

Whitestone REIT
Form PREC14A
March 19, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(RULE 14a-101)

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

Whitestone REIT
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(4) Date Filed:

2600 S. GESSNER ROAD, SUITE 500
HOUSTON, TEXAS 77063

[], 2018

Dear Shareholder:

You are cordially invited to attend the 2018 Annual Meeting of Shareholders to be held on [], at [], Central Daylight Time, at [].

The notice of Annual Meeting and proxy statement accompanying this letter provide an outline of the business to be conducted at the meeting. I will also report on our progress during the past year and answer shareholders' questions.

As you may have heard, KBS SOR Properties LLC, a wholly owned subsidiary of KBS Strategic Opportunity REIT, an externally managed, non-traded REIT ("KBS"), has notified Whitestone of its intent to nominate a slate of three nominees for election to our Board of Trustees at the meeting in opposition to the nominees recommended by our Board of Trustees. You may receive a proxy statement, [] proxy card and other solicitation materials from KBS. Whitestone is not responsible for the accuracy of any information provided by or relating to KBS or its nominees contained in solicitation materials filed or disseminated by or on behalf of KBS, or any other statements that KBS may make.

The Whitestone Board of Trustees does not endorse any KBS nominee and unanimously recommends that you vote FOR the election of each of the nominees proposed by the Board of Trustees on your WHITE proxy card. The Board of Trustees strongly urges you not to sign or return any [] proxy card sent to you by KBS. If you have previously submitted a [] proxy card sent to you by KBS, you can revoke that proxy and vote for our Board of Trustees' nominees and on the other matters to be voted on at the 2018 Annual Meeting by using the enclosed WHITE proxy card.

It is important that your shares be represented at the Annual Meeting. I urge you to authorize a proxy to vote your shares via the Internet, or by calling the toll-free telephone number, or by signing, dating and promptly returning your WHITE proxy card enclosed with the proxy materials. Your vote is important. If you have any question about how to vote your shares, please call the firm assisting us with the solicitation of proxies, Innisfree M&A Incorporated, toll free, at 877-750-0502.

Sincerely yours,
James C. Mastandrea
Chairman and Chief Executive Officer

2600 S. GESSNER ROAD, SUITE 500
HOUSTON, TEXAS 77063

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be Held [], 2018

To our Shareholders:

You are invited to attend our 2018 Annual Meeting of Shareholders (the “Annual Meeting”), to be held at [] on [] at [] Central Daylight Time for the following purposes:

1. To elect three trustees to serve until our 2021 annual meeting of shareholders and thereafter until their successors have been duly elected and qualified (Proposal No. 1);
2. To approve, in an advisory (non-binding) vote, the compensation of our named executive officers (Proposal No. 2);
3. To ratify the appointment of Pannell Kerr Forster of Texas, P.C. as our independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal No. 3);
4. If properly presented, to vote on a non-binding, advisory shareholder proposal to request the Board of Trustees to take the steps necessary to declassify the Board of Trustees and to require that all trustees stand for election annually and to prohibit the Board of Trustees from taking action to classify the Board of Trustees without shareholder approval (Proposal No. 4); and
5. To transact such other business that may properly come before the meeting or any adjournment or postponement thereof.

All shareholders of record as of the close of business on [], 2018 are entitled to notice of and to vote at the Annual Meeting or any adjournment or postponement thereof.

Please note that KBS SOR Properties LLC, a wholly owned subsidiary of KBS Strategic Opportunity REIT, an externally managed, non-traded REIT (“KBS”), has notified Whitestone of (1) its intent to nominate a slate of three nominees for election to the Board of Trustees at the meeting and (2) its proposal to request the Board of Trustees to take the steps necessary to declassify the Board of Trustees and to require that all trustees stand for election annually and to prohibit the Board of Trustees from taking action to classify the Board of Trustees without shareholder approval. You may receive a proxy statement, [] proxy card and other solicitation materials from KBS. Whitestone does not endorse any KBS nominees and unanimously recommends that you vote FOR the election of each of the nominees proposed by the Board of Trustees on your WHITE proxy card. The Board of Trustees strongly urges you not to sign or return any [] proxy card sent to you by KBS.

