### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 29, 2015

#### RETAIL OPPORTUNITY INVESTMENTS CORP.

(Exact Name of Registrant as Specified in Its Charter)

**Maryland** (State or other jurisdiction of incorporation)

**001-33749** (Commission File Number)

**26-0500600** (I.R.S. Employer Identification No.)

#### RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP

(Exact Name of Registrant as Specified in Its Charter)

**Delaware** (State or other jurisdiction of incorporation)

**333-189057-01** (Commission File Number)

**94-2969738** (LR.S. Employer Identification No.)

8905 Towne Centre Drive, Suite 108 San Diego, California **92122** (Zip Code)

(858) 677-0900

(Registrants' Telephone Number, Including Area Code)

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 2.02. Results of Operations and Financial Condition.

On April 29, 2015, Retail Opportunity Investments Corp. (the "Company") issued an earnings release announcing its financial results for the quarter ended March 31, 2015. A copy of the earnings release is attached as Exhibit 99.1 hereto and incorporated herein by reference. On April 29, 2015, in connection with this earnings release, the Company posted certain supplemental information regarding the Company's operations for the quarter ended March 31, 2015 on its website, www.roireit.net. A copy of the supplemental information is attached as Exhibit 99.2 hereto and incorporated herein by reference.

The information in this Current Report, including the exhibits hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless it is specifically incorporated by reference therein.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Earnings Release, dated April 29, 2015

99.2 Supplemental Information for the quarter ended March 31, 2015

#### **SIGNATURES**

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

Dated: April 29, 2015

RETAIL OPPORTUNITY INVESTMENTS CORP.

By: <u>/s/ Michael B. Haines</u>

Name: Michael B. Haines Title: Chief Financial Officer

RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP

By: RETAIL OPPORTUNITY INVESTMENTS GP, LLC, its general partner

By: /s/ Michael B. Haines

Name: Michael B. Haines Title: Chief Financial Officer

#### Retail Opportunity Investments Corp. Reports Strong First Quarter Results

9.5% Increase in FFO Per Diluted Share

#### \$207.2MM of Acquisitions Committed Year-to-Date

#### Increases 2015 FFO Guidance

SAN DIEGO, April 29, 2015 (GLOBE NEWSWIRE) -- Retail Opportunity Investments Corp. (Nasdaq:ROIC) announced today financial and operating results for the first quarter ended March 31, 2015.

#### **HIGHLIGHTS**

- Net income of \$4.4 million, or \$0.04 per diluted share
- 9.5% increase in FFO<sup>(1)</sup> per diluted share to \$0.23 (1Q'15 vs. 1Q'14)
- \$99.2 million of grocery-anchored shopping centers acquired during 1Q'15
- \$108.0 million of grocery-anchored shopping center acquisitions under contract
- 97.0% portfolio leased rate at March 31, 2015 (110 bps increase vs. 3/31/14)
- 4.0% increase in same-center cash net operating income (1Q'15 vs. 1Q'14)
- 25.4% increase in same-space comparative cash rents on new leases
- 31.6% debt-to-total market capitalization ratio at March 31, 2015
- Quarterly cash dividend of \$0.17 per share declared

Stuart A. Tanz, President and Chief Executive Officer of Retail Opportunity Investments Corp. stated, "We are off to a great start in 2015 as we continue to fully capitalize on the strong fundamentals across our portfolio and core West Coast markets. Through our long-standing relationships, we have already secured \$207 million in off-market, grocery-anchored shopping center acquisitions. Additionally, we continue to lease space at a record pace, increasing our portfolio leased rate by 110 basis points from a year ago, along with continuing to consistently grow same-center cash NOI and achieving strong same-space rent increases." Tanz also added, "With our accomplishments thus far, together with our ongoing acquisition and leasing activity, we are well-positioned to continue growing our business and achieving our stated objectives for the year."

#### FINANCIAL SUMMARY

For the three months ended March 31, 2015, net income was \$4.4 million, or \$0.04 per diluted share, as compared to net income of \$3.3 million, or \$0.04 per diluted share for the three months ended March 31, 2014. FFO for the first quarter of 2015 was \$22.0 million, or \$0.23 per diluted share, as compared to \$16.6 million in FFO, or \$0.21 per diluted share for the first quarter of 2014, representing a 9.5% increase on a per diluted share basis. ROIC reports FFO as a supplemental performance measure in accordance with the definition set forth by the National Association of Real Estate Investment Trusts. A reconciliation of GAAP net income to FFO is provided at the end of this press release.

At March 31, 2015, ROIC had a total market capitalization of approximately \$2.6 billion with \$824.5 million of debt outstanding, equating to a 31.6% debt-to-total market capitalization ratio. ROIC's debt outstanding was comprised of \$93.2 million of mortgage debt and \$731.3 million of unsecured debt. At March 31, 2015, ROIC had \$238.5 million outstanding on its unsecured credit facility. For the first quarter of 2015, ROIC's interest coverage was 3.6 times.

#### **ACQUISITION SUMMARY**

Year-to-date in 2015, ROIC has committed a total of \$207.2 million in grocery-anchored shopping center acquisitions, including \$99.2 million acquired during the first quarter of 2015 and \$108.0 million currently under contract.

#### Ontario Plaza

In January 2015, ROIC acquired Ontario Plaza for \$31.0 million. The shopping center is approximately 150,000 square feet and is anchored by El Super Supermarket, a Southern California-based grocer, and Rite Aid Pharmacy. The property is located in Ontario, California, within the Los Angeles metropolitan area, and is currently 94.3% leased.

#### **Park Oaks Shopping Center**

In January 2015, ROIC acquired Park Oaks Shopping Center for \$47.7 million. The shopping center is approximately 110,000 square feet and is anchored by Safeway (Vons) Supermarket. The property is located in Thousand Oaks, California, within the Los Angeles metropolitan area and is currently 100% leased.

#### **Winston Manor**

In January 2015, ROIC acquired Winston Manor for \$20.5 million. The shopping center is approximately 50,000 square feet and is anchored by Grocery Outlet Supermarket, a Northern California-based grocer. The property is located in South San Francisco, California and is currently 100% leased.

#### **Gateway Centre**

<sup>(1)</sup> A reconciliation of GAAP net income to Funds From Operation (FFO) is provided at the end of this press release.

ROIC has a binding contract to acquire Gateway Centre for \$42.5 million. The shopping center is approximately 110,000 square feet and is anchored by Savemart (Lucky) Supermarket and Walgreens. The property is located in San Ramon, California, within the San Francisco metropolitan area, and is currently 94.0% leased.

#### Iron Horse Plaza

ROIC has a binding contract to acquire Iron Horse Plaza for \$42.4 million. The shopping center is approximately 62,000 square feet and is anchored by Lunardi's Markets, a San Francisco-based grocer. The property is located in Danville, California, within the San Francisco metropolitan area, and is currently 100% leased. ROIC expects to fund the acquisition in part with the issuance of \$16.4 million in ROIC common equity in the form of operating partnership units, based on a value of \$17.25 per unit.

#### Pinole Vista & Canyon Park

ROIC has a binding contract to acquire key anchor spaces at two of its existing shopping centers for \$23.1 million, including the Savemart (Lucky) Supermarket space at its Pinole Vista Shopping Center, totaling approximately 58,500 square feet, and the Albertson's Supermarket leasehold interest at its Canyon Park Shopping Center, totaling approximately 35,500 square feet.

#### PROPERTY OPERATIONS SUMMARY

For the first quarter of 2015, same-center net operating income (NOI) was \$23.3 million, as compared to \$22.4 million in same-center NOI for the first quarter of 2014, representing a 4.0% increase. Same-center NOI includes all of the properties owned by ROIC as of January 1, 2014, totaling 53 shopping centers. During the first quarter of 2015, ROIC executed 92 leases, totaling 280,195 square feet, achieving an 12.8% increase in same-space comparative base rent, including 48 new leases, totaling 110,644 square feet, achieving a 25.4% increase in same-space comparative base rent, and 44 renewed leases, totaling 169,551 square feet, achieving a 7.1% increase in base rent. ROIC reports same-center NOI and same-space base rent as a supplemental performance measure. Same-center NOI and same-space base rent are on a cash basis.

#### **CASH DIVIDEND**

On March 30, 2015, ROIC distributed a \$0.17 per share cash dividend, represents a 6.3% increase as compared to ROIC's previous dividend. On April 29, 2015, ROIC's board of directors declared a cash dividend of \$0.17 per share, payable on June 30, 2015 to stockholders of record on June 16, 2015.

