above a specified level. Certain of the Company's properties are subject to leases under which it retains responsibility for specific costs and expenses of the property.

The Company's leases typically provide the tenant with one or more multi-year renewal options to extend their leases, subject to generally the same terms and conditions, including rent increases, consistent with the initial lease term.

The Company attempts to maximize the amount it expects to derive from the underlying real estate property following the end of the lease, to the extent it is not extended. The Company maintains a proactive leasing program that, combined with the quality and locations of its properties, has made its properties attractive to tenants. The Company intends to continue to hold its properties for long-term investment and, accordingly, places a strong emphasis on the quality of construction and an on-going program of regular and preventative maintenance.

The Company has elected the practical expedient in ASC 842 on not separating non-lease components from associated lease components. The lease and non-lease components combined as a result of this election largely include tenant rentals and maintenance charges, respectively. The Company applies the accounting requirements of ASC 842 to the combined component.

The following table includes information regarding contractual lease payments for the Company's operating leases for which it is the lessor, for the three and six months ended June 30, 2024 and 2023 *(presented in thousands)*:

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Total lease payments	$ 157,223	$ 135,691	$ 312,086	$ 267,842
Less: Operating cost reimbursements, termination income and percentage rents	18,505	14,731	36,506	31,122
Total non-variable lease payments	$ 138,718	$ 120,960	$ 275,580	$ 236,720

At June 30, 2024, future non-variable lease payments to be received from the Company's operating leases for the remainder of 2024, the following four years, and thereafter are as follows (*presented in thousands*):

Year Ending December 31,	2024 (remaining)	2025	2026	2027	2028	Thereafter	Total
Future non-variable lease payments	$ 292,962	$ 583,818	$ 565,274	$ 538,389	$ 501,420	$ 2,494,421	$ 4,976,284

Deferred Revenue

As of June 30, 2024 and December 31, 2023, there was $26.6 million and $21.9 million, respectively, in deferred revenues resulting from rents paid in advance. Deferred revenues are recognized within accounts payable, accrued expenses, and other liabilities on the condensed consolidated balance sheets as of these dates.

Land Lease Obligations

The Company is the lessee under land lease agreements for certain of its properties. ASC 842 requires a lessee to recognize right of use assets and lease obligation liabilities that arise from leases, whether qualifying as operating or finance. As of June 30, 2024 and December 31, 2023, the Company had $60.3 million and $60.2 million, respectively, of right of use assets, net, recognized within other assets in the condensed consolidated balance sheets, while the corresponding lease obligations, net, of $23.1 million and $23.0 million, respectively, were recognized within accounts payable, accrued expenses, and other liabilities on the condensed consolidated balance sheets as of these dates.

The Company's land leases do not include any variable lease payments. These leases typically provide multi-year renewal options to extend their term as lessee at the Company's option. Option periods are included in the calculation of the lease obligation liability only when options are reasonably certain to be exercised. Certain of the Company's land leases qualify as finance leases as a result of purchase options that are reasonably certain of being exercised or automatic transfer of title to the Company at the end of the lease term.

Amortization of right of use assets for operating land leases is classified as land lease expense and was $0.4 million for the three months ended June 30, 2024 and 2023 and $0.8 million for the six months ended June 30, 2024 and 2023. There was no amortization of right of use assets for finance land leases, as the underlying leased asset (land) has an infinite life. Interest expense on finance land leases was less than $0.1 million during the three months ended June 30, 2024 and 2023 and $0.1 million for the six months ended June 30, 2024 and 2023.

In calculating its lease obligations under ground leases, the Company uses discount rates estimated to be equal to what it would have to pay to borrow on a collateralized basis over a similar term, for an amount equal to the lease payments, in a similar economic environment.

The following tables include information on the Company's land leases for which it is the lessee, for the three and six months ended June 30, 2024 and 2023. *(presented in thousands)*

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Operating leases:				
Operating cash outflows	$ 299	$ 299	$ 598	$ 598
Weighted-average remaining lease term - operating leases (years)	29.9	33.4	29.9	33.4
Finance leases:				
Operating cash outflows	$ 62	$ 63	$ 124	$ 126
Financing cash outflows	$ 22	$ 21	$ 43	$ 42
Weighted-average remaining lease term - finance leases (years)	0.3	1.3	0.3	1.3
Supplemental Disclosure:				
Right-of-use assets obtained in exchange for new lease liabilities	$ 365	$ —	$ 365	$ —

The weighted-average discount rate used in computing operating and finance lease obligations approximated 4% at June 30, 2024 and 2023, respectively.

The following is a maturity analysis of lease liabilities for operating land leases as of June 30, 2024 for the remainder of 2024 and the following four years. (*presented in thousands*)

Year Ending December 31,	2024 (remaining)	2025	2026	2027	2028	Thereafter	Total
Lease payments	$ 598	$ 1,216	$ 1,215	$ 1,062	$ 1,034	$ 28,760	$ 33,885
Imputed interest	(343)	(692)	(670)	(650)	(633)	(13,840)	(16,828)
Total lease liabilities	$ 255	$ 524	$ 545	$ 412	$ 401	$ 14,920	$ 17,057

The following is a maturity analysis of lease liabilities for finance land leases as of June 30, 2024 for the remainder of 2024 and the following four years. (*presented in thousands*)

Year Ending December 31,	2024 (remaining)	2025	2026	2027	2028	Thereafter	Total
Lease payments	$ 6,084	$ —	$ —	$ —	$ —	$ —	$ 6,084
Imputed interest	(82)	—	—	—	—	—	(82)
Total lease liabilities	$ 6,002	$ —	$ —	$ —	$ —	$ —	$ 6,002

Note 4 – Real Estate Investments

Real Estate Portfolio

As of June 30, 2024, the Company owned 2,202 properties, with a total gross leasable area ("GLA") of approximately 45.8 million square feet. Net Real Estate Investments totaled $6.95 billion as of June 30, 2024. As of December 31, 2023, the Company owned 2,135 properties, with a total GLA of approximately 44.2 million square feet. Net Real Estate Investments totaled $6.74 billion as of December 31, 2023.

Acquisitions

During the three months ended June 30, 2024, the Company purchased 47 retail net lease assets for approximately $187.6 million, which includes acquisition and closing costs. These properties are located in 21 states and had a weighted average lease term of approximately 9.3 years.

During the six months ended June 30, 2024, the Company purchased 78 retail net lease assets for approximately $315.3 million, which includes acquisition and closing costs. These properties are located in 33 states and had a weighted average lease term of approximately 8.8 years.

The aggregate acquisitions for the six months ended June 30, 2024 were allocated $70.6 million to land, $209.0 million to buildings and improvements, $35.6 million to lease intangibles, net and $0.1 million to other assets, net.

During the three months ended June 30, 2023, the Company purchased 92 retail net lease assets for approximately $307.0 million, which includes acquisition and closing costs. These properties are located in 31 states and had a weighted average lease term of approximately 9.9 years.

During the six months ended June 30, 2023, the Company purchased 158 retail net lease assets for approximately $610.8 million, which includes acquisition and closing costs. These properties are located in 35 states and had a weighted average lease term of approximately 11.5 years.

The aggregate acquisitions for the six months ended June 30, 2023 were allocated $144.2 million to land, $395.4 million to buildings and improvements and $71.3 million to lease intangibles, net.

The 2024 and 2023 acquisitions were funded as cash purchases and there were no material contingent consideration associated with these acquisitions. None of the Company's acquisitions during 2024 or 2023 caused any new or existing tenants to comprise 10% or more of the Company's total annualized contractual base rent at June 30, 2024 and 2023.

Developments

During the three months ended June 30, 2024, the Company commenced five and completed four development or Developer Funding Platform ("DFP") projects. During the six months ended June 30, 2024, the Company commenced nine and completed six development or DFP projects. At June 30, 2024, the Company had 19 development or DFP projects under construction.

During the three months ended June 30, 2023, the Company commenced two and completed six development or DFP projects. During the six months ended June 30, 2023, the Company commenced seven and completed nine development or DFP projects. At June 30, 2023, the Company had 22 development or DFP projects under construction.

Dispositions

During the three months ended June 30, 2024, the Company sold 10 assets for net proceeds of $35.5 million and recorded a net gain of $7.2 million. During the six months ended June 30, 2024, the Company sold 16 assets for net proceeds of $56.7 million and recorded a net gain of $9.3 million.

The Company sold one asset during the three and six months ended June 30, 2023 for net proceeds of $3.1 million and recorded a net gain of $0.3 million.

Assets Held for Sale

The Company did not classify any properties as real estate held for sale as of June 30, 2024 and one property as real estate held for sale as of December 31, 2023, the assets for which are separately presented in the consolidated balance sheets as follows (*presented in thousands*):

	June 30, 2024	December 31, 2023
Land	$ —	$ 671
Building	—	2,978
	—	3,649
Accumulated depreciation and amortization, net	—	(7)
Total Real Estate Held for Sale, net	$ —	$ 3,642

Provisions for Impairment

As a result of the Company's review of real estate investments, no provisions for impairment were recognized for the three months ended June 30, 2024 and $1.3 million were recognized for the three months ended June 30, 2023. During the six months ended June 30, 2024 and 2023, the Company recognized a $4.5 million and $1.3 million provision for impairment, respectively. The estimated fair value of the impaired real estate assets at their time of impairment was $13.7 million in 2024 and $0.5 million in 2023.

Note 5 – Debt

As of June 30, 2024, the Company had total gross indebtedness of $2.70 billion, including (i) $44.4 million of mortgage notes payable; (ii) $350.0 million unsecured term loan; (iii) $2.26 billion of senior unsecured notes; and (iv) $43.0 million outstanding under the Revolving Credit Facility (defined below).

Mortgage Notes Payable

As of June 30, 2024, the Company had total gross mortgage indebtedness of $44.4 million, which was collateralized by related real estate and tenants' leases with an aggregate net book value of $77.8 million. The weighted average interest rate on the Company's mortgage notes payable was 3.76% as of June 30, 2024 and 3.78% as of December 31, 2023.

Mortgage notes payable consisted of the following (*presented in thousands*):

	June 30, 2024	December 31, 2023
Note payable in monthly installments of $92 including interest at 6.27% per annum, with a final monthly payment due July 2026	$ 2,143	$ 2,618
Note payable in monthly installments of interest only at 3.63% per annum, with a balloon payment due December 2029	42,250	42,250
Total principal	44,393	44,868
Unamortized debt issuance costs and assumed debt discount, net	(1,875)	(2,057)
Total	$ 42,518	$ 42,811

The mortgage loans encumbering the Company's properties are generally non-recourse, subject to certain exceptions for which the Company would be liable for any resulting losses incurred by the lender. These exceptions vary from loan to loan, but generally include fraud or material misrepresentations, misstatements or omissions by the borrower, intentional or grossly negligent conduct by the borrower that harms the property or results in a loss to the lender, filing of a bankruptcy petition by the borrower, either directly or indirectly, and certain environmental liabilities. At June 30, 2024, there were no mortgage loans with partial recourse to the Company.

The Company has entered into mortgage loans that are secured by multiple properties and contain cross-default and cross-collateralization provisions. Cross-collateralization provisions allow a lender to foreclose on multiple properties in the event that the Company defaults under the loan. Cross-default provisions allow a lender to foreclose on the related property in the event a default is declared under another loan.

