

RECOMMENDATION TO REJECT THE UNSOLICITED TENDER OFFER TO SELL YOUR SHARES OF HIGHLANDS REIT, INC. TO SCM SPECIAL FUND 3, LP AND MACKENZIE CAPITAL MANAGEMENT, LP AND AFFILIATES

If you are considering selling your shares of Highlands REIT, Inc. (“Highlands”) to SCM Special Fund 3, LP and MacKenzie Capital Management, LP (together, the “Offeror”), please read all the information below.

*May 12,
2017*

THE HIGHLANDS BOARD OF DIRECTORS (THE “BOARD”) HAS REVIEWED THE TERMS OF THE OFFER. BASED ON THAT REVIEW THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU REJECT THIS UNSOLICITED OFFER AND NOT TENDER YOUR SHARES OF STOCK.

Rationales the Board Considered in Recommending Rejection of the Unsolicited Tender Offer from the Offeror

- The Board believes that the offer price is less than the current and potential long-term value of the shares.
- The Offeror will charge an administrative fee of \$100 per transaction to each stockholder who chooses to participate in the tender offer. The amount of the administrative fee may be material in relation to the value of shares a stockholder tenders and will in any event diminish the economic benefit of the tender offer for each tendering stockholder.
- The Offeror states that it has not made an independent appraisal of the shares or Highlands’ properties, and is not qualified to appraise real estate.
- The Offeror acknowledges that in establishing the purchase price of \$0.17 per share, it is motivated to establish the lowest price which might be acceptable to stockholders consistent with the Offeror’s objectives.
- The Offeror states that it has applied a discount to the estimated per share value with the intention of making a profit.
- There is no guarantee that the Offeror will pay you for your shares as soon as the Offeror implies; the Offeror will not pay you until at least June 9, 2017.
- The Offeror may materially amend the offer, including by decreasing the price it will pay for your shares, any time before paying you.
- None of Highlands’ directors, executive officers, subsidiaries or other affiliates intends to tender shares of stock to the Offeror.

Highlands encourages you to follow the Board’s recommendation and not tender your shares to the Offeror. If you do tender your shares to the Offeror, you may withdraw your tender before the expiration of the offer by sending a written or facsimile notice to the Offeror. Please consult your financial advisor or Highlands’ Investor Services Department at (844) 421-0533 with any questions.

Each stockholder must individually evaluate whether to tender his, her or its shares and may decide to tender based on, among other things, individual liquidity needs. The Board suggests stockholders carefully consider all the factors discussed in the Offer to Purchase before deciding to participate. The Board acknowledges that because the shares are not listed on an exchange and there is not otherwise an established public trading market for the shares, stockholders have few alternatives available to sell their shares. Highlands has filed a Schedule 14D-9 with the Securities and Exchange Commission (the “SEC”) providing additional detail regarding the Board’s recommendation in response to the Offeror’s offer. The Schedule 14D-9 is available on the Highlands website and the SEC’s website at www.sec.gov.