#### 2015 FFO GUIDANCE

ROIC currently estimates that FFO for 2015 will be within the range of \$0.90 to \$0.94 per diluted share, and net income to be within the range of \$0.23 to \$0.24 per diluted share. The following table provides a reconciliation of GAAP net income to FFO.

|                                 | •        | ear ending<br>er 31, 2015 |
|---------------------------------|----------|---------------------------|
|                                 | Low End  | High End                  |
| Net Income for period Plus:     | \$23,061 | \$24,086                  |
| Depreciation & Amortization     | \$68,424 | \$71,465                  |
| Funds From Operations (FFO)     | \$91,485 | \$95,551                  |
| Weighted Average Diluted Shares | 101,650  | 101,650                   |
| Earnings per share (diluted)    | \$0.23   | \$0.24                    |
| FFO per share (diluted)         | \$0.90   | \$0.94                    |

ROIC's estimates are based on numerous underlying assumptions. ROIC's management will discuss the company's guidance and underlying assumptions on its April 30, 2015 conference call. ROIC's guidance is a forward-looking statement and is subject to risks and other factors described elsewhere in this press release.

#### **CONFERENCE CALL**

ROIC will conduct a conference call and audio webcast to discuss its quarterly results on Thursday, April 30, 2015 at 10:00 a.m. Eastern Time / 7:00 a.m. Pacific Time. Those interested in participating in the conference call should dial (877) 312-8783 (domestic), or (408) 940-3874 (international) at least ten minutes prior to the scheduled start of the call. When prompted, provide the Conference ID: 9853774. A live webcast will also be available in listen-only mode at http://www.roireit.net/. The conference call will be recorded and available for replay beginning at 1:00 p.m. Eastern Time on April 30, 2015 and will be available until 11:59 p.m. Eastern Time on May 7, 2015. To access the conference call recording, dial (855) 859-2056 (domestic) or (404) 537-3406 (international) and use the Conference ID: 9853774. The conference call will also be archived on http://www.roireit.net/ for approximately 90 days.

#### ABOUT RETAIL OPPORTUNITY INVESTMENTS CORP.

Retail Opportunity Investments Corp. (Nasdaq:ROIC), is a fully-integrated, self-managed real estate investment trust (REIT) that specializes in the acquisition, ownership and management of grocery-anchored shopping centers located in densely-populated, metropolitan markets

across the West Coast. As of March 31, 2015, ROIC owned 64 shopping centers encompassing approximately 7.6 million square feet. ROIC is the largest publicly-traded, grocery-anchored shopping center REIT focused exclusively on the West Coast. ROIC is a member of the S&P SmallCap 600 Index and has investment-grade corporate debt ratings from Moody's Investor Services and Standard & Poor's. Additional information is available at: www.roireit.net.

When used herein, the words "believes," "anticipates," "projects," "should," "estimates," "expects," "guidance" and similar expressions are intended to identify forward-looking statements with the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and in Section 21F of the Securities and Exchange Act of 1934, as amended. Certain statements contained herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results of ROIC to differ materially from future results expressed or implied by such forward-looking statements. Information regarding such risks and factors is described in ROIC's filings with the SEC, including its most recent Annual Report on Form 10-K, which is available at: www.roireit.net.

#### RETAIL OPPORTUNITY INVESTMENTS CORP.

#### **Consolidated Balance Sheets**

(In thousands, except share data)

|                                                                                                                                                                                  | March 31, 2015<br>(unaudited) | December 31,<br>2014 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|----------------------|
| ASSETS                                                                                                                                                                           |                               |                      |
| Real Estate Investments:                                                                                                                                                         |                               |                      |
| Land                                                                                                                                                                             | \$ 578,508                    | \$ 550,078           |
| Building and improvements                                                                                                                                                        | 1,316,643                     | 1,235,820            |
|                                                                                                                                                                                  | 1,895,151                     | 1,785,898            |
| Less: accumulated depreciation                                                                                                                                                   | 98,813                        | 88,173               |
| Real Estate Investments, net                                                                                                                                                     | 1,796,338                     | 1,697,725            |
| Cash and cash equivalents                                                                                                                                                        | 11,683                        | 10,773               |
| Restricted cash                                                                                                                                                                  | 868                           | 514                  |
| Tenant and other receivables, net                                                                                                                                                | 24,182                        | 23,025               |
| Deposits                                                                                                                                                                         | 500                           | 4,500                |
| Acquired lease intangible assets, net of accumulated amortization                                                                                                                | 71,905                        | 71,433               |
| Prepaid expenses                                                                                                                                                                 | 1,870                         | 2,454                |
| Deferred charges, net of accumulated amortization                                                                                                                                | 40,093                        | 39,731               |
| Other                                                                                                                                                                            | 1,513                         | 1,541                |
| Total assets                                                                                                                                                                     | \$ 1,948,952                  | \$ 1,851,696         |
|                                                                                                                                                                                  |                               |                      |
| LIABILITIES AND EQUITY                                                                                                                                                           |                               |                      |
| Liabilities:                                                                                                                                                                     |                               |                      |
| Credit facility                                                                                                                                                                  | \$ 238,500                    | \$ 156,500           |
| Senior Notes Due 2023                                                                                                                                                            | 246,258                       | 246,174              |
| Senior Notes Due 2024                                                                                                                                                            | 246,592                       | 246,521              |
| Mortgage notes payable                                                                                                                                                           | 93,156                        | 94,183               |
| Acquired lease intangible liabilities, net of accumulated amortization                                                                                                           | 126,059                       | 118,359              |
| Accounts payable and accrued expenses                                                                                                                                            | 20,442                        | 12,173               |
| Tenants' security deposits                                                                                                                                                       | 4,028                         | 3,961                |
| Other liabilities                                                                                                                                                                | 13,494                        | 11,043               |
| Total liabilities                                                                                                                                                                | 988,529                       | 888,914              |
| Commitments and contingencies                                                                                                                                                    | _                             | _                    |
| Equity:                                                                                                                                                                          |                               |                      |
| Preferred stock, \$.0001 par value 50,000,000 shares authorized; none issued and outstanding                                                                                     | _                             | _                    |
| Common stock, \$.0001 par value 500,000,000 shares authorized; and 93,817,231 and 92,991,333 shares issued and outstanding at March 31, 2015 and December 31, 2014, respectively | 9                             | 9                    |
| Additional paid-in-capital                                                                                                                                                       | 1,022,794                     | 1,013,561            |
| Dividends in excess of earnings                                                                                                                                                  | (92,719)                      | (80,976)             |
| Accumulated other comprehensive loss                                                                                                                                             | (8,348)                       | (8,882)              |
| Total Retail Opportunity Investments Corp. stockholders' equity                                                                                                                  | 921,736                       | 923,712              |
| Non-controlling interests                                                                                                                                                        | 38,687                        | 39,070               |
| Total equity                                                                                                                                                                     | 960,423                       | 962,782              |
| Total liabilities and equity                                                                                                                                                     | \$ 1,948,952                  | \$ 1,851,696         |

#### RETAIL OPPORTUNITY INVESTMENTS CORP.

|                                                                 | Three Months End | led March 31, |
|-----------------------------------------------------------------|------------------|---------------|
|                                                                 | 2015             | 2014          |
| Revenues                                                        |                  |               |
| Base rents                                                      | \$ 35,202        | \$ 27,537     |
| Recoveries from tenants                                         | 9,689            | 7,614         |
| Other income                                                    | 231              | 1,199         |
| Total revenues                                                  | 45,122           | 36,350        |
| Operating expenses                                              |                  |               |
| Property operating                                              | 6,925            | 6,262         |
| Property taxes                                                  | 4,732            | 3,588         |
| Depreciation and amortization                                   | 17,634           | 13,364        |
| General and administrative expenses                             | 2,641            | 2,561         |
| Acquisition transaction costs                                   | 171              | 218           |
| Other expense                                                   | 149              | 217           |
| Total operating expenses                                        | 32,252           | 26,210        |
| Operating income                                                | 12,870           | 10,140        |
| Non-operating income (expenses)                                 |                  |               |
| Interest expense and other finance expenses                     | (8,494)          | (6,874)       |
| Net income                                                      | 4,376            | 3,266         |
| Net income attributable to non-controlling interests            | (176)            | (134)         |
| Net Income Attributable to Retail Opportunity Investments Corp. | \$ 4,200         | \$ 3,132      |
| Basic and diluted per share:                                    | \$ 0.04          | \$ 0.04       |
| Dividends per common share                                      | \$ 0.17          | \$ 0.16       |