Unsecured Term Loan

The following table presents the unsecured term loan principal balances net of unamortized debt issuance costs as of June 30, 2024 and December 31, 2023 (presented in thousands):

	All-in Interest Rate (1)	Maturity	June 30, 2024	December 31, 2023
2029 Unsecured Term Loan	4.52 %	January 2029	$ 350,000	$ 350,000
Total Principal			350,000	350,000
Unamortized debt issuance costs, net			(2,885)	(3,202)
Total			$ 347,115	$ 346,798

(1) Interest rate as of June 30, 2024 reflects the credit spread of 85 basis points, plus a 10 basis point SOFR adjustment and the impact of interest rate swaps which converted $350.0 million of SOFR-based interest to a fixed weighted average interest rate of 3.57%.

The 2029 Unsecured Term Loan includes an accordion option that allows the Company to request additional lender commitments up to a total of $500.0 million. Borrowings under the 2029 Unsecured Term Loan are priced at SOFR plus a spread of 80 to 160 basis points over SOFR, depending on the Company's credit ratings, plus a SOFR adjustment of 10 basis points. Based on the Company's credit ratings at the time of closing, pricing on the 2029 Unsecured Term Loan was 95 basis points over SOFR. The Company used the existing $350.0 million interest rate swaps to hedge the variable SOFR priced interest to a weighted average fixed rate of 3.57% until January 2029.

Senior Unsecured Notes

The following table presents the senior unsecured notes principal balances net of unamortized debt issuance costs and original issue discounts for the Company's private placement and public offerings as of June 30, 2024 and December 31, 2023 (*presented in thousands*):

	All-in Interest Rate (1)	Coupon Rate	Maturity	June 30, 2024	December 31, 2023
2025 Senior Unsecured Notes	4.16 %	4.16 %	May 2025	$ 50,000	$ 50,000
2027 Senior Unsecured Notes	4.26 %	4.26 %	May 2027	50,000	50,000
2028 Senior Unsecured Public Notes	2.11 %	2.00 %	June 2028	350,000	350,000
2028 Senior Unsecured Notes	4.42 %	4.42 %	July 2028	60,000	60,000
2029 Senior Unsecured Notes	4.19 %	4.19 %	September 2029	100,000	100,000
2030 Senior Unsecured Notes	4.32 %	4.32 %	September 2030	125,000	125,000
2030 Senior Unsecured Public Notes	3.49 %	2.90 %	October 2030	350,000	350,000
2031 Senior Unsecured Notes	4.42 %	4.47 %	October 2031	125,000	125,000
2032 Senior Unsecured Public Notes	3.96 %	4.80 %	October 2032	300,000	300,000
2033 Senior Unsecured Public Notes	2.13 %	2.60 %	June 2033	300,000	300,000
2034 Senior Unsecured Public Notes	5.65 %	5.63 %	June 2034	450,000	—
Total Principal				2,260,000	1,810,000
Unamortized debt issuance costs and original issue discounts, net				(23,777)	(15,688)
Total				$ 2,236,223	$ 1,794,312

(1) The all-in interest rate reflects the straight-line amortization of the terminated swap agreements and original issuance discount, as applicable.

The Company has entered into forward-starting interest rate swap agreements and a US treasury lock agreement to hedge against changes in future cash flows on forecasted issuances of debt. Refer to Note 8 – *Derivative Instruments and Hedging Activity*. In connection with pricing certain Senior Unsecured Notes and Senior Unsecured Public Notes, the Company terminated forward-starting interest rate swap agreements to fix the interest rate on all or a portion of the respective notes.

Senior Unsecured Notes – Private Placements

The Senior Unsecured Notes (collectively the "Private Placements") were issued in private placements to individual investors. The Private Placements did not involve a public offering in reliance on the exemption from registration pursuant to Section 4(a)(2) of the Securities Act.

Senior Unsecured Notes – Public Offerings

The Senior Unsecured Public Notes (collectively the "Public Notes") are fully and unconditionally guaranteed by Agree Realty Corporation and certain wholly owned subsidiaries of the Operating Partnership. These guarantees are senior unsecured obligations of the guarantors, rank equally in right of payment with all other existing and future senior unsecured indebtedness and are effectively subordinated to all secured indebtedness of the Operating Partnership and each guarantor (to the extent of the value of the collateral securing such indebtedness).

The Public Notes are governed by an indenture, dated August 17, 2020, among the Operating Partnership, the Company and trustee (as supplemented by an officer's certificate dated at the issuance of each of the Public Notes, the "Indenture"). The Indenture contains various restrictive covenants, including limitations on the ability of the guarantors and the issuer to incur additional indebtedness and requirements to maintain a pool of unencumbered assets.

In May 2024, the Operating Partnership completed an underwritten public offering of $450.0 million in aggregate principal amount of its 5.625% Notes due 2034 (the "2034 Senior Unsecured Public Notes"). The public offering was priced at 98.83% of the principal amount, resulting in net proceeds of $444.7 million. Upon completion of the underwritten public offering, the Company terminated $150.0 million of forward-starting interest rate swap agreements as well as the $150.0 million US Treasury lock that hedged the 2034 Senior Unsecured Public Notes, receiving $4.4 million, net upon termination. Considering the effect of the terminated swap agreements, the blended all-in rate to the Company for the 2034 Senior Unsecured Public Notes is 5.65%.

Senior Unsecured Revolving Credit Facility

In November 2022, the Company entered into a First Amendment to the Third Amended and Restated Revolving Credit Agreement which converted the interest rate on its existing $1.00 billion revolving credit facility (the "Revolving Credit Facility") from a spread over LIBOR to a spread over SOFR plus a SOFR adjustment of 10 basis points.

The Revolving Credit Facility's interest rate is based on a pricing grid with a range of 72.5 to 140 basis points over SOFR, determined by the Company's credit ratings and leverage ratio, plus a SOFR adjustment of 10 basis points. The margins for the Revolving Credit Facility are subject to improvement based on the Company's leverage ratio, provided its credit ratings meet a certain threshold. In addition, in connection with the Company's ongoing environmental, social and governance ("ESG") initiatives, pricing on the Revolving Credit Facility may be reduced if specific ESG rating improvements are achieved. As of June 30, 2024 the Revolving Credit Facility bore interest of 6.21%, which is comprised of SOFR of 5.34%, the pricing grid spread of 77.5 basis points, the 10 basis point SOFR adjustment and one basis point reduction due to improvements achieved in 2023 on the Company's ESG rating score.

The Revolving Credit Facility had a $43.0 million outstanding balance as of June 30, 2024 and $227.0 million outstanding balance as of December 31, 2023. The Revolving Credit Facility includes an accordion option that allows the Company to request additional lender commitments up to a total of $1.75 billion. The Revolving Credit Facility will mature in January 2026 with Company options to extend the maturity date to January 2027.

The Company and Richard Agree, the Executive Chairman of the Company, were parties to a Reimbursement Agreement dated November 18, 2014 (the "Reimbursement Agreement"). Pursuant to the Reimbursement Agreement, Mr. Agree had agreed to reimburse the Company for any loss incurred under the Revolving Credit Facility in an amount not to exceed $14.0 million to the extent that the value of the Operating Partnership's assets available to satisfy the Operating Partnership's obligations under the Revolving Credit Facility is less than $14.0 million. The parties terminated the Reimbursement Agreement and entered into a new reimbursement agreement dated October 3, 2023 (the "New Reimbursement Agreement"). Pursuant to the New Reimbursement Agreement, Mr. Agree has agreed to reimburse the Company for his proportionate share of loss incurred under the Revolving Credit Facility in an amount to be determined by facts and circumstances at the time of loss.

Debt Maturities

The following table presents scheduled principal payments related to the Company's debt as of June 30, 2024 (*presented in thousands*):

	Scheduled Principal	Balloon Payment	Total
Remainder of 2024	$ 488	$ —	$ 488
2025	1,026	50,000	51,026
2026 (1)	629	43,000	43,629
2027	—	50,000	50,000
2028	—	410,000	410,000
Thereafter	—	2,142,250	2,142,250
Total scheduled principal payments	$ 2,143	$ 2,695,250	$ 2,697,393

(1) The Revolving Credit Facility matures in January 2026, with options to extend the maturity to January 2027 and had a $43.0 million outstanding balance as of June 30, 2024.

Loan Covenants

Certain loan agreements contain various restrictive covenants, including the following financial covenants: maximum total leverage ratio, maximum secured leverage ratios, consolidated net worth requirements, a minimum fixed charge coverage ratio, a maximum unencumbered leverage ratio, a minimum unsecured interest expense ratio, a minimum interest coverage ratio, a minimum unsecured debt yield and a minimum unencumbered interest expense ratio. As of June 30, 2024, the most restrictive covenant was the minimum unencumbered interest expense ratio. The Company was in compliance with all of its loan covenants and obligations as of June 30, 2024.

Note 6 – Common and Preferred Stock

Shelf Registration

On May 5, 2023, the Company filed an automatic shelf registration statement on Form S-3ASR with the SEC registering an unspecified amount of common stock, preferred stock, depositary shares, warrants of the Company and guarantees of debt securities of the Operating Partnership, as well as an unspecified amount of debt securities of the Operating Partnership, at an indeterminate aggregate initial offering price. The Company may periodically offer one or more of these securities in amounts, prices and on terms to be announced when and if these securities are offered. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

Common Stock Offerings

In October 2022, the Company completed a follow-on public offering of 5,750,000 shares of common stock, including the full exercise of the underwriters' option to purchase an additional 750,000 shares, in connection with forward sale agreements. As of December 31, 2022, the Company settled 1,600,000 shares of these October 2022 forward sale agreements, realizing net proceeds of $106.2 million. During the year ended December 31, 2023, the Company settled the remaining 4,150,000 shares of these October 2022 forward sale agreements, realizing net proceeds of $275.0 million. The

offering resulted in total net proceeds to the Company of $381.2 million after deducting fees and expenses and making certain adjustments as provided in the equity distribution agreement.

Preferred Stock Offering

As of June 30, 2024, the Company had 7,000,000 depositary shares (the "Depositary Shares") outstanding, each representing 1/1,000th of a share of Series A Preferred Stock.

Dividends on the Series A Preferred Shares are payable monthly in arrears on the first day of each month (or, if not on a business day, on the next succeeding business day). The dividend rate is 4.25% per annum of the $25,000 (equivalent to $25.00 per Depositary Share) liquidation preference. Monthly dividends on the Series A Preferred Shares have been and will be in the amount of $0.08854 per Depositary Share, equivalent to $1.0625 per annum.

The Company may not redeem the Series A Preferred Shares before September 2026, except in limited circumstances to preserve its status as a real estate investment trust for federal income tax purposes and except in certain circumstances upon the occurrence of a change of control of the Company. Beginning in September 2026, the Company, at its option, may redeem the Series A Preferred Shares, in whole or from time to time in part, by paying $25.00 per Depositary Share, plus any accrued and unpaid dividends. Upon the occurrence of a change in control of the Company, if the Company does not otherwise redeem the Series A Preferred Shares, the holders have a right to convert their shares into common stock of the Company at the $25.00 per share liquidation value, plus any accrued and unpaid dividends. This conversion value is limited by a share cap if the Company's stock price falls below a certain threshold.

