BROADSTONE NET LEASE, INC. ("BNL")

CERTAIN RISK FACTORS

Not an advertisement or an offer to sell securities

This is not an advertisement or an offer to sell securities or the solicitation of an offer to purchase securities. Advertisements, offers, solicitations, and sales are not made in jurisdictions where not lawful or prohibited including, without limitation, Arizona.

Review "Important Disclosures Regarding Broadstone Net Lease, Inc. ("BNL")"

Please review the information here [www.broadstone.com/disclosures] for key disclosures regarding any offer or sale of the common stock of BNL. The Risk Factors on this page supplement the disclosures made there and summarize certain disclosures in the Private Placement Memorandum of BNL, which you should review.

JOBS Act: Availability of general solicitation for private placements to accredited investors

The Securities and Exchange Commission has proposed regulations governing general solicitations and advertising for offerings under its Rule 506(c) to accredited investors. Until those regulations are final, there is no clear guidance on the requirements. In addition, various states may impose additional limitations on advertisements and solicitations.

Distributions are at the discretion of the independent directors; may be made from capital or debt; and must comply with applicable REIT tax requirements

BNL has made distributions quarterly since formation but all distributions are at the discretion of the independent directors on its Board of Directors. If cash flows from operations are not sufficient to fully fund required distributions, new capital or debt will fund the shortfalls. Distributions from capital or debt reduce the amounts available for investment in properties. REIT rules require annual distribution of 90% of REIT taxable income (determined without regard to the dividends paid deduction or net capital gain) which may require BNL to make distributions from borrowings when cash flow and capital are not sufficient.

BNL competes for the acquisition of triple net leased properties

Many real estate investors compete with BNL for the acquisition of properties suitable for net leasing which may drive up prices and decrease rental rates for BNL. Low mortgage rates may also encourage property owners to maintain their ownership.

Rental payments from our tenants are our source for operating income so their financial stability is essential for our success

Our current properties are each occupied by a single tenant. While we have a diverse portfolio, any tenant's financial difficulties may result in payment delays, enforcements costs, or the need to re-let a property. Since some of our properties are franchisees of national brands, if any of those brands fall into disfavor, the businesses of multiple tenants might be affected.

Some properties may be suitable for only one use and may be costly to refurbish and re-let when a lease is terminated

Many of BNL's properties are designed for a particular tenant or tenant use. If the tenant does not renew its lease or defaults and the lease is terminated, the property may not be marketable without substantial or costly capital improvements which would increase BNL's operating expenses.

If environmentally hazardous materials were found on any of the properties BNL owns, the investment return to BNL investors may be adversely affected

Each property BNL acquires is subject to customary environmental and other diligence before any acquisition but as an owner in the chain of title, BNL may be required to remove or remediate any contaminated property. Any contamination discovered could hinder BNL's ability to lease or sell a property.

If debt is unavailable at reasonable rates and other terms, BNL may not be able to finance new properties on a long-term basis or refinance existing debt when it comes due

BNL expects to continue to finance most properties acquired with mortgage debt, either at the time of acquisition or to repay revolving loans under the line of credit. If interest rates increase, BNL may be limited in the amount it can finance and may become subject to covenants which restrict its operations.

If BNL fails to maintain its REIT status, or if tax legislation is adopted which adversely affects our operations, BNL may incur increased operating costs which may result in decreased distributions to shareholders

The REIT qualification rules are complex and compliance imposes certain restraints on operations. If BNL were to lose its REIT status or have significant income subject to federal and state income taxes, it would incur additional operating costs which could decrease amounts available for distributions to shareholders. In addition, changes in tax law may adversely affect BNL, its REIT status or the treatment of its distributions to shareholders.

BNL's structure may discourage a takeover that could otherwise result in a premium price to our stockholders

Our Articles of Incorporation authorizes our directors to: (i) with certain exceptions, take any actions to preserve our qualification as a REIT, and (ii) issue stock with terms that may subordinate the rights of common stockholders or discourage a third party from acquiring BNL. Also, unless exempted by our Board, no person may own more than 9.8% in value of our outstanding stock. These provisions may have the effect of delaying, deferring or preventing a change in control of BNL.

BNL's operations are subject to certain conflicts of interest

The asset manager, property manager, their officers and employees, and certain key personnel have various competing demands on their time and resources. Their duties and loyalties to other businesses could result in actions or inactions that are detrimental to our business. The asset manager and the property manager also face conflicts of interest relating to the fee structure under their respective agreements, which could result in actions that are not necessarily in the long-term best interests of BNL and its stockholders.