#### **CALCULATION OF FUNDS FROM OPERATIONS**

(In thousands)

|                                                      | Three Months E | hree Months Ended March 31, |  |  |  |  |
|------------------------------------------------------|----------------|-----------------------------|--|--|--|--|
|                                                      | 2015           | 2014                        |  |  |  |  |
| Net income attributable to ROIC                      | \$ 4,200       | \$ 3,132                    |  |  |  |  |
| Plus: Depreciation and amortization                  | 17,634         | 13,364                      |  |  |  |  |
| Funds from operations – basic                        | 21,834         | 16,496                      |  |  |  |  |
| Net income attributable to non-controlling interests | 176            | 134                         |  |  |  |  |
| Funds from operations – diluted                      | \$ 22,010      | \$ 16,630                   |  |  |  |  |

CONTACT: Ashley Bulot, Investor Relations 858-255-4913

abulot@roireit.net



# 1st QUARTER 2015

### SUPPLEMENTAL INFORMATION





RETAIL OPPORTUNITY INVESTMENTS CORPORATION 8905 TOWNE CENTRE DRIVE SUITE 108 SAN DIEGO, CALIFORNIA 92122

www.roireit.net

Overview
Supplemental Disclosure
Quarter Ended March 31, 2015

#### **Our Company**

Retail Opportunity Investments Corp. (Nasdaq: ROIC), is a fully integrated, self-managed real estate investment trust (REIT) that specializes in the acquisition, ownership and management of grocery-anchored shopping centers located in densely-populated, metropolitan markets across the West Coast. As of March 31, 2015, ROIC owned 64 shopping centers encompassing approximately 7.6 million square feet. ROIC is the largest publicly-traded, grocery-anchored shopping center REIT focused exclusively on the West Coast. ROIC is a member of the S&P SmallCap 600 Index and has investment-grade corporate debt ratings from Moody's Investor Services and Standard & Poor's. Additional information is available at www.roireit.net.

#### Forward Looking Information

When used herein, the words "believes," "anticipates," "projects," "should," "estimates," "expects," and similar expressions are intended to identify forward-looking statements with the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and in Section 21F of the Securities and Exchange Act of 1934, as amended. Certain statements contained herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results of ROIC to differ materially from future results expressed or implied by such forward-looking statements. Information regarding such risks and factors is described in ROIC's filings with the SEC, including its most recent Annual Report on Form 10-K, which is available at www.roireit.net.

#### **Supplemental Information**

The enclosed information should be read in conjunction with ROIC's filings with the Securities and Exchange Commission, including but not limited to, its Form 10-Qs filed quarterly and Form 10-Ks filed annually. Additionally, the enclosed information does not purport to disclose all items under generally accepted accounting principles ("GAAP").

# Table of Contents

| financial Data                             | Page |
|--------------------------------------------|------|
| Balance Sheets.                            | . 4  |
| Income Statements                          | . 5  |
| Funds From Operations                      | . 6  |
| Summary of Debt Outstanding                | . 7  |
| Selected Financial Analysis                | . 8  |
| Portfolio Data                             |      |
| 2015 Property Acquisitions                 | . 9  |
| Property Portfolio                         | . 10 |
| Same-Center Net Operating Income Analysis. | . 12 |
| Top Ten Tenants                            | . 13 |
| Lease Expiration Schedule                  | . 14 |
| Leasing Summary                            | . 15 |
| Same-Space Comparative Leasing Summary     | . 16 |
|                                            |      |
|                                            |      |

Supplemental Disclosure
Quarter Ended March 31, 2015

 $(unaudited,\,dollars\,in\,thousands,\,except\,par\,values\,and\,share\,amounts)$ 

|                                                                        | As           | or           |
|------------------------------------------------------------------------|--------------|--------------|
|                                                                        | 03/31/15     | 12/31/14     |
| ASSETS:                                                                | N            |              |
| Real Estate Investments:                                               |              |              |
| Land                                                                   | \$ 578,508   | \$ 550,078   |
| Building and improvements                                              | 1,316,643    | 1,235,820    |
| Less: accumulated depreciation                                         | (98,813)     | (88,173)     |
| Real Estate Investments, net                                           | 1,796,338    | 1,697,725    |
| Cash and cash equivalents                                              | 11,683       | 10,773       |
| Restricted cash                                                        | 868          | 514          |
| Tenant and other receivables, net                                      | 24,182       | 23,025       |
| Deposits                                                               | 500          | 4,500        |
| Acquired lease intangible assets, net of accumulated amortization      | 71,905       | 71,433       |
| Prepaid expenses                                                       | 1,870        | 2,454        |
| Deferred charges, net of accumulated amortization                      | 40,093       | 39,731       |
| Other                                                                  | 1,513        | 1,541        |
| TOTAL ASSETS                                                           | \$ 1,948,952 | \$ 1,851,696 |
| LIABILITIES:                                                           |              |              |
| Credit facility                                                        | \$ 238,500   | \$ 156,500   |
| Senior Notes Due 2023                                                  | 246,258      | 246,174      |
| Senior Notes Due 2024                                                  | 246,592      | 246,521      |
| Mortgage notes payable                                                 | 93,156       | 94,183       |
| Acquired lease intangible liabilities, net of accumulated amortization | 126,059      | 118,359      |
| Accounts payable and accrued expenses                                  | 20,442       | 12,173       |
| Tenants' security deposits                                             | 4,028        | 3,961        |
| Other liabilities                                                      | 13,494       | 11,043       |
| TOTAL LIABILITIES                                                      | 988,529      | 888,914      |
| EQUITY:                                                                |              |              |
| Common stock, \$.0001 par value 500,000,000 shares authorized          | 9            | 9            |
| Additional paid-in-capital                                             | 1,022,794    | 1,013,561    |
| Accumulated deficit                                                    | (92,719)     | (80,976)     |
| Accumulated other comprehensive loss                                   | (8,348)      | (8,882)      |
| Total Retail Opportunity Investments Corp. shareholders' equity        | 921,736      | 923,712      |
| Non-controlling interests                                              | 38,687       | 39,070       |
| TOTAL EQUITY                                                           | 960,423      | 962,782      |
| TOTAL LIABILITIES AND EQUITY                                           | \$ 1,948,952 | \$ 1,851,696 |

The above information should be read in conjunction with ROIC's Form 10-Q for the quarter ended March 31, 2015 and Form 10-K for the year ended December 31, 2014

### Income Statements

(unaudited, dollars in thousands, except per share amounts)

| n per saure amounts)                                            |     | Three Mor | nths E | nded    |
|-----------------------------------------------------------------|-----|-----------|--------|---------|
|                                                                 | 0.  | 3/31/15   | 0      | 3/31/14 |
| REVENUES:                                                       |     |           |        |         |
| Base rents                                                      | 5   | 35,202    | S      | 27,537  |
| Recoveries from tenants                                         |     | 9,689     |        | 7,614   |
| Other income                                                    |     | 231       |        | 1,199   |
| TOTAL REVENUES                                                  | _   | 45,122    |        | 36,350  |
| OPERATING EXPENSES:                                             |     |           |        |         |
| Property operating                                              | \$  | 6,925     | S      | 6,262   |
| Property taxes                                                  |     | 4,732     |        | 3,588   |
| Depreciation and amortization                                   |     | 17,634    |        | 13,364  |
| General and administrative expenses                             |     | 2,641     |        | 2,561   |
| Acquisition transaction costs                                   |     | 171       |        | 218     |
| Other expense                                                   | 120 | 149       | 100    | 217     |
| TOTAL OPERATING EXPENSES                                        | _   | 32,252    |        | 26,210  |
| NET OPERATING INCOME                                            | _   | 12,870    | _      | 10,140  |
| NON-OPERATING INCOME (EXPENSES):                                |     |           |        |         |
| Interest expense and other finance expenses                     |     | (8,494)   |        | (6,874) |
| TOTAL NON-OPERATING INCOME (EXPENSES)                           |     | (8,494)   |        | (6,874) |
| INCOME FROM CONTINUING OPERATIONS                               |     | 4,376     |        | 3,266   |
| NET INCOME                                                      | s   | 4,376     | S      | 3,266   |
| NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTERESTS            |     | (176)     |        | (134)   |
| NET INCOME ATTRIBUTABLE TO RETAIL OPPORTUNITY INVESTMENTS CORP. | \$  | 4,200     | \$     | 3,132   |
| NET INCOME PER COMMON SHARE - BASIC                             | \$  | 0.04      | \$     | 0.04    |
| NET INCOME PER COMMON SHARE - DILUTED                           | S   | 0.04      | S      | 0.04    |
| Weighted average common shares outstanding - basic              |     | 93,089    |        | 72,755  |
| Weighted average common shares outstanding - diluted            |     | 97,218    |        | 77,055  |
|                                                                 |     |           |        |         |