ATM Programs

The Company enters into at-the-market ("ATM") programs through which the Company, from time to time, sells shares of common stock and/or enters into forward sale agreements.

Program Year		Program Size *($ million)*	Shares Issued	Net Proceeds *($ million)*
2020	*	$400.0	3,334,056	$209.5
2021	*	$500.0	5,453,975	$379.1
2022	*	$750.0	10,217,973	$670.0
2024		$1,000.0	3,235,964	$194.5

* ATM Programs have been terminated and no future issuance will occur under them.

2024 ATM Program

In February 2024, the Company entered into a $1.00 billion ATM program (the "2024 ATM Program"). As of June 30, 2024, the Company has entered into forward sale agreements to sell an aggregate of 3,235,964 shares of common stock, for anticipated net proceeds of $194.5 million. During the six months ended June 30, 2024, the Company did not settle any of the outstanding shares of these forward sales agreements. The Company is required to settle the outstanding shares of common stock under the 2024 ATM Program between May 2025 and July 2025. After considering the shares of common stock sold subject to forward sale agreements under the 2024 ATM Program, the Company had approximately $803.3 million of availability under the 2024 ATM Program as of June 30, 2024.

The previous $750.0 million ATM program (the "2022 ATM Program") was terminated simultaneously with the establishment of the 2024 ATM Program. As a result, no future issuances will occur under the 2022 ATM Program.

2022 ATM Program

In September 2022, the Company entered into the 2022 ATM Program.

Since inception of the 2022 ATM Program and through adoption of the 2024 ATM Program on February 16, 2024, the Company entered into forward sale agreements to sell an aggregate of 10,217,973 shares of common stock under the 2022

ATM Program, for anticipated net proceeds of $670.0 million. Through December 31, 2023, the Company settled 6,363,359 shares of these forward sale agreements for net proceeds of approximately $433.4 million, after deducting fees and expenses. During the six months ended June 30, 2024, the Company did not settle any of the remaining outstanding shares of these forward sales agreements. The Company is required to settle the remaining outstanding shares of common stock under the 2022 ATM Program by January 2025.

As of June 30, 2023, under the 2022 ATM Program, the Company had entered into forward sale agreements to sell an aggregate of 5,036,229 shares of common stock, for anticipated net proceeds of $345.6 million. Through December 31, 2022, the Company settled 245,591 shares of these forward sale agreements for net proceeds of approximately $18.1 million, after deducting fees and expenses. During the six months ended June 30, 2023, the Company settled 1,865,997 shares of these forward sale agreements for net proceeds of approximately $125.5 million, after deducting fees and expenses.

Note 7 – Dividends and Distribution Payable

During the three months ended June 30, 2024 and 2023, the Company declared monthly dividends of $0.250 and $0.243, respectively, per common share. Holders of Operating Partnership Common Units are entitled to an equal distribution per Operating Partnership Common Unit held. The dividends and distributions payable for April and May were paid during the three months ended June 30, 2024 and 2023, while the June dividends and distributions were recorded as liabilities on the condensed consolidated balance sheets at June 30, 2024 and 2023. The June 2024 and 2023 dividends per common share and distributions per Operating Partnership Common Units were paid on July 15, 2024 and July 14, 2023, respectively.

During the three months ended June 30, 2024 and 2023, the Company declared monthly dividends on the Series A Preferred Shares in the amount of $0.08854, per Depositary Share. The dividends payable for April and May were paid during the three months ended June 30, 2024 and 2023, while the June dividends and distributions were recorded as a liability on the condensed consolidated balance sheet at June 30, 2024 and 2023. The June 2024 and 2023 dividends per Depository Share were paid on July 1, 2024 and July 3, 2023, respectively.

Note 8 – Derivative Instruments and Hedging Activity

Background

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risk, including interest rate, liquidity and credit risk primarily by managing the amount, sources and duration of its debt funding and, to a limited extent, the use of derivative instruments. For additional information regarding the leveling of the Company's derivatives, refer to Note 9 – *Fair Value Measurements*.

The Company's objective in using interest rate derivatives is to manage its exposure to interest rate movements and add stability to interest expense. To accomplish this objective, the Company uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable rate amounts from a counterparty in exchange for the Company making fixed rate payments over the life of the agreement without exchange of the underlying notional amount.

Hedge Activity

In June 2023, the Company entered into $350.0 million of forward-starting interest rate swap agreements to hedge against variability in future cash flows resulting from changes in SOFR. The swaps exchange variable rate SOFR interest on $350.0 million of SOFR indexed debt to a weighted average fixed interest rate of 3.57% beginning August 1, 2023 through the maturity date of January 1, 2029. The swaps are designated to hedge the variable rate interest payments of the 2029 Unsecured Term Loan indexed to SOFR. As of June 30, 2024, these interest rate swaps were valued as an asset of approximately $6.9 million.

In December 2023, the Company entered into $150.0 million of forward-starting interest rate swap agreements to hedge against variability in future cash flows resulting from changes in SOFR. The swaps exchange variable rate SOFR interest on $150.0 million of SOFR indexed debt to a weighted average fixed interest rate of 3.60% beginning December 31, 2024 through the maturity date of December 31, 2034. In addition, in May 2024, the Company entered into a $150.0 million US Treasury lock at 4.51% to hedge against the variability in future cash flows resulting from changes in interest rates. The Company terminated the $150.0 million forward-starting interest rate swap agreements and the $150.0 million US Treasury lock upon completion of the underwritten public offering of the 2034 Senior Unsecured Public Notes, receiving $4.4 million, net upon termination. This settlement was included as a component of accumulated OCI, to be recognized as an adjustment to income over the term of the debt.

Recognition

The Company recognizes all derivative instruments as either assets or liabilities at fair value on the balance sheet. The Company recognizes its derivatives within other assets, net and accounts payable, accrued expenses and other liabilities on the condensed consolidated balance sheets.

The Company recognizes all changes in fair value for hedging instruments designated and qualifying for cash flow hedge accounting treatment as a component of other comprehensive income (OCI).

Accumulated OCI relates to (i) the change in fair value of interest rate derivatives and (ii) realized gains or losses on settled derivative instruments. Amounts are reclassified out of accumulated OCI as an adjustment to interest expense for (i) realized gains or losses related to effective interest rate swaps and (ii) realized gains or losses on settled derivative instruments, amortized over the term of the hedged debt transaction. During the next twelve months, the Company estimates that an additional $7.6 million will be reclassified as a decrease to interest expense.

The Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk (*presented in thousands, except number of instruments*):

	Number of Instruments [1]		Notional Amount[1]	
Interest Rate Derivatives	**June 30, 2024**	**December 31, 2023**	**June 30, 2024**	**December 31, 2023**
Interest rate swaps	3	6	$ 350,000	$ 500,000

(1) Number of Instruments and total Notional Amount disclosed includes all interest rate swap agreements outstanding at the balance sheet date, including forward-starting interest rate swaps prior to their effective date.

The table below presents the estimated fair value of the Company's derivative financial instruments, as well as their classification in the condensed consolidated balance sheets (*presented in thousands*).

	Asset Derivatives	
	June 30, 2024	**December 31, 2023**
Derivatives designated as cash flow hedges:		
Other Assets, net	$ 6,860	$ —

	Liability Derivatives	
	June 30, 2024	**December 31, 2023**
Derivatives designated as cash flow hedges:		
Accounts Payable, Accrued Expenses, and Other Liabilities	$ —	$ 4,501

The table below presents the effect of the Company's derivative financial instruments in the condensed consolidated statements of operations and other comprehensive income for the three and six months ended June 30, 2024 and 2023 (*presented in thousands*).

	Amount of Income/(Loss) Recognized in OCI on Derivative		Location of Accumulated OCI Reclassified from Accumulated OCI into Income	Amount Reclassified from Accumulated OCI as a (Reduction)/Increase in Interest Expense	
Three Months Ended June 30,	**2024**	**2023**		**2024**	**2023**
Interest rate swaps	$ 5,722	$ 3,341	Interest expense	$ (2,225)	$ (630)

			Location of Accumulated OCI Reclassified from Accumulated OCI into Income	Amount Reclassified from Accumulated OCI as a (Reduction)/Increase in Interest Expense	
Six Months Ended June 30,	**2024**	**2023**		**2024**	**2023**
Interest rate swaps	$ 18,813	$ 3,341	Interest expense	$ (4,422)	$ (1,257)

The Company does not use derivative instruments for trading or other speculative purposes and did not have any other derivative instruments or hedging activities as of June 30, 2024.

Credit-Risk-Related Contingent Features

The Company has agreements with its derivative counterparties that contain a provision where the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness.

Although the derivative contracts are subject to master netting arrangements, which serve as credit mitigants to both the Company and its counterparties under certain situations, the Company does not net its derivative fair values or any existing rights or obligations to cash collateral on the condensed consolidated balance sheets.

As of June 30, 2024 and December 31, 2023, the fair value of derivatives related to these agreements, which includes interest but excludes any adjustment for nonperformance risk, was a net asset position of $7.3 million and a net liability position of $4.1 million, respectively. There was no offsetting of derivative assets or liabilities as of June 30, 2024 and December 31, 2023.

Note 9 – Fair Value Measurements

Assets and Liabilities Measured at Fair Value

The Company accounts for fair values in accordance with ASC 820. ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements; accordingly, the standard does not require any new fair value measurements of reported balances.

ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active

markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls, is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Derivative Financial Instruments

The Company uses interest rate swap agreements to manage its interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves.

To comply with the provisions of ASC 820, the Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of June 30, 2024 and December 31, 2023, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The table below presents the Company's assets and liabilities measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023 (*presented in thousands*):

	Total Fair Value	Level 2
June 30, 2024		
Derivative assets - interest rate swaps	$ 6,860	$ 6,860
Derivative liabilities - interest rate swaps	$ —	$ —
December 31, 2023		
Derivative assets - interest rate swaps	$ —	$ —
Derivative liabilities - interest rate swaps	$ 4,501	$ 4,501

Other Financial Instruments

The carrying values of cash and cash equivalents, cash held in escrow, accounts receivable and accounts payable and accrued liabilities are reasonable estimates of their fair values because of the short maturity of these financial instruments.

The Company estimated the fair value of its debt based on its incremental borrowing rates for similar types of borrowing arrangements with the same remaining maturity and on the discounted estimated future cash payments to be made for other debt. The discount rate used to calculate the fair value of debt approximates current lending rates for loans and assumes the debt is outstanding through maturity. Since such amounts are estimates that are based on limited available market information for similar transactions, there can be no assurance that the disclosed value of any financial instrument could be realized by immediate settlement of the instrument.

The Company determined that the valuation of its Unsecured Term Loan, Senior Unsecured Notes and Revolving Credit Facility are classified as Level 2 of the fair value hierarchy and its fixed rate mortgages are classified as Level 3 of the fair value hierarchy. The Senior Unsecured Notes had carrying values of $2.24 billion and $1.79 billion as of June 30, 2024 and December 31, 2023, respectively, and had fair values of $2.05 billion and $1.60 billion, respectively. The Mortgage Notes Payable had carrying values of $42.5 million and $42.8 million as of June 30, 2024 and December 31, 2023, respectively, and had fair values of $40.6 million and $41.2 million, respectively. The fair value of the Revolving Credit Facility and Unsecured Term Loan are estimated to be equal to the carrying value as they are variable rate debt.

