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# EDITED TRANSCRIPT

RPT - RPT Realty Annual Shareholders Meeting

EVENT DATE/TIME: APRIL 29, 2019 / 1:00PM GMT



APRIL 29, 2019 / 1:00PM, RPT - RPT Realty Annual Shareholders Meeting

## CORPORATE PARTICIPANTS

**Brian L. Harper** *RPT Realty - President, CEO & Trustee*

**Michael P. Fitzmaurice** *RPT Realty - Executive VP & CFO*

## PRESENTATION

### Operator

Good morning, and welcome to the RPT Realty Annual Meeting of Shareholders.

I would now like to turn the conference over to Mr. Brian Harper, President and CEO. Please go ahead.

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### **Brian L. Harper** - *RPT Realty - President, CEO & Trustee*

Good morning, and welcome to the 2019 Annual Meeting of the Shareholders of RPT Realty. My name is Brian Harper. I'm a trustee as well as the President and Chief Executive Officer of the trust. With me today is Mike Fitzmaurice, our Executive Vice President and CFO; Heather Ohlberg, our Senior Vice President Legal Counsel and Secretary; and Vin Chao, Vice President of Finance. Ms. Ohlberg will act as Secretary of the meeting.

I welcome all of you, and I'm pleased that you could participate with us today. At this time, I'd like to introduce the other trustee, who is here today, Laurie Shahon. At this point, you will be asked to vote on the proposals as described in the proxy statement that was previously provided to you. After these items are considered, there will be an opportunity for shareholders to ask questions.

We will now proceed with the business of the meeting. Our proxy materials were made available through the Internet and mailed on March 18, 2019. Additional hard copy proxy materials are available for those in attendance here in New York, and are also available on the company's website. If you are a shareholder or a proxy holder and have not signed in, please do so at this time.

John Holewa of American Election Services has been appointed as the Inspector of Elections to receive the proxies and ballots and canvass the votes at this meeting. Mr. Fitzmaurice has informed me that we have present, either in person or by proxy, shareholders entitled to cast more than a majority of all the votes entitled to be cast at this meeting. Thus, a quorum for the conduct of business is present. In accordance with the notice of annual meeting, the trust has 4 items of business to be considered.

For those shareholders attending the meeting virtually or who wish to vote, you may vote now by clicking on the Vote Here button on your screen. The first order of business is the election of 7 trustees of the trust, each to serve until the Annual Meeting of Shareholders to be held in 2020 or until their successor shall have been duly elected and qualified. I therefore, move the adoption of the following resolution: resolve that Richard Federico, Arthur Goldberg, Brian Harper, Joanna Lau, David Nettina, Laurie Shahon and Andrea Weiss be elected trustees of the trust for the period commencing with the annual meeting and ending with the Annual Meeting of Shareholders to be held in 2020 or until their respective successors shall be duly elected and qualified. We will now proceed to vote on this resolution.

(Voting)

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### **Brian L. Harper** - *RPT Realty - President, CEO & Trustee*

Mr. Fitzmaurice, will you please report the results of this voting.

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### **Michael P. Fitzmaurice** - *RPT Realty - Executive VP & CFO*

Mr. Holewa advises that each of the nominees for election as a trustee has been duly elected as a trustee of the trust.



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**Brian L. Harper** - RPT Realty - President, CEO & Trustee

The next order of business is the ratification of the Audit Committee's appointment of Grant Thornton as the trust's independent registered public accounting firm for 2019. Mike Mleko and Dan Cherwin of Grant Thornton are attending the meeting telephonically. They are also -- they are available to respond to appropriate questions of shareholders. The Board of Trustee recommends that shareholders vote for this proposal. I therefore, move the adoption of the following resolution: resolves that the appointment of Grant Thornton LLP as the Trust's independent registered public accounting firm for the year ending December 31, 2019 is hereby ratified. We will now proceed to vote on the resolutions.

(Voting)

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**Brian L. Harper** - RPT Realty - President, CEO & Trustee

Mr. Fitzmaurice, will you please report the results of the voting.

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**Michael P. Fitzmaurice** - RPT Realty - Executive VP & CFO

Mr. Holewa advises that the vote to ratify Grant Thornton LLP, as our independent accountants for the current year has been approved.

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**Brian L. Harper** - RPT Realty - President, CEO & Trustee

The next order of business is the advisory vote on named executive officer compensation. This item has been covered in depth in our proxy statement. The Board of Trustees recommends that shareholders vote for this proposal. I therefore, move the adoption of the following resolution: resolved that the Trust's shareholders approve, on an advisory basis, the compensation of the named executive officers as disclosed in the Trust's proxy statement for the 2019 Annual Meeting of Shareholders, pursuant to the compensation disclosure rules of the SEC including the compensation discussion and analysis, the summary compensation table and the other related tables and disclosure. We will now proceed to vote on the resolution.

(Voting)

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**Brian L. Harper** - RPT Realty - President, CEO & Trustee

Mr. Fitzmaurice, will you please report the results of the voting?

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**Michael P. Fitzmaurice** - RPT Realty - Executive VP & CFO

Mr. Holewa advises that the proposal to approve, on an advisory basis, the compensation of the Trust's named executive officers and the related resolution have been approved.

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**Brian L. Harper** - RPT Realty - President, CEO & Trustee

The last order of business is the vote on the 2019 Omnibus Long-Term Incentive Plan. That item has been also covered in depth in our proxy statement. The Board of Trustees recommends that shareholders vote for this proposal. I therefore, move the adoption of the following resolution: resolved that the 2019 Omnibus Long-Term Incentive Plan is hereby approved by the shareholders. We will now proceed to vote on the resolution.

(Voting)

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**Brian L. Harper** - RPT Realty - President, CEO & Trustee

Mr. Fitzmaurice, will you please report the results of the voting?

**Michael P. Fitzmaurice** - RPT Realty - Executive VP & CFO

Mr. Holewa advises that the proposal to approve the 2019 Omnibus Long-Term Incentive Plan has been approved.

**Brian L. Harper** - RPT Realty - President, CEO & Trustee

Thank you all for joining us today. The voting polls are now closed. Complete results of today's meeting will be made available by the filing of our current report on Form 8-K on the SEC's EDGAR system within 4 days of the date of this meeting. We have concluded the state of business of the meeting. At this time, I would like -- I would now like to open the floor for questions.

As there are no questions at this time, I will ask for a motion to adjourn this meeting.

**Michael P. Fitzmaurice** - RPT Realty - Executive VP & CFO

Mr. President, I move that the meeting be adjourned.

**Brian L. Harper** - RPT Realty - President, CEO & Trustee

All in favor of adjourning the meeting, say aye.

(Voting)

**Brian L. Harper** - RPT Realty - President, CEO & Trustee

I declare this meeting be adjourned. Thank you for your time, interest and investment in RPT Realty. Have a wonderful day.

**Operator**

The meeting has now concluded. Thank you for attending today's presentation. And you may now disconnect.

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