The above information should be read in conjunction with ROIC's Forms 10-Q for the quarters ended March 31, 2015 and March 31, 2014

### Funds From Operations

(unaudited, dollars in thousands, except per share amounts)

|                                                                     | 90- | Three Mor | nths E | nded    |
|---------------------------------------------------------------------|-----|-----------|--------|---------|
|                                                                     | - 0 | 3/31/15   | 0      | 3/31/14 |
| Funds from Operations (FFO) (1):                                    |     |           |        |         |
| Net income attributable to ROIC for the period                      | \$  | 4,200     | S      | 3,132   |
| Plus:                                                               |     |           |        |         |
| Depreciation and amortization expense                               | _   | 17,634    | _      | 13,364  |
| FUNDS FROM OPERATIONS - BASIC                                       | s   | 21,834    | s      | 16,496  |
| Net income attributable to non-controlling interests for the period | _   | 176       | _      | 134     |
| FUNDS FROM OPERATIONS - DILUTED                                     | s   | 22,010    | s      | 16,630  |
| FUNDS FROM OPERATIONS PER SHARE - BASIC                             | s   | 0.23      | s      | 0.23    |
| FUNDS FROM OPERATIONS PER SHARE - DILUTED                           | \$  | 0.23      | s      | 0.21    |
| Weighted average common shares outstanding - basic                  |     | 93,089    |        | 72,755  |
| Weighted average common shares outstanding - diluted                |     | 97,218    |        | 77,055  |
| Common dividends per share                                          | s   | 0.17      | s      | 0.16    |
| FFO Payout Ratio                                                    |     | 73.9%     |        | 76.2%   |

The above does not purport to disclose all items required under GAAP

<sup>(1) -</sup> Funds from operations ("FFO"), is a widely-eccopaized non GAAP francial measure for REITs that ROIC believes, when considered with francial statements determined in accordance with GAAP, provides additional and useful means to assess its francial performance. FFO is frequently used by securities analysts, investors and other interested parties to evaluate the performance of REITs ROIC computes FFO in accordance with the "White Paper" on FFO published by the National Association of Real Estate Investment Trusts ("NAREIT"), which defines FFO as net income attributable to common shareholders (determined in accordance with GAAP) excluding gains or losses from debt restructuring and sales of property, plus real estate related depreciation and amortization, and after adjustments for partnerships and unconsolidated joint ventures

### Summary of Debt Outstanding

|                                       | Ou | tstanding |               | GAAP          | Maturity | Percent of         |
|---------------------------------------|----|-----------|---------------|---------------|----------|--------------------|
|                                       | 1  | Balance   | Interest Rate | Interest Rate | Date     | Total Indebtedness |
| Fixed Rate Debt:                      |    |           |               |               |          |                    |
| Renaissance Towne Centre (1)          | \$ | 16,128    | 5.1%          | 4.8%          | 06/01/15 | 2.0%               |
| Crossroads Shopping Center            |    | 48,365    | 6.5%          | 3.0%          | 09/01/15 | 6.0%               |
| Gateway Village III                   |    | 7,243     | 6.1%          | 4.8%          | 07/01/16 | 0.9%               |
| Bernardo Heights Plaza                |    | 8,536     | 5.7%          | 3.3%          | 07/11/17 | 1.1%               |
| Santa Teresa Village                  |    | 10,777    | 6.2%          | 3.3%          | 02/01/18 | 1.4%               |
| Senior Notes Due 2023                 |    | 250,000   | 5.0%          | 5.2%          | 12/15/23 | 29.9%              |
| Senior Notes Due 2024                 |    | 250,000   | 4.0%          | 4.2%          | 12/15/24 | 29.9%              |
| Total Fixed Rate Debt                 | S  | 591,049   | 4.7%          | 4.5%          |          | 71.2%              |
| Variable Rate Debt:                   |    |           |               |               |          |                    |
| Credit Facility                       | S  | 238,500   | 1.2%          | 1.2%          | 01/31/19 | 28.8%              |
| TOTAL DEBT                            | \$ | 829,549   | 3.7%          | 3.6%          |          |                    |
| Net unamortized premiums on mortgages |    | 2,107     |               |               |          |                    |
| Net unamortized discount on notes     |    | (7,150)   |               |               |          |                    |
| TOTAL DEBT - NET                      | S  | 824,506   |               |               |          | 100.0%             |

Summary of Unencumbered/Encumbered Properties

|                         | # of       |           | Percentage |
|-------------------------|------------|-----------|------------|
|                         | Properties | GLA       | of GLA     |
| Unencumbered properties | 59         | 6,921,957 | 90.7%      |
| Encumbered properties   | 5          | 707,668   | 9.3%       |
|                         | 64         | 7,629,625 | 100.0%     |

Summary of Principal Maturities

| Principal<br>Maturities |   | incipal<br>rtization |    | Principal due<br>at Maturity |    |         |    |         |    | Total   | Percentage of<br>Debt Maturing |
|-------------------------|---|----------------------|----|------------------------------|----|---------|----|---------|----|---------|--------------------------------|
| 2015                    | S | 818                  | \$ | 64,051                       | \$ |         | \$ |         | \$ | 64,869  | 8.0%                           |
| 2016                    |   | 463                  |    | 7,120                        |    |         |    |         |    | 7,583   | 1.0%                           |
| 2017                    |   | 361                  |    | 8,099                        |    |         |    |         |    | 8,460   | 1.1%                           |
| 2018                    |   | 43                   |    | 10,094                       |    |         |    |         |    | 10,137  | 1.3%                           |
| 2019                    |   | -                    |    |                              |    | 238,500 |    |         |    | 238,500 | 28.8%                          |
| 2023                    |   |                      |    |                              |    |         |    | 250,000 |    | 250,000 | 29.9%                          |
| 2024                    |   | -                    |    |                              |    |         |    | 250,000 |    | 250,000 | 29.9%                          |
|                         | S | 1,685                | S  | 89,364                       | S  | 238,500 | S  | 500,000 | S  | 829,549 | 100.0%                         |

Net unamortized premiums on mortgages
Net unamortized discount on notes

(7,150)
\$ 824,506

(1) On April 1, 2015. ROIC paid off the mortrare note related to the Renaissance Towne Centre shooping center without penaltr