Note 10 – Equity Incentive Plan

In May 2024, the Company's stockholders approved the Agree Realty Corporation 2024 Omnibus Incentive Plan (the "2024 Plan"), which replaced the Agree Realty Corporation 2020 Omnibus Incentive Plan (the "2020 Plan"). The 2024 Plan provides for the award to employees, directors and consultants of the Company of options, restricted stock, restricted stock units, stock appreciation rights, performance awards (which may take the form of performance units or performance shares) and other awards to acquire up to an aggregate of 2,000,000 shares of the Company's common stock. As of June 30, 2024, 2,000,000 shares of common stock were available for issuance under the 2024 Plan.

Restricted Stock - Employees

Restricted shares have been granted to employees which vest based on continued service to the Company.

The holder of a restricted share award is generally entitled at all times on and after the date of issuance of the restricted shares to exercise the rights of a stockholder of the Company, including the right to vote the shares and the right to receive dividends on the shares. Restricted share awards granted prior to 2023 vest over a five-year period while awards granted in 2023 and 2024 vest over a three-year period.

The Company estimates the fair value of restricted share grants at the date of grant and amortizes those amounts into expense on a straight-line basis over the appropriate vesting period. The Company used 0% for the forfeiture rate for determining the fair value of restricted stock. The Company recognized expense related to restricted share grants of $1.5 million and $1.2 million during the three months ended June 30, 2024 and 2023, respectively and $2.8 million and $2.2 million for the six months ended June 30, 2024 and 2023, respectively.

As of June 30, 2024, there was $12.3 million of total unrecognized compensation costs related to the outstanding restricted shares, which is expected to be recognized over a weighted average period of 2.3 years. The intrinsic value of restricted shares redeemed during the six months ended June 30, 2024 and 2023, was $2.2 million and $2.6 million, respectively.

Restricted share activity is summarized as follows:

	Shares Outstanding (*in thousands*)	Weighted Average Grant Date Fair Value
Unvested restricted stock at December 31, 2023	194	$ 68.85
Restricted stock granted	101	$ 57.51
Restricted stock vested	(64)	$ 69.37
Restricted stock forfeited	(4)	$ 64.80
Unvested restricted stock at June 30, 2024	227	$ 63.74

Performance Units

Performance units are subject to a three-year performance period, following the conclusion of which shares awarded are to be determined by the Company's total shareholder return ("TSR") compared to the constituents of the MSCI US REIT Index and a defined peer group. Fifty percent of the award is based upon the TSR percentile rank versus the constituents in the MSCI US REIT Index for the three-year performance period; and fifty percent of the award is based upon TSR percentile rank versus a specified net lease peer group for the three-year performance period. For performance units granted

prior to 2023, vesting of the performance units following their issuance will occur ratably over a three-year period, with the initial vesting occurring immediately following the conclusion of the performance period such that all units vest within five years of the original award date. Performance units granted in 2023 and 2024 vest following the conclusion of the performance period such that all units will vest three years from the original award date.

The grant date fair value of these awards is determined using a Monte Carlo simulation pricing model. For the performance units granted prior to 2023, compensation expense is amortized on an attribution method over a five-year period. For performance units granted in 2023 and 2024, compensation expense is amortized on a straight-line basis over a three-year period. Compensation expense related to performance units are determined at the grant date and is not adjusted throughout the measurement or vesting periods.

The Monte Carlo simulation pricing model for issued grants utilizes the following assumptions: (i) expected term (equal to the remaining performance measurement period at the grant date); (ii) volatility (based on historical volatility); and (iii) risk-free rate (interpolated based on 2- and 3-year rates). The Company used 0% for the forfeiture rate for determining the fair value of performance units.

The following assumptions were used when determining the grant date fair value:

	2024	2023	2022
Expected term (years)	2.9	2.9	2.9
Volatility	20.0 %	23.6 %	33.5 %
Risk-free rate	4.5 %	4.4 %	1.8 %

The Company recognized expense related to performance units for which the three-year performance period has not yet been completed of $0.8 million and $0.6 million for the three months ended June 30, 2024 and 2023, respectively and $1.4 million and $1.0 million for the six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024, there was $7.0 million of total unrecognized compensation costs related to performance units for which the three-year performance period has not yet been completed, which is expected to be recognized over a weighted average period of 2.3 years.

For those performance units for which the three-year performance period was completed, however the shares have not yet vested, the Company recognized expense of $0.1 million for each of the three months ended June 30, 2024 and 2023 and $0.3 million for each of the six months ended June 30, 2024 and 2023. As of June 30, 2024, there was $0.4 million of total unrecognized compensation costs related to performance units for which the three-year performance period has been completed, however the shares have not yet vested, which is expected to be recognized over a weighted average period of 1.2 years.

Performance units activity is summarized as follows:

	Target Number of Awards *(in thousands)*	Weighted Average Grant Date Fair Value
Performance units at December 31, 2023 - three-year performance period to be completed	111	$ 72.14
Performance units granted	77	$ 59.16
Performance shares - three-year performance period completed	(31)	$ 63.42
Performance units at June 30, 2024 - three-year performance period to be completed	157	$ 67.50

	Shares Outstanding (in thousands)	Weighted Average Grant Date Fair Value
Performance units and shares - three-year performance period completed but not yet vested at December 31, 2023	31	$ 83.40
Shares earned at completion of three-year performance period (1)	23	$ 63.42
Shares vested	(28)	$ 75.18
Performance units and shares - three-year performance period completed but not yet vested at June 30, 2024	26	$ 74.58

(1) Performance units granted in 2021 for which the three-year performance period was completed in 2024 were earned at the 76% performance level.

Restricted Stock - Directors

During the six months ended June 30, 2024, 23,389 restricted shares were granted to independent members of the Company's board of directors at a weighted average grant date fair value of $57.51 per share. During the year ended December 31, 2023, 14,535 restricted shares were granted to independent members of the Company's board of directors at a weighted average grant date fair value of $73.27 per share.

The holder of a restricted share award is generally entitled at all times on and after the date of issuance of the restricted shares to exercise the rights of a stockholder of the Company, including the right to vote the shares and the right to receive dividends on the shares.

The Company estimates the fair value of board members' restricted share grants at the date of grant and amortizes those amounts into expense on a straight-line basis over the one-year vesting period. The Company recognized expense relating to restricted share grants to the board members of $0.3 million for each of the three months ended June 30, 2024 and 2023 and $0.7 million and $0.5 million for the six months ended June 30, 2024 and 2023, respectively.

As of June 30, 2024, there was $0.7 million of total unrecognized compensation costs related to the board members' outstanding restricted shares, which is expected to be recognized over the remainder of 2024.

The Company used 0% for the forfeiture rate for determining the fair value of this restricted stock.

Note 11 – Commitments and Contingencies

In the ordinary course of business, the Company is party to various legal actions which the Company considers to be routine in nature and incidental to the operation of its business. The Company believes that the outcome of the proceedings will not have a material adverse effect upon the Company's consolidated financial position or results of operations.

Note 12 – Subsequent Events

In connection with the preparation of its financial statements, the Company has evaluated events that occurred subsequent to June 30, 2024 through the date on which these financial statements were issued to determine whether any of these events required adjustments to or disclosure in the financial statements.

There were no reportable subsequent events or transactions.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following should be read in conjunction with the Interim condensed consolidated financial statements of Agree Realty Corporation (the "Company"), a Maryland corporation, including the respective notes thereto, which are included in this Quarterly Report on Form 10-Q. The terms "Company," "Management," "we," "our" and "us" refer to Agree Realty Corporation and all of its consolidated subsidiaries, including Agree Limited Partnership (the "Operating Partnership"), a Delaware limited partnership.

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe the Company's future plans, strategies and expectations, are generally identifiable by use of the words "anticipate," "estimate," "should," "expect," "believe," "intend," "may," "will," "seek," "could," "project" or similar expressions. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Company's control and which could materially affect the Company's results of operations, financial condition, cash flows, performance or future achievements or events. Currently, one of the most significant factors, however, is the adverse effect of macroeconomic conditions, including inflation and the potential impacts of pandemics, epidemics or other public health emergencies or fear of such events on the financial condition, results of operations, cash flows and performance of the Company and its tenants, the real estate market and the global economy and financial markets. The extent to which macroeconomic trends may impact the Company and its tenants will depend on future developments, which are highly uncertain and cannot be predicted with confidence. Moreover, you should interpret many of the risks identified in this report, as well as the risks set forth below, as being heightened as a result of the ongoing and numerous adverse impacts of macroeconomic conditions. Additional factors which may cause actual results to differ materially from current expectations include, but are not limited to: the factors included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, including those set forth under the headings "Business," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations"; global and national economic conditions and changes in general economic, financial and real estate market conditions; the financial failure of, or other default in payment by, tenants under their leases and the potential resulting vacancies; the Company's concentration with certain tenants and in certain markets, which may make the Company more susceptible to adverse events; changes in the Company's business strategy; risks that the Company's acquisition and development projects will fail to perform as expected; adverse changes and disruption in the retail sector and the financing stability of the Company's tenants, which could impact tenants' ability to pay rent and expense reimbursement; the Company's ability to pay dividends; risks relating to information technology and cybersecurity attacks, loss of confidential information and other related business disruptions; loss of key management personnel; the potential need to fund improvements or other capital expenditures out of operating cash flow; financing risks, such as the inability to obtain debt or equity financing on favorable terms or at all; the level and volatility of interest rates; the Company's ability to renew or re-lease space as leases expire; limitations in the Company's tenants' leases on real estate tax, insurance and operating cost reimbursement obligations; loss or bankruptcy of one or more of the Company's major tenants, and bankruptcy laws that may limit the Company's remedies if a tenant becomes bankrupt and rejects its leases; potential liability for environmental contamination, which could result in substantial costs; the Company's level of indebtedness, which could reduce funds available for other business purposes and reduce the Company's operational flexibility; covenants in the Company's credit agreements and unsecured notes, which could limit the Company's flexibility and adversely affect its financial condition; credit market developments that may reduce availability under the Company's revolving credit facility; an increase in market interest rates which could raise the Company's interest costs on existing and future debt; a decrease in interest rates, which may lead to additional competition for the acquisition of real estate or adversely affect the Company's results of operations; the Company's hedging strategies, which may not be successful in mitigating the Company's risks associated with interest rates; legislative or regulatory changes, including changes to laws governing real estate investment trusts ("REITs"); the Company's ability to maintain its qualification as a REIT for federal income tax purposes and the limitations imposed on its business by its status as a REIT; and the Company's failure to qualify as a REIT for federal income tax purposes, which could adversely affect the Company's operations and ability to

make distributions.

Overview

The Company is a fully integrated REIT primarily focused on the ownership, acquisition, development and management of retail properties net leased to industry leading tenants. The Company was founded in 1971 by its current Executive Chairman, Richard Agree, and its common stock was listed on the New York Stock Exchange ("NYSE") in 1994. The Company's assets are held by, and all of its operations are conducted through, directly or indirectly, the Operating Partnership, of which the Company is the sole general partner and in which it held a 99.7% common interest as of June 30, 2024. Refer to Note 1- *Organization* in the Notes to the condensed consolidated financial statements in this Form 10-Q for further information on the ownership structure. Under the agreement of limited partnership of the Operating Partnership, the Company, as the sole general partner, has exclusive responsibility and discretion in the management and control of the Operating Partnership.