# Selected Financial Analysis

|                                                                                              |    | 03/31/15  |    | 12/31/14  | (  | 09/30/14  | =  | 06/30/14  |
|----------------------------------------------------------------------------------------------|----|-----------|----|-----------|----|-----------|----|-----------|
| Debt coverage ratios, three months ending:                                                   |    |           |    |           |    |           |    |           |
| Interest coverage ratio (EBITDA/interest expense)                                            |    | 3.6x      |    | 4.0x      |    | 4.1x      |    | 3.5x      |
| Debt service coverage (EBITDA/(interest expense + scheduled principal payments))             |    | 3.5x      |    | 3.8x      |    | 3.8x      |    | 3.3x      |
| Net Debt (Total debt less cash & equivalents)/Annualized EBITDA                              |    | 6.6x      |    | 6.6x      |    | 5.9x      |    | 6.9x      |
| Debt/equity ratios, at period end:                                                           |    |           |    |           |    |           |    |           |
| Total debt/total market capitalization                                                       |    | 31.6%     |    | 31.4%     |    | 32.7%     |    | 31.6%     |
| Total debt/total equity market capitalization                                                |    | 46.3%     |    | 45.8%     |    | 48.5%     |    | 46.3%     |
| Total debt/total book assets                                                                 |    | 42.3%     |    | 40.1%     |    | 38.2%     |    | 38.7%     |
| Total debt/undepreciated book value                                                          |    | 40.3%     |    | 38.3%     |    | 36.6%     |    | 37.3%     |
| Secured debt/undepreciated book value                                                        |    | 4.5%      |    | 4.9%      |    | 5.8%      |    | 6.3%      |
| Market capitalization calculations, at period end:                                           |    |           |    |           |    |           |    |           |
| Common shares outstanding                                                                    |    | 93,451    |    | 92,774    |    | 91,551    |    | 90,291    |
| Operating partnership units (OP units) outstanding                                           |    | 3,921     |    | 3,921     |    | 3,132     |    | 3,132     |
| Warrants outstanding                                                                         |    | -         |    | -         |    | 1,290     |    | 2,549     |
| Common stock price per share                                                                 | \$ | 18.30     | s  | 16.79     | \$ | 14.70     | 5  | 15.73     |
| Warrants price per share                                                                     | S  |           | S  | -         | S  | 2.90      | S  | 3.75      |
| Common shares and OP units market equity                                                     | s  | 1,781,918 | s  | 1,623,516 | s  | 1,391,840 | s  | 1,469,548 |
| Warrants market equity                                                                       |    |           | _  | 4         | _  | 3,742     |    | 9,558     |
| Total equity market capitalization                                                           |    | 1,781,918 |    | 1,623,516 |    | 1,395,581 |    | 1,479,106 |
| Total debt end of period                                                                     |    | 824,506   | _  | 743,378   | _  | 676,697   | _  | 684,294   |
| TOTAL MARKET CAPITALIZATION                                                                  | \$ | 2,606,424 | \$ | 2,366,894 | \$ | 2,072,278 | \$ | 2,163,400 |
| Unsecured Senior Notes Financial Covenants:                                                  |    |           |    |           |    |           |    |           |
| Total debt to total assets not to exceed 60%                                                 |    | 43.1%     |    | 41.2%     |    | 39.4%     |    | 40.5%     |
| Total secured debt to total assets not to exceed 40%                                         |    | 4.9%      |    | 5.2%      |    | 6.3%      |    | 6.9%      |
| Total unencumbered assets to total unsecured debt not to be less than 150%                   |    | 231.6%    |    | 244.8%    |    | 259.8%    |    | 252.5%    |
| Consolidated income available for debt service to interest expense not to be less than 1.5:1 |    | 3.8x      |    | 3.8x      |    | 3.8x      |    | 3.8x      |

# 2015 Property Acquisitions

(dollars in thousands)

| Shopping Centers          | Location                | Date<br>Acquired | Purch | ase Amount | GLA     |
|---------------------------|-------------------------|------------------|-------|------------|---------|
| 1Q 2015                   |                         |                  |       |            |         |
| Ontario Plaza             | Ontario, CA             | 01/06/15         | 5     | 31,000     | 149,651 |
| Park Oaks Shopping Center | Thousand Oaks, CA       | 01/06/15         |       | 47,745     | 110,092 |
| Winston Manor             | South San Francisco, CA | 01/07/15         |       | 20,500     | 49,852  |
| Total 1Q 2015             |                         |                  | \$    | 99,245     | 309,595 |

## Property Portfolio

| Shopping Centers<br>Northern California                | _ | City                          | State | Date<br>Acquired  | GLA GLA          | Leased         | A  | BR (I) | Major Tenants                                                                           |
|--------------------------------------------------------|---|-------------------------------|-------|-------------------|------------------|----------------|----|--------|-----------------------------------------------------------------------------------------|
| Norwood Shopping Center                                |   | Sacramento                    | CA    | 04/06/10          | 88,851           | 96.9%          | \$ | 1,218  | Viva Supermarket, Rite Aid Pharmacy, Citi Trends                                        |
| Pleasant Hill Marketplace                              |   | Pleasant Hill                 | CA    | 04/08/10          | 69,715           | 100,0%         |    | 1,343  | Buy Buy Baby, Office Depot, Basset Furniture                                            |
| Pinole Vista Shopping Center                           |   | Pinole                        | CA    | 01/06/11          | 165,025          | 98.7%          |    | 1,829  | Kmart, SaveMart (Lucky) Supermarket (1)                                                 |
| Mills Shopping Center                                  |   | Rancho Cordova                | CA    | 02/17/11          | 239,081          | 84,5%          |    | 1,920  | Save Maxx Foods Supermarket, Dollar Tree, Planet Fitness                                |
| Morada Ranch                                           |   | Stockton                      | CA    | 05/16/11          | 101,842          | 98.7%          |    | 2,213  | Raleys Supermarket                                                                      |
| Country Club Gate Center                               |   | Pacific Grove                 | CA    | 07/08/11          | 109.331          | 93.0%          |    | 1.917  | SaveMart (Lucky) Supermarket, Rite Aid Pharmacy                                         |
| Round Hill Square Shopping Center                      |   | Zephyr Cove                   | NV    | 09/21/11          | 115,984          | 98.3%          |    | 1,860  | Safeway Supermarket, Dollar Tree, US Postal Service                                     |
| Marlin Cove                                            |   | Foster City                   | CA    | 05/04/12          | 73,186           | 100.0%         |    | 1,921  | 99 Ranch Market                                                                         |
| Green Valley Station                                   |   | Cameron Park                  | CA    | 06/15/12          | 52,245           | 82.0%          |    | 833    | CVS Pharmacy                                                                            |
| The Village at Novato                                  |   | Novato                        | CA    | 07/24/12          | 20,081           | 100.0%         |    | 552    | Trader Joe's                                                                            |
| Santa Teresa Village                                   |   | San Jose                      | CA    | 11/08/12          | 125,162          | 93.7%          |    | 2,233  | Raleys (Nob Hill) Supermarket                                                           |
| Granada Shopping Center                                |   | Livermore                     | CA    | 06/27/13          | 69,325           | 100.0%         |    | 951    | SaveMart (Lucky) Supermarket                                                            |
| Country Club Village                                   |   | San Ramon                     | CA    | 11/26/13          | 111,172          | 97.8%          |    | 1,949  | Walmart Neighborhood Market, CVS Pharmacy                                               |
| North Park Plaza                                       |   | San Jose                      | CA    | 04/30/14          | 76,697           | 100.0%         |    | 1,844  | SF Supermarket                                                                          |
| Winston Manor                                          |   | South San Francisco           | CA    | 01/07/15          | 49,852           | 100,0%         |    | 1,111  | Grocery Outlet Supermarket                                                              |
| Northern California Totals<br>Southern California      |   |                               |       |                   | 1,467,549        | 95.1%          | \$ | 23,694 |                                                                                         |
| Paramount Plaza                                        |   | Paramount                     | CA    | 12/22/09          | 95.062           | 98.5%          | \$ | 1,628  | 99¢ Only Stores, Rite Aid Pharmacy, TJ Maxx                                             |
| Santa Ana Downtown Plaza                               |   | Santa Ana                     | CA    | 01/26/10          | 100,305          | 100.0%         | ,  | 1,918  | Kroger (Food 4 Less) Supermarket, Marshall's                                            |
| Claremont Promenade                                    |   | Claremont                     | CA    | 09/23/10          | 91,529           | 98.3%          |    | 2,106  | Super King Supermarket                                                                  |
| Sycamore Creek                                         |   | Corona                        | CA    | 09/30/10          | 74.198           | 100.0%         |    | 1.663  | Safeway (Vons) Supermarket, CVS Pharmacy (2)                                            |
| Sateway Village                                        |   | Chino Hills                   | CA    | 12/17/10          | 74,198<br>96,959 | 92.5%          |    | 2,682  | Sprouts Market                                                                          |
| Marketplace Del Rio                                    |   | Oceanside                     | CA    | 01/03/11          | 177,136          | 95.0%          |    | 3,206  | Stater Brothers Supermarket, Walgreens                                                  |
| Marketplace Del Kio<br>Desert Springs Marketplace      |   | Palm Desert                   | CA    | 02/17/11          | 105,157          | 98.5%          |    | 2.386  |                                                                                         |
| Desert Springs Marketplace<br>Renaissance Towne Centre |   | San Diego                     | CA    | 08/03/11          | 53,074           | 100.0%         |    | 2,386  | Kroger (Ralph's) Supermarket, Rite Aid Pharmacy<br>CVS Pharmacy                         |
| Seclid Plaza                                           |   |                               |       | 08/03/11          |                  | 100.0%         |    |        |                                                                                         |
| Euclid Plaza<br>Seabridge Marketplace                  | : | San Diego<br>Oxnard           | CA    | 03/29/12 05/31/12 | 77,044<br>93,630 | 100.0%         |    | 1,377  | Vallarta Supermarket, Walgreens<br>Safeway (Vons) Supermarket                           |
|                                                        |   | Glendora                      | CA    | 05/31/12          | 106.535          | 98.4%          |    | 1,347  | Albertson's Supermarket                                                                 |
| Glendora Shopping Center<br>Bay Plaza                  |   | San Diego                     | CA    | 10/05/12          | 73,324           | 98.4%<br>88.4% |    | 1,190  | Albertson's Supermarket<br>Seafood City Supermarket                                     |
|                                                        |   |                               | CA    | 12/04/12          |                  | 98.3%          |    | 1000   |                                                                                         |
| Cypress Center West<br>Redondo Beach Plaza             |   | Cypress<br>Redondo Beach      | CA    | 12/28/12          | 106,451          | 98.3%          |    | 1,868  | Kroger (Ralph's) Supermarket, Rite Aid Pharmacy                                         |
| Redondo Beach Plaza<br>Harbor Place Center             |   | Garden Grove                  | CA    | 12/28/12          | 119,821          | 100.0%         |    | 1,552  | Safeway (Vons) Supermarket, Petco<br>AA Supermarket, Ross Dress For Less                |
| Plantor Place Center Diamond Bar Town Center           |   | Diamond Bar                   | CA    | 02/01/13          | 100,342          | 100.0%         |    | 2,150  | AA Supermarket, Koss Dress For Less<br>National grocery tenant, Crunch Fitness          |
| Diamond Bar Town Center<br>Bernardo Heights Plaza      |   | Rancho Bernardo               | CA    | 02/06/13          | 37,729           | 100.0%         |    | 913    | Sprouts Market                                                                          |
| Diamond Hills Plaza                                    |   | Diamond Bar                   | CA    | 04/22/13          | 139,505          | 100.0%         |    | 3,345  | H-Mart Supermarket, Rite Aid Pharmacy                                                   |
| Hawthorne Crossings                                    |   | San Diego                     | CA    | 06/27/13          | 141,288          | 100,0%         |    | 3,343  | H-Mart Supermarket, Rate Aid Pharmacy Mitsuwa Supermarket, Ross Dress For Less, Staples |
| rive Points Plaza                                      |   | San Diego<br>Huntington Beach | CA    | 09/27/13          | 160,536          | 89.5%          |    | 3,483  | Trader Joe's, Old Navy, Pier 1                                                          |
| Peninsula Marketplace                                  |   | Huntington Beach              | CA    | 10/15/13          | 95,416           | 100.0%         |    | 2,149  | Kroger (Ralph's) Supermarket, CVS Pharmacy                                              |
| Peninsula Marketplace<br>Plaza de la Cañada            |   | La Cañada Flintridge          | CA    | 12/13/13          | 100,408          | 100,0%         |    | 2,149  | Gelson's Supermarket, TJ Maxx, Rite Aid Pharmacy                                        |
| Piaza de la Canada<br>Creekside Plaza                  |   | Poway                         | CA    | 02/28/14          | 128,852          | 98.9%          |    | 2,603  | Stater Brothers Supermarket, DigiPlex Theatre                                           |
| Creekside Plaza<br>Fallbrook Shopping Center           |   | Los Angeles                   | CA    | 06/13/14          | 756,040          | 99.6%          |    | 11,500 | Sprouts Market, Trader Joe's, Kroger (Ralph's) Supermarket <sup>(3)</sup> , TJ Maxx     |
|                                                        |   |                               | CA    |                   | 133.538          | 88.9%          |    | 1,910  |                                                                                         |
| Moorpark Town Center                                   |   | Moorpark                      | CA    | 12/03/14          | 110,678          | 94.3%          |    | 1,766  | Kroger (Ralph's) Supermarket, CVS Pharmacy                                              |
| Mission Foothill Marketplace                           |   | Mission Viejo<br>Outario      | CA    | 12/04/14          | 149,651          | 94.3%          |    | 1,879  | Haggen Supermarket, CVS Pharmacy                                                        |
| Outario Plaza                                          |   | Ontario<br>Thousand Oaks      | CA    | 01/06/15          | 110,092          | 100.0%         |    | 2,681  | El Super Supermarket, Rite Aid Pharmacy                                                 |
| Park Oaks Shopping Center                              |   | I nodiand Oaks                | C.A.  | 01/06/13          |                  |                | -  |        | Safeway (Vons) Supermarket, Dollar Tree                                                 |
| Southern California Totals                             |   |                               |       |                   | 3,644,809        | 97.7%          | S  | 68,951 |                                                                                         |

# Property Portfolio, cont.

| Shopping Centers              | <br>City     | State | Date<br>Acquired | Owned<br>GLA | %<br>Leased |   | ABR (I) | Major Tenants                                                 |
|-------------------------------|--------------|-------|------------------|--------------|-------------|---|---------|---------------------------------------------------------------|
| Portland Metropolitan         |              |       |                  |              |             |   |         |                                                               |
| Vancouver Market Center       | Vancouver    | WA    | 06/17/10         | 118,385      | 90.8%       | 5 | 900     | Albertson's Supermarket                                       |
| Happy Valley Town Center      | Happy Valley | OR    | 07/14/10         | 138,696      | 98.6%       |   | 3,202   | New Seasons Supermarket                                       |
| Wilsonville Old Town Square   | Wilsonville  | OR    | 07/15/10         | 49,937       | 100.0%      |   | 1,678   | Kroger (Fred Meyer) Supermarket (2)                           |
| Cascade Summit Town Square    | West Linn    | OR    | 08/20/10         | 95,508       | 100.0%      |   | 1,522   | Safeway Supermarket                                           |
| Ieritage Market Center        | Vancouver    | WA    | 09/23/10         | 107,468      | 100.0%      |   | 1,654   | Safeway Supermarket, Dollar Tree                              |
| Division Crossing             | Portland     | OR    | 12/22/10         | 103,561      | 98.0%       |   | 1,112   | Ross Dress For Less, Rite Aid Pharmacy, Ace Hardware          |
| Halsey Crossing               | Gresham      | OR    | 12/22/10         | 99,428       | 94.9%       |   | 771     | Safeway Supermarket, Dollar Tree                              |
| Hillsboro Market Center       | Hillsboro    | OR    | 11/23/11         | 156,021      | 98.7%       |   | 2,316   | Albertson's Supermarket, Dollar Tree, Marshall's              |
| Robinwood Shopping Center     | West Linn    | OR    | 08/23/13         | 70,831       | 96.6%       |   | 911     | Walmart Neighborhood Market                                   |
| Figard Marketplace            | Tigard       | OR    | 02/18/14         | 136,889      | 99.1%       |   | 1,872   | H-Mart Supermarket, Bi-Mart Pharmacy                          |
| Wilsomalle Town Center        | Wilsonville  | OR    | 12/11/14         | 167,829      | 94.9%       |   | 2,361   | Thriffway Supermarket, Rite Aid Pharmacy, Dollar Tree         |
| Portland Metropolitan Totals  |              |       |                  | 1,244,553    | 97.2%       | 5 | 18,299  |                                                               |
| Seattle Metropolitan          |              |       |                  |              |             |   |         |                                                               |
| Meridian Valley Plaza         | Kent         | WA    | 02/01/10         | 51,597       | 83.2%       | 5 | 475     | Kroger (QFC) Supermarket                                      |
| The Market at Lake Stevens    | Lake Stevens | WA    | 03/11/10         | 74,130       | 100.0%      |   | 1,436   | Haggen Supermarket                                            |
| Canyon Park Shopping Center   | Bothell      | WA    | 07/29/11         | 123,627      | 94.2%       |   | 1,455   | Albertson's Supermarket, Rite Aid Pharmacy                    |
| Hawks Prairie Shopping Center | Lacey        | WA    | 09/09/11         | 154,781      | 97.7%       |   | 1,754   | Safeway Supermarket, Dollar Tree, Big Lots                    |
| The Kress Building            | Seattle      | WA    | 09/30/11         | 74,819       | 100.0%      |   | 1,827   | IGA Supermarket, TJMaxx                                       |
| Gateway Shopping Center       | Marysville   | WA    | 02/16/12         | 106,104      | 92.9%       |   | 2,370   | WinCo Foods (2), Rite Aid Pharmacy, Ross Dress For Less       |
| Aurora Square                 | Shoreline    | WA    | 05/02/12         | 38,030       | 100.0%      |   | 322     | Central Supermarket                                           |
| Canyon Crossing               | Puyallup     | WA    | 04/15/13         | 120,510      | 91.9%       |   | 2,335   | Safeway Supermarket                                           |
| Crossroads Shopping Center    | Bellevue     | WA    | 2010/2013        | 463,436      | 100.0%      |   | 9,287   | Kroger (QFC) Supermarket, Bed Bath & Beyond, Sports Authority |
| Aurora Square II              | Shoreline    | WA    | 05/22/14         | 65,680       | 100.0%      |   | 1,028   | Marshall's, Pier 1 Imports                                    |
| Seattle Metropolitan Totals   |              |       |                  | 1,272,714    | 97.1%       | 5 | 22,289  |                                                               |
| TOTAL SHOPPING CENTERS        |              |       |                  | 7,629,625    | 97.0%       | 5 | 133,233 |                                                               |