As of June 30, 2024, the Company's portfolio consisted of 2,202 properties located in 49 states and totaling approximately 45.8 million square feet of GLA. The portfolio was approximately 99.8% leased and had a weighted average remaining lease term of approximately 8.1 years. A significant majority of the Company's properties are leased to national tenants and approximately 68.4% of our annualized base rent was derived from tenants, or parent entities thereof, with an investment grade credit rating from S&P Global Ratings, Moody's Investors Service, Fitch Ratings or the National Association of Insurance Commissioners. Substantially all of our tenants are subject to net lease agreements. A net lease typically requires the tenant to be responsible for minimum monthly rent and property operating expenses including property taxes, insurance and maintenance.

The Company elected to be taxed as a REIT for federal income tax purposes commencing with the taxable year ended December 31, 1994. We believe that we have been organized and have operated in a manner that has allowed us to qualify as a REIT for federal income tax purposes and we intend to continue operating in such a manner.

Results of Operations

Overall

The Company's real estate investment portfolio grew from approximately $6.27 billion in net investment amount representing 2,004 properties with 41.7 million square feet of GLA as of June 30, 2023 to approximately $6.95 billion in net investment amount representing 2,202 properties with 45.8 million square feet of GLA at June 30, 2024. The Company's real estate investments were made throughout and between the periods presented and were not all outstanding for the entire period; accordingly, a portion of the increase in rental income between periods is related to recognizing revenue in 2024 on acquisitions that were made during 2023. Similarly, the full rental income impact of acquisitions made during 2024 to-date will not be seen until the remainder of 2024.

Acquisitions

During the three months ended June 30, 2024, the Company acquired 47 retail net lease assets for approximately $187.6 million, which includes acquisition and closing costs. These properties are located in 21 states and are leased to tenants operating in 16 diverse retail sectors for a weighted average lease term of approximately 9.3 years. The underwritten weighted-average capitalization rate on the Company's acquisitions during the three months ended June 30, 2024 was 7.7%.[1]

During the six months ended June 30, 2024, the Company acquired 78 retail net lease assets for approximately $315.3 million, which includes acquisition and closing costs. These properties are located in 33 states and are leased to tenants

[1] When used within this discussion, "weighted-average capitalization rate" for acquisitions and dispositions is defined by the Company as the sum of contractual fixed annual rents computed on a straight-line basis over the primary lease terms and anticipated annual net tenant recoveries, divided by the purchase and sales prices for occupied properties.

operating in 23 diverse retail sectors for a weighted average lease term of approximately 8.8 years. The underwritten weighted-average capitalization rate on the Company's acquisitions during the six months ended June 30, 2024 was 7.7%.

Dispositions

During the three months ended June 30, 2024, the Company disposed of 10 assets for net proceeds of $35.5 million and recognized a net gain of $7.2 million.

During the six months ended June 30, 2024, the Company disposed of 16 assets for net proceeds of $56.7 million and recognized a net gain of $9.3 million.

Development and Developer Funding Platform

During the three months ended June 30, 2024, the Company commenced five and completed four development or Developer Funding Platform ("DFP") projects. During the six months ended June 30, 2024, the Company commenced nine and completed six development or DFP projects. At June 30, 2024, the Company had 19 development or DFP projects under construction.

Comparison of Three Months Ended June 30, 2024 to Three Months Ended June 30, 2023

	Three Months Ended		Variance	
	June 30, 2024	June 30, 2023	(in dollars)	(percentage)
Rental Income	$ 152,424	$ 129,876	$ 22,548	17 %
Real Estate Tax Expense	$ 10,721	$ 9,874	$ 847	9 %
Property Operating Expense	$ 6,487	$ 5,821	$ 666	11 %
Depreciation and Amortization Expense	$ 50,454	$ 42,750	$ 7,704	18 %

The variances in rental income, real estate tax expense, property operating expense and depreciation and amortization expense shown above were due to the acquisitions and the ownership of an increased number of properties during the three months ended June 30, 2024 compared to the three months ended June 30, 2023, as further described under *Results of Operations - Overall* above. In addition, during the three months ended June 30, 2024 the Company recognized, within rental income, $2.0 million of termination income related to two existing lease agreements, resulting in an increase of $1.9 million over the termination income recognized during the three months ended June 30, 2023.

General and administrative expenses increased $1.3 million, or 15%, to $9.7 million for the three months ended June 30, 2024, compared to $8.4 million for the three months ended June 30, 2023. The increase was primarily the result of growth in compensation costs due to inflationary increases and higher stock-based compensation expense as a result of changing the vesting period for awards granted in 2023 and 2024. General and administrative expenses as a percentage of total revenue decreased to 6.4% for the three months ended June 30, 2024 down from 6.5% for the three months ended June 30, 2023.

Interest expense increased $6.5 million, or 32%, to $26.4 million for the three months ended June 30, 2024, compared to $19.9 million for the three months ended June 30, 2023. The increase in interest expense was primarily a result of higher levels of borrowings during the three months ended June 30, 2024 compared to the three months ended June 30, 2023 in order to finance the acquisition and development of additional properties. Borrowings increased primarily from the $350.0 million 2029 Unsecured Term Loan that closed in July 2023 and the $450.0 million 2034 Senior Unsecured Public Notes that were issued in May 2024. The 2029 Unsecured Term Loan borrowing and related amortization of deferred financing costs resulted in an increase of $4.2 million in interest expense during the three months ended June 30, 2024. No such costs were incurred during the same period in 2023. Interest related to the $450.0 million 2034 Senior Unsecured Public Notes and related amortization of the original issuance discount and deferred financing costs resulted in an increase of $3.6 million in interest expense during the three months ended June 30, 2024 as compared to the same period in 2023. In addition, capitalized interest decreased approximately $0.3 million during the three months ended June 30, 2024 as compared to the three months ended June 30, 2023 due to the timing of capital spend on development and DFP projects. These increases in interest expense were partially offset by a $1.4 million reduction in interest expense on the Revolving

Credit Facility driven by the decrease in the average outstanding balance, partially offset by higher interest rates during the three months ended June 30, 2024 as compared to the three months ended June 30, 2023.

The Company did not recognize provision for impairment during the three months ended June 30, 2024, while $1.3 million was recognized during the three months ended June 30, 2023. Provisions for impairment are recorded when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through operations plus estimated disposition proceeds and are not necessarily comparable period-to-period.

Gain on sale of assets, net increased $6.9 million to $7.2 million on the sale of 10 assets during the three months ended June 30, 2024 as compared to $0.3 million on the sale of one asset during the three months ended June 30, 2023. The increase was primarily due to the growth in disposition volume during 2024 as compared to 2023. Gains and losses on sales of assets are dependent on levels of disposition activity and the carrying value of the assets relative to their sales prices. As a result, such gains and losses on sales are not necessarily comparable period-to-period.

Net income increased $13.9 million, or 34%, to $54.9 million for the three months ended June 30, 2024, compared to $41.0 million for the three months ended June 30, 2023. The change was the result of the growth in the portfolio offset by the items discussed above. After allocation of income to non-controlling interest and preferred stockholders, net income attributable to common stockholders increased $13.9 million, or 36%, to $52.9 million for the three months ended June 30, 2024, compared to $39.0 million for the three months ended June 30, 2023.

Comparison of Six Months Ended June 30, 2024 to Six Months Ended June 30, 2023

	Six Months Ended		Variance	
	June 30, 2024	June 30, 2023	(in dollars)	(percentage)
Rental Income	$ 301,847	$ 256,485	$ 45,362	18 %
Real Estate Tax Expense	$ 21,422	$ 19,305	$ 2,117	11 %
Property Operating Expense	$ 13,860	$ 12,602	$ 1,258	10 %
Depreciation and Amortization Expense	$ 98,917	$ 83,396	$ 15,521	19 %

The variances in rental income, real estate tax expense, property operating expense and depreciation and amortization expense shown above were due to the acquisitions and the ownership of an increased number of properties during the six months ended June 30, 2024 compared to the six months ended June 30, 2023, as further described under *Results of Operations - Overall* above. In addition, during the six months ended June 30, 2024 the Company recognized, within rental income, $2.0 million of termination income related to two existing lease agreements, resulting in an increase of $2.0 million over the termination income recognized during the six months ended June 30, 2023.

General and administrative expenses increased $2.0 million, or 11%, to $19.2 million for the six months ended June 30, 2024, compared to $17.2 million for the six months ended June 30, 2023. The increase was primarily the result of growth in compensation costs due to inflationary increases and higher stock-based compensation expense as a result of changing the vesting period for awards granted in 2023 and 2024. General and administrative expenses as a percentage of total revenue decreased to 6.4% for the six months ended June 30, 2024 down from 6.7% for the six months ended June 30, 2023.

Interest expense increased $13.0 million, or 34%, to $50.9 million for the six months ended June 30, 2024, compared to $37.9 million for the six months ended June 30, 2023. The increase in interest expense was primarily a result of higher levels of borrowings during the six months ended June 30, 2024 compared to the six months ended June 30, 2023 in order to finance the acquisition and development of additional properties. Borrowings increased primarily from the $350.0 million 2029 Unsecured Term Loan that closed in July 2023 and the $450.0 million 2034 Senior Unsecured Public Notes that were issued in May 2024. The 2029 Unsecured Term Loan borrowing and related amortization of deferred financing costs resulted in an increase of $8.3 million in interest expense during the six months ended June 30, 2024. No such costs were incurred during the same period in 2023. Interest related to the $450.0 million 2034 Senior Unsecured Public Notes and related amortization of the original issuance discount and deferred financing costs resulted in an increase of $3.6 million in interest expense during the six months ended June 30, 2024 as compared to the same period in 2023. In addition, interest expense on the Revolving Credit Facility increased $0.6 million during the six months ended June 30, 2024 as

compared to the six months ended June 30, 2023 driven by the increase in the interest rate on outstanding borrowings. Furthermore, capitalized interest decreased approximately $0.5 million during the six months ended June 30, 2024 as compared to the six months ended June 30, 2023 due to the timing of capital spend on development and DFP projects.

The Company recognized a $4.5 million provision for impairment during the six months ended June 30, 2024, while $1.3 million was recognized during the six months ended June 30, 2023. Provisions for impairment are recorded when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through operations plus estimated disposition proceeds and are not necessarily comparable period-to-period.

Gain on sale of assets, net increased $8.9 million to $9.3 million on the sale of 16 assets during the six months ended June 30, 2024 compared to $0.3 million on the sale of one asset during the six months ended June 30, 2023. The increase was primarily due to the growth in disposition volume during 2024 as compared to 2023. Gains and losses on sale of assets are dependent on levels of disposition activity and the carrying value of the assets relative to their sales prices. As a result, such gains and losses on sales are not necessarily comparable period-to-period.