<sup>(1)</sup> ABR is equal to animalized base rent on a cash basis for all leases in-place at period end (2) These retailers own their own space and are not tenants of ROIC \*Denotes properties in same center pool for 1Q 2015

### Same-Center Cash Net Operating Income Analysis

(unaudited, dollars in thousands)

|                                                                 | Three Months Ended |         |   |         |          |  |  |
|-----------------------------------------------------------------|--------------------|---------|---|---------|----------|--|--|
|                                                                 | 0                  | 3/31/15 | 0 | 3/31/14 | % Change |  |  |
| Number of shopping centers included in same-center analysis (1) |                    | 53      |   | 53      |          |  |  |
| Same-center occupancy                                           |                    | 96.8%   |   | 96.0%   | 0.8%     |  |  |
| REVENUES:                                                       |                    |         |   |         |          |  |  |
| Base rents                                                      | S                  | 24,356  | S | 23,858  | 2.1%     |  |  |
| Percentage rent                                                 |                    | 99      |   | 421     | (76.4%)  |  |  |
| Recoveries from tenants                                         |                    | 7,514   |   | 7,417   | 1.3%     |  |  |
| Other property income                                           |                    | 183     |   | 138     | 33.0%    |  |  |
| TOTAL REVENUES                                                  | _                  | 32,152  | _ | 31,834  | 1.0%     |  |  |
| OPERATING EXPENSES:                                             |                    |         |   |         |          |  |  |
| Property operating expenses                                     | S                  | 5,125   | 5 | 5,230   | (2.0%)   |  |  |
| Bad debt expense                                                |                    | 261     |   | 761     | (65.6%)  |  |  |
| Property taxes                                                  | 19                 | 3,477   |   | 3,442   | 1.0%     |  |  |
| TOTAL OPERATING EXPENSES                                        |                    | 8,863   |   | 9,433   | (6.0%)   |  |  |
| SAME CENTER CASH NET OPERATING INCOME (2)                       | S                  | 23,289  | s | 22,401  | 4.0%     |  |  |

<sup>(1)</sup> Same centers are those properties which were owned for the entirety of the current and comparable prior year period
(2) Same center cash net operating income excludes non-cash items such as straight-line rent and amortization of lease intangibles, debt related expenses and other non-recurring items.

The above does not purport to disclose all items required under GAAP

# Top Ten Tenants

(dollars in thousands)

|                       |           |           | Percent    |   |         |            |
|-----------------------|-----------|-----------|------------|---|---------|------------|
|                       | Number of | Leased    | of Total   |   |         | Percent of |
| Tenant                | Leases    | GLA       | Leased GLA |   | ABR     | Total ABR  |
| 1 Safeway Supermarket | 10        | 524,502   | 7.1%       | S | 5,697   | 4.3%       |
| 2 Kroger Supermarket  | 7         | 291,922   | 3.9%       |   | 3,700   | 2.8%       |
| 3 Rite Aid Pharmacy   | 12        | 227,982   | 3.1%       |   | 3,031   | 2.3%       |
| 4 Marshall's / TJMaxx | 7         | 202,086   | 2.7%       |   | 2,827   | 2.1%       |
| 5 JP Morgan Chase     | 16        | 71,115    | 1.0%       |   | 2,124   | 1.6%       |
| 6 Sprouts Market      | 3         | 133,563   | 1.8%       |   | 1,868   | 1.4%       |
| 7 Ross Dress For Less | 5         | 135,153   | 1.8%       |   | 1,833   | 1.4%       |
| 8 CVS Pharmacy        | 6         | 106,891   | 1.4%       |   | 1,572   | 1.2%       |
| 9 H-Mart Supermarket  | 2         | 104,400   | 1.4%       |   | 1,514   | 1.1%       |
| 10 Haggen Supermarket | 2         | 95,331    | 1.3%       |   | 1,420   | 1.1%       |
| Top 10 Tenants Total  | 70        | 1,892,945 | 25.5%      | s | 25,586  | 19.3%      |
| Other Tenants         | 1,338     | 5,502,199 | 74.5%      |   | 107,647 | 80.7%      |
| Total Portfolio       | 1,408     | 7,395,144 | 100.0%     | s | 133,233 | 100.0%     |

# Lease Expiration Schedule

| Anchor Tenants (1) | Number of           | Leased    | Percent of       | ABR         | Percent of |
|--------------------|---------------------|-----------|------------------|-------------|------------|
|                    | Leases Expiring (2) | GLA       | Total Leased GLA | Per Sq. Ft. | Total ABR  |
| 2015               | 1                   | 21,211    | 0.3%             | 16.00       | 0.3        |
| 2016               | 10                  | 357,717   | 4.8%             | 9.09        | 2.4        |
| 2017               | 9                   | 249,235   | 3.4%             | 10.02       | 1.9        |
| 2018               | 17                  | 476,409   | 6.4%             | 15.02       | 5.4        |
| 2019               | 13                  | 362,208   | 4.9%             | 15.07       | 4.1        |
| 2020               | 13                  | 473,930   | 6.4%             | 10.33       | 3.7        |
| 2021               | 4                   | 138,289   | 1.9%             | 8.44        | 0.9        |
| 2022               | 10                  | 313,463   | 4.2%             | 13.28       | 3.1        |
| 2023               | 9                   | 371,518   | 5.0%             | 16.16       | 4.5        |
| 2024               | 3                   | 167,034   | 2.3%             | 7.74        | 1.0        |
| 2025+              | 26                  | 1,219,875 | 16.5%            | 12.86       | 11.5       |
|                    | 115                 | 4,150,889 | 56.1%            | \$ 12.51    | 39.1       |
| Non-Anchor Tenants | Number of           | Leased    | Percent of       | ABR         | Percent of |
|                    | Leases Expiring (5) | GLA       | Total Leased GLA | Per Sq. Ft. | Total ABR  |
| 2015               | 145                 | 294,677   | 4.0%             | 23.81       | 5.         |
| 2016               | 225                 | 446,056   | 6.0%             | 25.08       | 8.         |
| 2017               | 247                 | 541,461   | 7.3%             | 26.46       | 10.        |
| 2018               | 210                 | 470,304   | 6.4%             | 26.92       | 9.4        |
| 2019               | 159                 | 384,740   | 5.2%             | 24.98       | 7.         |
| 2020               | 107                 | 327,252   | 4.4%             | 22.25       | 5.5        |
| 2021               | 3.4                 | 130,308   | 1.8%             | 24.54       | 2.         |
| 2022               | 45                  | 170,258   | 2.3%             | 25.39       | 3.         |
| 2023               | 26                  | 87,915    | 1.2%             | 27.31       | 1.         |
| 2024               | 44                  | 137,730   | 1.9%             | 23.93       | 2.         |
| 2025+              | 51                  | 253,554   | 3.4%             | 23.77       | 4.         |
|                    | 1,293               | 3,244,255 | 43.9%            | \$ 25.07    | 60.5       |
| All Tenants        | Number of           | Leased    | Percent of       | ABR         | Percent of |
|                    | Leases Expiring (2) | GLA       | Total Leased GLA | Per Sq. Ft. | Total ABR  |
| 2015               | 146                 | 315,888   | 4.3%             | 23.28       | 5.         |
| 2016               | 235                 | 803,773   | 10.8%            | 17.96       | 10.        |
| 2017               | 256                 | 790,696   | 10.7%            | 21.28       | 12.        |
| 2018               | 227                 | 946,713   | 12.8%            | 20.94       | 14.        |
| 2019               | 172                 | 746,948   | 10.1%            | 20.17       | 11.        |
| 2020               | 120                 | 801.182   | 10.8%            | 15.20       | 9.         |
| 2021               | 38                  | 268,597   | 3.7%             | 16.25       | 3.         |
| 2022               | 55                  | 483,721   | 6.5%             | 17.54       | 6.         |
| 2023               | 35                  | 459,433   | 6.2%             | 18.29       | 6.         |
| 2024               | 47                  | 304,764   | 4.2%             | 15.06       | 3.         |
| 2025+              | 77                  | 1,473,429 | 19.9%            | 14.73       | 16.        |
|                    |                     |           |                  |             |            |