Net income increased $17.1 million, or 21%, to $99.9 million for the six months ended June 30, 2024, compared to $82.8 million for the six months ended June 30, 2023. The change was the result of the growth in the portfolio offset by the items discussed above. After allocation of income to non-controlling interest and preferred stockholders, net income attributable to common stockholders increased $17.1 million, or 22%, to $95.9 million for the six months ended June 30, 2024, compared to $78.8 million for the six months ended June 30, 2023.

Liquidity and Capital Resources

The Company's principal demands for funds include payment of operating expenses, payment of principal and interest on its outstanding indebtedness, dividends and distributions to its stockholders and holders of the units of the Operating Partnership (the "Operating Partnership Common Units"), and future property acquisitions and development.

In May 2024, the Operating Partnership completed an underwritten public offering of $450.0 million in aggregate principal amount of its 5.625% Notes due 2034 (the "2034 Senior Unsecured Public Notes"). Upon completion of the underwritten public offering, the Company terminated $150.0 million of forward-starting interest rate swap agreements as well as the $150.0 million US Treasury lock that hedged the 2034 Senior Unsecured Public Notes, receiving $4.4 million, net upon termination. Considering the effect of the terminated swap agreements, the blended all-in rate to the Company for the 2034 Senior Unsecured Public Notes is 5.65%. The proceeds from the underwritten public offering were used for general corporate purposes, including to reduce amounts outstanding under the senior unsecured revolving credit facility and to fund property acquisitions and development activity.

The Company expects to meet its short-term liquidity requirements through cash and cash equivalents held as of June 30, 2024, cash provided from operations, and borrowings under its revolving credit facility. As of June 30, 2024, available cash and cash equivalents, including cash held in escrow, was $24.3 million. As of June 30, 2024, the Company had $43.0 million outstanding on its revolving credit facility and $957.0 million available for future borrowings, subject to its compliance with covenants.

The Company anticipates funding its long-term capital needs through cash provided from operations, borrowings under its revolving credit facility, and the issuance of debt and common or preferred equity or other instruments convertible into or exchangeable for common or preferred equity.

We continually evaluate alternative financing and believe that we can obtain financing on reasonable terms. However, there can be no assurance that additional financing or capital will be available, or that the terms will be acceptable or advantageous to us. Our ability to access capital on favorable terms as well as to use cash from operations to continue to meet our liquidity needs is uncertain and cannot be predicted and could be affected by various risks and uncertainties, including, but not limited to the risks detailed in Part I, Item 1A titled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 and in the other reports the Company has filed with the Securities and Exchange Commission ("SEC").

Capitalization

As of June 30, 2024, the Company's total enterprise value was approximately $9.10 billion. Total enterprise value consisted of $6.25 billion of common equity (based on the June 30, 2024 closing price of the Company's common stock on the NYSE of $61.94 per common share and assuming the conversion of Operating Partnership Common Units), $175.0 million of preferred equity (stated at liquidation value) and $2.70 billion of total debt principal including (i) $43.0 million of borrowings under its revolving credit facility; (ii) $2.26 billion of senior unsecured notes; (iii) $350.0 million under its unsecured term loan; (iv) $44.4 million of mortgage notes payable; less $24.3 million cash, cash equivalents and cash held in escrow. The Company's total debt principal to total enterprise value was 29.6% as of June 30, 2024.

At June 30, 2024, the non-controlling interest in the Operating Partnership consisted of a 0.3% common ownership interest in the Operating Partnership. The Operating Partnership Common Units may, under certain circumstances, be exchanged for shares of Company common stock on a one-for-one basis. The Company, as sole general partner of the Operating Partnership, has the option to settle exchanged Operating Partnership Common Units held by others for cash based on the current trading price of our shares. Assuming the exchange of all Operating Partnership Common Units, there would have been 100,972,243 shares of common stock outstanding as of June 30, 2024.

Equity

Shelf Registration

The Company has filed with the SEC an automatic shelf registration statement on Form S-3ASR, registering an unspecified amount of common stock, preferred stock, depositary shares, warrants of the Company and guarantees of debt securities of the Operating Partnership, as well as an unspecified amount of debt securities of the Operating Partnership, at an indeterminate aggregate initial offering price. The Company may periodically offer one or more of these securities in amounts, prices and on terms to be announced when and if these securities are offered. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

Preferred Stock Offering

As of June 30, 2024, the Company had 7,000,000 depositary shares (the "Depositary Shares") outstanding, each representing 1/1,000th of a share of Series A Preferred Stock.

Dividends on the Series A Preferred Shares are payable monthly in arrears on the first day of each month (or, if not on a business day, on the next succeeding business day). The dividend rate is 4.25% per annum of the $25,000 (equivalent to $25.00 per Depositary Share) liquidation preference. Dividends on the Series A Preferred Shares are in the amount of $0.08854 per Depositary Share, equivalent to $1.0625 per annum.

The Company may not redeem the Series A Preferred Shares before September 2026 except in limited circumstances to preserve its status as a real estate investment trust for federal income tax purposes and except in certain circumstances upon the occurrence of a change of control of the Company. Beginning in September 2026, the Company, at its option, may redeem the Series A Preferred Shares, in whole or from time to time in part, by paying $25.00 per Depositary Share, plus any accrued and unpaid dividends. Upon the occurrence of a change in control of the Company, if the Company does not otherwise redeem the Series A Preferred Shares, the holders have a right to convert their shares into common stock of the Company at the $25.00 per share liquidation value, plus any accrued and unpaid dividends. This conversion value is limited by a share cap if the Company's stock price falls below a certain threshold.

ATM Programs

The Company enters into at-the-market ("ATM") programs through which the Company, from time to time, sells shares of common stock and/or enters into forward sale agreements.

2024 ATM Program

In February 2024, the Company entered into a $1.00 billion ATM program (the "2024 ATM Program"). As of June 30, 2024, the Company has entered into forward sale agreements to sell an aggregate of 3,235,964 shares of common stock, for anticipated net proceeds of $194.5 million. During the six months ended June 30, 2024, the Company did not settle any of the outstanding shares of these forward sales agreements. The Company is required to settle the outstanding shares of common stock under the 2024 ATM Program between May 2025 and July 2025. After considering the shares of common stock sold subject to forward sale agreements under the 2024 ATM Program, the Company had approximately $803.3 million of availability under the 2024 ATM Program as of June 30, 2024.

The previous $750.0 million ATM program (the "2022 ATM Program") was terminated simultaneously with the establishment of the 2024 ATM Program. As a result, no future issuances will occur under the 2022 ATM Program.

2022 ATM Program

In September 2022, the Company entered into a $750.0 million ATM program.

Since the inception of the 2022 ATM Program and through the adoption of the 2024 ATM Program on February 16, 2024, the Company entered into forward sale agreements to sell an aggregate of 10,217,973 shares of common stock under the 2022 ATM Program, for anticipated net proceeds of $670.0 million. Through December 31, 2023, the Company settled 6,363,359 shares of these forward sale agreements for net proceeds of approximately $433.4 million, after deducting fees and expenses. During the six months ended June 30, 2024, the Company did not settle any of the remaining outstanding shares. The Company is required to settle the remaining outstanding shares of common stock under the 2022 ATM Program by January 2025.

Debt

The below table summarizes the Company's outstanding debt as of June 30, 2024 and December 31, 2023 (*presented in thousands*):

	All-in Interest Rate	Coupon Rate	Maturity	Principal Amount Outstanding June 30, 2024	Principal Amount Outstanding December 31, 2023
Senior Unsecured Revolving Credit Facility					
Revolving Credit Facility [1]	6.21 %		January 2026	$ 43,000	$ 227,000
Total Credit Facility				**$ 43,000**	**$ 227,000**
Unsecured Term Loan					
2029 Unsecured Term Loan [2]	4.52 %		January 2029	$ 350,000	$ 350,000
Total Unsecured Term Loan				**$ 350,000**	**$ 350,000**
Senior Unsecured Notes [3]					
2025 Senior Unsecured Notes	4.16 %	4.16 %	May 2025	$ 50,000	$ 50,000
2027 Senior Unsecured Notes	4.26 %	4.26 %	May 2027	50,000	50,000
2028 Senior Unsecured Public Notes [4]	2.11 %	2.00 %	June 2028	350,000	350,000
2028 Senior Unsecured Notes	4.42 %	4.42 %	July 2028	60,000	60,000
2029 Senior Unsecured Notes	4.19 %	4.19 %	September 2029	100,000	100,000
2030 Senior Unsecured Notes	4.32 %	4.32 %	September 2030	125,000	125,000
2030 Senior Unsecured Public Notes [4]	3.49 %	2.90 %	October 2030	350,000	350,000
2031 Senior Unsecured Notes	4.42 %	4.47 %	October 2031	125,000	125,000
2032 Senior Unsecured Public Notes [4]	3.96 %	4.80 %	October 2032	300,000	300,000
2033 Senior Unsecured Public Notes [4]	2.13 %	2.60 %	June 2033	300,000	300,000
2034 Senior Unsecured Public Notes [4]	5.65 %	5.63 %	June 2034	450,000	—
Total Senior Unsecured Notes				**$ 2,260,000**	**$ 1,810,000**
Mortgage Notes Payable					
Portfolio Credit Tenant Lease	6.27 %		July 2026	2,143	2,618
Four Asset Mortgage Loan	3.63 %		December 2029	42,250	42,250
Total Mortgage Notes Payable				**$ 44,393**	**$ 44,868**
Total Principal Amount Outstanding				**$ 2,697,393**	**$ 2,431,868**

(1) The interest rate of the Revolving Credit Facility assumes SOFR as of June 30, 2024 of 5.34%.
(2) The interest rate of the Unsecured Term Loan reflects the credit spread of 85 basis points, plus a 10 basis point SOFR adjustment and the impact of the interest rate swaps which convert $350.0 million of SOFR based interest to a fixed weighted average interest rate of 3.57%.
(3) All-in interest rate for Senior Unsecured Notes reflects the straight-line amortization of the terminated swap agreements and original issuance discounts, as applicable.
(4) The principal amounts outstanding are presented excluding their original issue discounts.

Senior Unsecured Revolving Credit Facility

The Company's First Amendment to the Third Amended and Restated Revolving Credit Agreement provides for a $1.00 billion Revolving Credit Facility and converted the interest rate on the existing $1.00 billion Revolving Credit Facility from a spread over LIBOR to a spread over SOFR plus a SOFR adjustment of 10 basis points. The Revolving Credit Facility includes an accordion option that allows the Company to request additional lender commitments up to a total of $1.75 billion. The Revolving Credit Facility will mature in January 2026 with Company options to extend the maturity date to January 2027.

The Revolving Credit Facility's interest rate is based on a pricing grid with a range of 72.5 to 140 basis points over SOFR, determined by the Company's credit ratings and leverage ratio, plus a SOFR adjustment of 10 basis points. The margins for the Revolving Credit Facility are subject to improvement based on the Company's leverage ratio, provided its credit ratings meet a certain threshold. In addition, in connection with the Company's ongoing environmental, social and governance ("ESG") initiatives, pricing on the Revolving Credit Facility may be reduced if specific ESG rating improvements are achieved. As of June 30, 2024 the Revolving Credit Facility bore interest of 6.21%, which is comprised

of SOFR of 5.34% the pricing grid spread of 77.5 basis points, the 10 basis point SOFR adjustment and one basis point reduction due to improvements achieved in 2023 on the Company's ESG rating score.