(2) Does not assume exercise of renewal options

# Leasing Summary

|            |                                    | _   | For the | Three Mont | hs Ended Marc | h 31, 2015 |         |  |
|------------|------------------------------------|-----|---------|------------|---------------|------------|---------|--|
| New Leases |                                    | Non | -Anchor |            | nchor         | Total      |         |  |
|            | Number of Leases                   |     | 48      |            |               |            | 48      |  |
|            | Gross Leasable Area (sq. ft.)      |     | 110,644 |            |               |            | 110,644 |  |
|            | Initial Base Rent (\$/sq. ft.) (1) | 5   | 23.29   | S          | -             | S          | 23.29   |  |
|            | Tenant Improvements (\$/sq. ft.)   | 5   | 5.92    | \$         | -             | S          | 5.92    |  |
|            | Leasing Commissions (\$/sq. ft.)   | 5   | 2.25    | 5          |               | 5          | 2.25    |  |
|            | Weighted Average Lease Term (Yrs.) |     | 5.7     |            |               |            | 5.7     |  |
| Renewals   |                                    | Non | -Anchor |            | nchor         |            | Total   |  |
|            | Number of Leases                   |     | 42      |            | 2             |            | 44      |  |
|            | Gross Leasable Area (sq. ft.)      |     | 106,509 |            | 63,042        |            | 169,551 |  |
|            | Initial Base Rent (\$/sq. ft.) (1) | 5   | 25.99   | \$         | 13.31         | S          | 21.28   |  |
|            | Tenant Improvements (\$/sq. ft.)   | 5   | 0.09    | S          |               | S          | 0.06    |  |
|            | Leasing Commissions (\$/sq. ft.)   | 5   | 0.20    | \$         |               | \$         | 0.12    |  |
|            | Weighted Average Lease Term (Yrs.) |     | 4.5     |            | 3.7           |            | 4.1     |  |
| Total      |                                    | Non | -Anchor |            | nchor         |            | Total   |  |
|            | Number of Leases                   |     | 90      |            | 2             |            | 92      |  |
|            | Gross Leasable Area (sq. ft.)      |     | 217,153 |            | 63,042        |            | 280,195 |  |
|            | Initial Base Rent (\$/sq. ft.) (1) | 5   | 24.61   | 5          | 13.31         | \$         | 22.07   |  |
|            | Tenant Improvements (\$/sq. ft.)   | 5   | 3.06    | 5          |               | S          | 2.37    |  |
|            | Leasing Commissions (\$/sq. ft.)   | 5   | 1.24    | 5          |               | S          | 0.96    |  |
|            | Weighted Average Lease Term (Yrs.) |     | 5.1     |            | 3.7           |            | 4.7     |  |

(1) Initial Base Rent is on a cash basis and is the initial contractual monthly rent, annualized

## Same-Space Comparative Leasing Summary

|            |                                    |     | For the T | Three Mont | hs Ended March | h 31, 2015 |         |
|------------|------------------------------------|-----|-----------|------------|----------------|------------|---------|
| New Leases |                                    | Not | -Anchor   | A          | nchor          |            | Total   |
|            | Comparative # of Leases            |     | 35        |            | -              |            | 35      |
|            | Comparative GLA (sq. ft.) (1)      |     | 83,317    |            | 100            |            | 83,317  |
|            | Prior Base Rent (\$/sq. ft.) (2)   | 5   | 18.61     | S          | -              | S          | 18.61   |
|            | Initial Base Rent (\$/sq. ft.)     | 5   | 23.34     | 5          |                | S          | 23.34   |
|            | Percentage Change in Base Rents    |     | 25,4%     |            | -              |            | 25.4%   |
|            | Tenant Improvements (\$/sq. ft.)   | 5   | 6.92      | S          |                | S          | 6.92    |
|            | Leasing Commissions (\$/sq. ft.)   | 5   | 2.10      | 5          |                | 5          | 2.10    |
|            | Weighted Average Lease Term (Yrs.) |     | 5.3       |            |                |            | 5.3     |
| Renewals   |                                    | Not | -Anchor   |            | inchor         |            | Total   |
|            | Comparative # of Leases            |     | 42        |            | 2              |            | 44      |
|            | Comparative GLA (sq. ft.) (1)      |     | 106,509   |            | 63,042         |            | 169,551 |
|            | Prior Base Rent (\$/sq. ft.) (2)   | 5   | 23.76     | 5          | 13.31          | 5          | 19.87   |
|            | Initial Base Rent (\$/sq. ft.)     | 5   | 25.99     | 5          | 13.31          | S          | 21.28   |
|            | Percentage Change in Base Rents    |     | 9.4%      |            | 0.0%           |            | 7.1%    |
|            | Tenant Improvements (\$/sq. ft.)   | 5   | 0.09      | 5          |                | \$         | 0.06    |
|            | Leasing Commissions (\$/sq. ft.)   | 5   | 0.20      | \$         |                | 5          | 0.12    |
|            | Weighted Average Lease Term (Yrs.) |     | 4.5       |            | 3.7            |            | 4.1     |
| Total      |                                    | Not | -Anchor   |            | inchor         |            | Total   |
|            | Comparative # of Leases            |     | 77        |            | 2              |            | 79      |
|            | Comparative GLA (sq. ft.) (1)      |     | 189,826   |            | 63,042         |            | 252,868 |
|            | Prior Base Rent (\$/sq. ft.) (2)   | 5   | 21.50     | 5          | 13.31          | S          | 19.46   |
|            | Initial Base Rent (\$/sq. ft.)     | 5   | 24.83     | 5          | 13.31          | S          | 21.96   |
|            | Percentage Change in Base Rents    |     | 15.5%     |            | 0.0%           |            | 12.8%   |
|            | Tenant Improvements (\$/sq. ft.)   | 5   | 3.09      | 5          | -              | S          | 2.32    |
|            | Leasing Commissions (\$/sq. ft.)   | 5   | 1.03      | 5          |                | S          | 0.78    |
|            | Weighted Average Lease Term (Yrs.) |     | 4.9       |            | 3.7            |            | 4.5     |

<sup>(1)</sup> Comparative GLA includes spaces that were vacant for less than 12 months, exclading spaces that were not leased at the time of acquisition (2) Prior Base Rent is on a cash basis and is the final monthly rent paid, an

### Investor Information

Retail Opportunity Investments Corp. www.roireit.net NASDAQ: ROIC 8905 Towne Centre Drive, Suite 108

San Diego, CA 92122

Investor Relations: Ashley Bulot abulot@roireit.net 858.255.4913

Transfer Agent: Constance Adams ComputerShare

212.553.3652

212.438.2508

constance.adams@computershare.com

| Equity 1 | Research | Coverage |
|----------|----------|----------|
|----------|----------|----------|

Moody's Investors Service

Standard & Poor's Rating Services

| Baird Equity Research          | RJ Milligan                      | 813.273.8252                 |
|--------------------------------|----------------------------------|------------------------------|
| Bank of America Merrill Lynch  | Craig Schmidt                    | 646.855.3640                 |
| Bank of Montreal               | Paul Adornato                    | 212.885.4170                 |
| Citi                           | Michael Bilerman                 | 212.816.1383                 |
| Cowen and Company              | James Sullivan<br>Michael Gorman | 616.562.1380<br>646.562.1320 |
| Green Street                   | Jason White                      | 949.640.8780                 |
| KeyBanc Capital Markets        | Todd Thomas                      | 917.368.2286                 |
| MLV & Co                       | Paul Morgan                      | 415.325.4187                 |
| Raymond James                  | Paul Puryear                     | 727.567.2253                 |
| Wells Fargo                    | Jeff Donnelly                    | 617.603.4262                 |
| Fixed Income Research Coverage |                                  |                              |
| J.P. Morgan                    | Mark Streeter                    | 212.834.5086                 |
| Ratings Agency Coverage        |                                  |                              |

Merrie Frankel

Michael Souers