The Company and Richard Agree, the Executive Chairman of the Company, were parties to a Reimbursement Agreement dated November 18, 2014 (the "Reimbursement Agreement"). Pursuant to the Reimbursement Agreement, Mr. Agree had agreed to reimburse the Company for any loss incurred under the Revolving Credit Facility in an amount not to exceed $14.0 million to the extent that the value of the Operating Partnership's assets available to satisfy the Operating Partnership's obligations under the Revolving Credit Facility is less than $14.0 million. The parties terminated the Reimbursement Agreement and entered into a new reimbursement agreement dated October 3, 2023 (the "New Reimbursement Agreement"). Pursuant to the New Reimbursement Agreement, Mr. Agree has agreed to reimburse the Company for his proportionate share of loss incurred under the Revolving Credit Facility in an amount to be determined by facts and circumstances at the time of loss.

Unsecured Term Loan

The 2029 Unsecured Term Loan includes an accordion option that allows the Company to request additional lender commitments up to a total of $500.0 million and matures in January 2029. Borrowings under the 2029 Unsecured Term Loan are priced at SOFR plus a spread of 80 to 160 basis points over SOFR, depending on the Company's credit ratings, plus a SOFR adjustment of 10 basis points. The Company used the existing $350.0 million of forward-starting interest rate swaps to hedge the variable SOFR priced interest to a weighted average fixed rate of 3.57% until January 2029.

Senior Unsecured Notes – Private Placement

The Senior Unsecured Notes (collectively the "Private Placements") were issued in private placements to individual investors. The Private Placements did not involve a public offering in reliance on the exemption from registration pursuant to Section 4(a)(2) of the Securities Act.

Senior Unsecured Notes – Public Offerings

The Senior Unsecured Public Notes (collectively the "Public Notes") are fully and unconditionally guaranteed by Agree Realty Corporation and certain wholly owned subsidiaries of the Operating Partnership. These guarantees are senior unsecured obligations of the guarantors, rank equally in right of payment with all other existing and future senior unsecured indebtedness and are effectively subordinated to all secured indebtedness of the Operating Partnership and each guarantor (to the extent of the value of the collateral securing such indebtedness).

The Public Notes are governed by an Indenture, dated August 17, 2020, among the Operating Partnership, the Company and respective trustee (as amended and supplemented by an officer's certificate dated at the issuance of each of the Public Notes, the "Indenture"). The Indenture contains various restrictive covenants, including limitations on the ability of the guarantors and the issuer to incur additional indebtedness and requirements to maintain a pool of unencumbered assets.

In May 2024, the Operating Partnership completed an underwritten public offering of $450.0 million in aggregate principal amount of its 5.625% Notes due 2034 (the "2034 Senior Unsecured Public Notes"). The public offering was priced at 98.83% of the principal amount, resulting in net proceeds of $444.7 million. Upon completion of the underwritten public offering, the Company terminated $150.0 million of forward-starting interest rate swap agreements as well as the $150.0 million US Treasury lock that hedged the 2034 Senior Unsecured Public Notes, receiving $4.4 million, net upon termination. Considering the effect of the terminated swap agreements, the blended all-in rate to the Company for the 2034 Senior Unsecured Public Notes is 5.65%.

Mortgage Notes Payable

As of June 30, 2024, the Company had total gross mortgage indebtedness of $44.4 million which was collateralized by related real estate and tenants' leases with an aggregate net book value of $77.8 million. The weighted average interest rate on the Company's mortgage notes payable was 3.76% as of June 30, 2024.

The Company has entered into mortgage loans which are secured by multiple properties and contain cross-default and cross-collateralization provisions. Cross-collateralization provisions allow a lender to foreclose on multiple properties in the event that the Company defaults under the loan. Cross-default provisions allow a lender to foreclose on the related property in the event a default is declared under another loan.

Loan Covenants

Certain loan agreements contain various restrictive covenants, including the following financial covenants: maximum leverage ratio, maximum secured leverage ratios, consolidated net worth requirements, a minimum fixed charge coverage ratio, a maximum unencumbered leverage ratio, a minimum unsecured interest expense ratio, a minimum interest coverage ratio, a minimum unsecured debt yield and a minimum unencumbered interest expense ratio. As of June 30, 2024, the most restrictive covenant was the minimum unencumbered interest expense ratio. The Company was in compliance with all of its loan covenants and obligations as of June 30, 2024.

Cash Flows

Operating - Most of the Company's cash from operations is generated by rental income from its investment portfolio. Net cash provided by operating activities for the six months ended June 30, 2024 increased by $16.4 million over the same period in 2023, primarily due to the increase in the size of the Company's real estate investment portfolio.

Investing - Net cash used in investing activities was $373.1 million lower during the six months ended June 30, 2024, compared to the same period in 2023 primarily due to:

- Cash used for property acquisitions decreased $293.7 million due to the overall decrease in the level of acquisition activity;
- Proceeds from asset sales increased by $53.6 million. The increase was primarily due to the growth in disposition volume during 2024 as compared to 2023. Proceeds from asset sales are dependent on levels of disposition activity and the specific assets sold and are not necessarily comparable period-to-period; and
- A $26.5 million decrease in cash used for development investment due to changes in the timing of development spend and number of projects in progress during the period. The number of projects in progress decreased to 19 projects in progress at June 30, 2024 as compared to 22 projects in progress at June 30, 2023.

Financing - Net cash provided by financing activities decreased by $363.1 million during the six months ended June 30, 2024, compared to the same period in 2023 primarily due to:

- Net proceeds from the issuance of common stock decreased by $400.2 million;
- Total dividends and distributions paid to its common and preferred stockholders and non-controlling interest increased by $17.0 million due to the increase in the annualized common dividend rate and an increased number of common shares outstanding. The Company's annualized common stock dividend declared during the three months ended June 30, 2024 of $3.000 per common share, represents a 2.9% increase over the annualized dividend amount of $2.916 per common share declared in the same period in 2023;
- Net repayments on the Revolving Credit Facility increased $387.0 million. Net repayments on the Revolving Credit Facility were $184.0 million during the six months ended June 30, 2024 while $203.0 million of net borrowings were completed over the same period in 2023; and
- Net proceeds from the Senior Unsecured Notes borrowings increased by $444.7 million due to the issuance of the 2034 Senior Unsecured Public Notes in May 2024.

Material Cash Requirements

In conducting its business, the Company enters into contractual obligations, including those for debt and operating leases for land.

Detail on these obligations as of June 30, 2024, including expected settlement periods, is contained below (*presented in thousands*):

	2024 (remaining)	2025	2026	2027	2028	Thereafter	Total
Mortgage Notes Payable	$ 488	$ 1,026	$ 629	$ —	$ —	$ 42,250	$ 44,393
Revolving Credit Facility [1]	—	—	43,000	—	—	—	43,000
Unsecured Term Loan	—	—	—	—	—	350,000	350,000
Senior Unsecured Notes	—	50,000	—	50,000	410,000	1,750,000	2,260,000
Land Lease Obligations	6,682	1,216	1,215	1,062	1,034	28,760	39,969
Estimated Interest Payments on Outstanding Debt [2]	57,867	111,801	108,315	106,949	100,949	298,109	783,990
Total	**$ 65,037**	**$ 164,043**	**$ 153,159**	**$ 158,011**	**$ 511,983**	**$ 2,469,119**	**$ 3,521,352**

(1) The Revolving Credit Facility matures in January 2026, with options to extend the maturity date by six months up to two times, for a maximum maturity of January 2027.

(2) Estimated interest payments calculated for (i) variable rate debt based on the rate in effect at period-end and (ii) fixed rate debt based on the coupon interest rate.

In addition to items reflected in the table above, the Company has preferred stock with cumulative cash dividends, as described under *Equity – Preferred Stock Offering* above.

During the six months ended June 30, 2024 the Company had 25 development or DFP projects completed or under construction, for which 19 remain under construction as of June 30, 2024. Anticipated total costs for the 19 projects are approximately $77.8 million. These construction commitments will be funded using cash provided from operations, current capital resources on hand, and/or other sources of funding available to the Company.

The Company's recurring obligations under its tenant leases for maintenance, taxes, and/or insurance will also be funded through the cash sources available to the Company described earlier.

Dividends

During the quarter ended June 30, 2024, the Company declared monthly dividends of $0.250 per common share for April, May and June 2024. The holder of the Operating Partnership Common Units is entitled to an equal distribution per Operating Partnership Common Unit held. The dividends and distributions payable for April and May were paid during the three months ended June 30, 2024, while June dividends and distributions were recorded as a liability on the condensed consolidated balance sheet at June 30, 2024 and were paid on July 15, 2024.

During the quarter ended June 30, 2024, the Company declared monthly dividends on the Series A Preferred Shares for April, May and June 2024. The dividends payable for April and May were paid during the quarter. The June dividend was recorded as a liability on the condensed consolidated balance sheet at June 30, 2024 and was paid on July 1, 2024.

Recent Accounting Pronouncements

Refer to Note 2 – *Summary of Significant Accounting Policies* in the condensed consolidated financial statements for a summary and anticipated impact of each applicable accounting pronouncement on the Company's financial statements.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires the Company's management to use judgment in the application of accounting policies, including making estimates and assumptions. Management bases estimates on the best information available at the time, its experience, and on various other assumptions believed to be reasonable under the circumstances. These estimates affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. If management's judgment or interpretation of the facts and circumstances relating to various transactions or other matters had been different, it is possible that different accounting principles would have been applied, resulting in a different presentation of the interim condensed consolidated financial statements. From time to time, the Company may re-evaluate its estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current estimates and assumptions about matters that are inherently uncertain. A summary of the Company's critical accounting policies is included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2023. The Company has not made any material changes to these policies during the periods covered by this Quarterly Report on Form 10-Q.

Non-GAAP Financial Measures

Funds from Operations ("FFO" or "Nareit FFO")

FFO is defined by the National Association of Real Estate Investment Trusts, Inc. ("Nareit") to mean net income computed in accordance with GAAP, excluding gains (or losses) from sales of real estate assets and/or changes in control, plus real estate related depreciation and amortization and any impairment charges on depreciable real estate assets, and after adjustments for unconsolidated partnerships and joint ventures. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, most real estate industry investors consider FFO to be helpful in evaluating a real estate company's operations.

FFO should not be considered an alternative to net income as the primary indicator of the Company's operating performance, or as an alternative to cash flow as a measure of liquidity. Further, while the Company adheres to the Nareit definition of FFO, its presentation of FFO is not necessarily comparable to similarly titled measures of other REITs due to the fact that all REITs may not use the same definition.

Core Funds from Operations ("Core FFO")

The Company defines Core FFO as Nareit FFO with the addback of (i) noncash amortization of acquisition purchase price related to above- and below- market lease intangibles and discount on assumed mortgage debt and (ii) certain infrequently occurring items that reduce or increase net income in accordance with GAAP. Management believes that its measure of Core FFO facilitates useful comparison of performance to its peers who predominantly transact in sale-leaseback transactions and are thereby not required by GAAP to allocate purchase price to lease intangibles. Unlike many of its peers, the Company has acquired the substantial majority of its net-leased properties through acquisitions of properties from third parties or in connection with the acquisitions of ground leases from third parties.

Core FFO should not be considered an alternative to net income as the primary indicator of the Company's operating performance, or as an alternative to cash flow as a measure of liquidity. Further, the Company's presentation of Core FFO is not necessarily comparable to similarly titled measures of other REITs due to the fact that all REITs may not use the same definition.

Adjusted Funds from Operations ("AFFO")

AFFO is a non-GAAP financial measure of operating performance used by many companies in the REIT industry. AFFO further adjusts FFO and Core FFO for certain non-cash items that reduce or increase net income computed in accordance with GAAP. Management considers AFFO a useful supplemental measure of the Company's performance; however, AFFO should not be considered an alternative to net income as an indication of its performance, or to cash flow as a measure of liquidity or ability to make distributions. The Company's computation of AFFO may differ from the methodology for calculating AFFO used by other equity REITs, and therefore may not be comparable to such other REITs.

Reconciliations

The following table provides a reconciliation of net income to FFO, Core FFO and AFFO for the three and six months ended June 30, 2024 and 2023 (*presented in thousands*):

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Reconciliation from Net Income to Funds from Operations				
Net income	$ 54,913	$ 41,015	$ 99,927	$ 82,789
Less Series A preferred stock dividends	1,859	1,859	3,718	3,718
Net income attributable to Operating Partnership common unitholders	53,054	39,156	96,209	79,071
Depreciation of rental real estate assets	33,531	28,145	65,497	54,729
Amortization of lease intangibles - in-place leases and leasing costs	16,424	14,328	32,420	28,098
Provision for impairment	—	1,315	4,530	1,315
Gain on sale or involuntary conversion of assets, net	(7,176)	(319)	(9,217)	(319)
Funds from Operations - Operating Partnership common unitholders	$ 95,833	$ 82,625	$ 189,439	$ 162,894
Amortization of above (below) market lease intangibles, net and assumed mortgage debt discount, net	8,381	8,794	16,759	17,489
Core Funds from Operations - Operating Partnership common unitholders	$ 104,214	$ 91,419	$ 206,198	$ 180,383
Straight-line accrued rent	(3,496)	(3,108)	(6,343)	(6,147)
Stock-based compensation expense	2,789	2,177	5,213	4,008
Amortization of financing costs and original issue discounts	1,302	1,029	2,488	2,057
Non-real estate depreciation	499	277	1,000	569
Adjusted Funds from Operations - Operating Partnership common unitholders	$ 105,308	$ 91,794	$ 208,556	$ 180,870
Funds from Operations per common share and partnership unit - diluted	$ 0.95	$ 0.88	$ 1.88	$ 1.77
Core Funds from Operations per common share and partnership unit - diluted	$ 1.03	$ 0.98	$ 2.05	$ 1.96
Adjusted Funds from Operations per common share and partnership unit - diluted	$ 1.04	$ 0.98	$ 2.07	$ 1.96
Weighted average shares and Operating Partnership common units outstanding				
Basic	100,697,562	93,401,489	100,667,210	91,897,009
Diluted	100,802,322	93,482,004	100,763,085	92,209,909
Additional supplemental disclosure				
Scheduled principal repayments	$ 239	$ 224	$ 474	$ 445
Capitalized interest	$ 398	$ 664	$ 701	$ 1,203
Capitalized building improvements	$ 3,296	$ 2,389	$ 3,789	$ 3,092

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to interest rate risk primarily through borrowing activities. There is inherent roll-over risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and future financing requirements.

The Company's interest rate risk is monitored using a variety of techniques. The table below presents the principal payments (*presented in thousands)* and the weighted average interest rates on outstanding debt, by year of expected maturity, to evaluate the expected cash flows and sensitivity to interest rate changes. Average interest rates shown reflect the impact of the swap agreements employed to fix interest rates.

	2024 (remaining)	2025	2026	2027	2028	Thereafter	Total
Mortgage Notes Payable	$ 488	$ 1,026	$ 629	$ —	$ —	$ 42,250	$ 44,393
Average Interest Rate	6.27 %	6.27 %	6.27 %			3.63 %	
Revolving Credit Facility [1]	$ —	$ —	$ 43,000	$ —	$ —	$ —	$ 43,000
Average Interest Rate			6.18 %				
Unsecured Term Loan	$ —	$ —	$ —	$ —	$ —	$ 350,000	$ 350,000
Average Interest Rate [2]						4.52 %	
Senior Unsecured Notes	$ —	$ 50,000	$ —	$ 50,000	$ 410,000	$ 1,750,000	$ 2,260,000
Average Interest Rate		4.16 %		4.26 %	2.45 %	4.06 %	

(1) The Revolving Credit Facility matures in January 2026, with options to extend the maturity date by six months up to two times, for a maximum maturity of January 2027.

(2) The interest rate of the Unsecured Term Loan reflects the credit spread of 85 basis points, plus a 10 basis point SOFR adjustment and the impact of the interest rate swaps which convert $350.0 million of SOFR based interest to a fixed interest rate of 3.57%.

The table above incorporates those exposures that exist as of June 30, 2024; it does not consider those exposures or positions which could arise after that date. As a result, the Company's ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the period and interest rates.

The Company seeks to limit the impact of interest rate changes on earnings and cash flows and to lower the overall borrowing costs by closely monitoring its variable rate debt and converting such debt to fixed rates when the Company deems such conversion advantageous. From time to time, the Company may enter into interest rate swap agreements or other interest rate hedging contracts. While these agreements are intended to lessen the impact of rising interest rates, they also expose the Company to the risks that the other parties to the agreements will not perform. The Company could incur significant costs associated with the settlement of the agreements, the agreements may be unenforceable or the underlying transactions fail to qualify as highly effective cash flow hedges under GAAP guidance.

In June 2023, the Company entered into $350.0 million of forward-starting interest rate swap agreements to hedge against variability in future cash flows resulting from changes in SOFR. The swaps exchange variable SOFR rate interest on $350.0 million of SOFR indexed debt to a weighted average fixed interest rate of 3.57% beginning August 1, 2023 through the maturity date of January 1, 2029. The swaps are designated to hedge the variable rate interest payments of the 2029 Unsecured Term Loan indexed to SOFR. As of June 30, 2024, these interest rate swaps were valued as an asset of approximately $6.9 million.

In December 2023, the Company entered into $150.0 million of forward-starting interest rate swap agreements to hedge against variability in future cash flows resulting from changes in SOFR. The Company hedged its exposure to the variability in future cash flows for a forecasted issuance of long-term debt over a maximum period ending December 2034.

In May 2024, the Company entered into a $150.0 million US Treasury lock which fixed the US Treasury rate on $150.0 million notional amount at 4.51% to hedge against the variability in future cash flows resulting from changes in interest rates. Upon completion of the underwritten public offering of the 2034 Senior Unsecured Public Notes in May 2024, the Company terminated the $150.0 million forward-starting interest rate swap agreements as well as the $150.0 million US Treasury lock, receiving $4.4 million, net upon termination. This settlement was included as a component of accumulated OCI, to be recognized as an adjustment to income over the term of the debt. The Company does not use derivative instruments for trading or other speculative purposes and the Company did not have any other derivative instruments or hedging activities as of June 30, 2024.

The fair value of the mortgage notes payable and senior unsecured notes is estimated to be $40.6 million and $2.05 billion, respectively, as of June 30, 2024. The fair value of the Revolving Credit Facility and Unsecured Term Loan approximate their carrying values as they are variable rate debt.

ITEM 4. Controls and Procedures

Disclosure Controls and Procedures

At the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of its principal executive officer and principal financial officer, of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, the Company's principal executive officer and principal financial officer concluded that its disclosure controls and procedures are effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in reports that the Company files or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting during its most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. Legal Proceedings

The Company is not presently involved in any material litigation nor, to its knowledge, is any other material litigation threatened against us, except for routine litigation arising in the ordinary course of business which is expected to be covered by its liability insurance.

ITEM 1A. Risk Factors

For a discussion of the Company's potential risks and uncertainties, see the information under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the three months ended June 30, 2024, the Company withheld shares from employees to satisfy estimated statutory income tax obligations related to vesting of restricted stock awards. The value of the common stock withheld was based on the closing price of our common stock on the applicable vesting date.

Common stock repurchases during the three months ended June 30, 2024 were:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 1, 2024 - April 30, 2024	42	$ 56.56	—	—
May 1, 2024 - May 31, 2024	84	59.49	—	—
June 1, 2024 - June 30, 2024	—	—	—	—
Total	126	$ 58.51	—	—

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

During the quarter ended June 30, 2024, no director or officer adopted or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement.

ITEM 6. Exhibits

3.1.1	Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).
3.1.2	Amendment to the Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 6, 2015).
3.1.3	Amendment to Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 3, 2016).
3.1.4	Articles Supplementary of the Company, dated February 26, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on February 28, 2019).
3.1.5	Articles of Amendment of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 25, 2019).
3.1.6	Amendment to Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 10, 2021).
3.1.7	Articles Supplementary of the Company, dated September 13, 2021 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 13, 2021).
3.2.1	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on May 9, 2013).
3.2.2	First Amendment to Amended and Restated Bylaws of Agree Realty Corporation, effective February 26, 2019 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on February 28, 2019).
4.1	Indenture Officer's Certificate, dated as of May 13, 2024, among the Issuer, the Parent Guarantor and the Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on May 13, 2024).
4.2	Form of Global Note for 5.625% Notes due 2034 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on May 13, 2024).
4.3	Form of 2034 Guarantee by and among the Issuer, the Guarantors and the Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on May 13, 2024).
10.1*	Form of Agree Realty Corporation 2024 Omnibus Incentive Plan Restricted Stock Notice.
10.2*	Form of Agree Realty Corporation 2024 Omnibus Incentive Plan Restricted Stock Agreement.
10.3*+	Form of Agree Realty Corporation 2024 Omnibus Incentive Plan Performance Unit Award.
10.4+	Agree Realty Corporation 2024 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 23, 2024).
22*	Subsidiary Guarantors of Agree Realty Corporation.
31.1*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Joel N. Agree, Chief Executive Officer.

31.2*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Peter Coughenour, Chief Financial Officer.
32.1*†	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Joel N. Agree, Chief Executive Officer.
32.2*†	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Peter Coughenour, Chief Financial Officer.
101*	The following materials from Agree Realty Corporation's Quarterly Report on Form 10-Q for the three months ended June 30, 2024 formatted in Inline iXBRL (eXtensible Business Reporting Language): (i) the condensed consolidated balance sheets, (ii) the condensed consolidated statements of income and comprehensive income, (iii) the condensed consolidated statement of stockholders' equity, (iv) the condensed consolidated statements of cash flows, and (v) related notes to these condensed consolidated financial statements.
104*	Cover Page Interactive Date File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.
\+ Management contract or compensatory plan or arrangement.
† The certifications attached as Exhibit 32.1 and Exhibit 32.2 accompany this Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Agree Realty Corporation under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

SIGNATURES

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

Agree Realty Corporation

/s/ Joel N. Agree
Joel N. Agree
President and Chief Executive Officer

/s/ Peter Coughenour
Peter Coughenour
Chief Financial Officer and Secretary
(Principal Financial Officer)

Date: July 23, 2024