It is extremely important that your shares be represented and voted at the Annual Meeting in light of the proxy contest being conducted by KBS. Whether or not you plan to attend the Annual Meeting, please vote as soon as possible. You are urged to date, sign and return the WHITE proxy card in the envelope provided to you, or to authorize a proxy to vote your shares using the telephone or Internet method described on your WHITE proxy card, even if you plan to attend the Annual Meeting in person, so that if you are unable to attend the Annual Meeting your shares can be voted. Voting now will not limit your right to change your vote or to attend the Annual Meeting. If you attend the Annual Meeting and decide to vote in person by ballot at the Annual Meeting, such vote will revoke any prior proxy you may have submitted. If your shares are held in the name of a bank, broker or other holder of record and you wish to revoke a proxy, you should contact your bank, broker or other holder of record and follow its procedures for changing your

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voting instructions. If your shares are held in the name of a bank, broker or other holder of record, you may vote in person at the Annual Meeting only if you obtain a legal proxy from such bank, broker or other holder of record.

REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE READ THE PROXY STATEMENT AND AUTHORIZE A PROXY TO VOTE YOUR SHARES AS SOON AS POSSIBLE.

By order of the Board of Trustees,

John J. Dee
Chief Operating Officer and Corporate Secretary
[], 2018

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON [], 2018:

This Proxy Statement and Whitestone's Annual Report to Shareholders for the fiscal year ended December 31, 2017 are available for review by shareholders of record at: []

TABLE OF CONTENTS

<u>SOLICITATION AND VOTING</u>	1
<u>What proposals will be voted upon at the Annual Meeting?</u>	1
<u>Has the Company been notified that a shareholder intends to nominate alternate trustee nominees at the Annual Meeting?</u>	1
<u>Who is entitled to vote at the Annual Meeting?</u>	1
<u>Can I find additional information on the Company website?</u>	2
<u>How do I vote?</u>	2
<u>Can I change or revoke my vote after I return my proxy card?</u>	3
<u>How many shares must be present to constitute a quorum for the Annual Meeting?</u>	3
<u>What should I do if I receive a [] proxy card from KBS?</u>	4
<u>What are the recommendations of the Board?</u>	4
<u>How are votes counted?</u>	4
<u>How many votes are needed to approve each proposal?</u>	5
<u>Who is paying for this proxy solicitation?</u>	5
<u>How can I find out the results of the voting at the Annual Meeting?</u>	6
<u>How and when may I submit a shareholder proposal for Whitestone's 2019 annual meeting of shareholders?</u>	6
<u>Whom should I contact if I have any questions?</u>	6
<u>ADDITIONAL BACKGROUND OF THE SOLICITATION</u>	7
<u>PROPOSAL NO. 1 - ELECTION OF TRUSTEE</u>	10
<u>Nominees for Trustee</u>	10
<u>Members of the Board of Trustees</u>	11
<u>Qualifications of Trustees</u>	12
<u>CORPORATE GOVERNANCE</u>	14
<u>Governance Highlights</u>	14
<u>Independence</u>	14
<u>Meetings and Committees of the Board of Trustees</u>	14
<u>Nominating and Corporate Governance Committee</u>	16
<u>Shareholder Nominations for Trustee</u>	16
<u>Audit Committee</u>	18
<u>Compensation Committee</u>	18
<u>Code of Business Conduct and Ethics</u>	19
<u>Board Leadership Structure</u>	19
<u>Risk Management</u>	19
<u>Communications with our Board of Trustees</u>	20
<u>Share Ownership Guidelines</u>	20
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	21
<u>Trustees and Executive Officers</u>	21
<u>Beneficial Owners of More Than 5% of Common Shares</u>	23
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	23
<u>EXECUTIVE OFFICERS</u>	24
<u>TRUSTEE COMPENSATION</u>	25
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	26
<u>Executive Summary</u>	26
<u>Pay for Operating Performance Summary</u>	27
<u>Pay Related Market Performance Summary</u>	28
<u>2017 Pay for Performance Decisions</u>	29
<u>Summary of Whitestone Compensation Practices</u>	29
<u>Compensation Strategy and Philosophy</u>	31

<u>Compensation Objectives</u>	<u>34</u>
<u>Roles and Responsibilities in Compensation Decisions</u>	<u>34</u>
<u>Setting Executive Compensation</u>	<u>35</u>
<u>2018 Elements of Compensation and Annual Incentive Bonus Goals</u>	<u>36</u>
<u>Compensation Related Risk Management</u>	<u>38</u>
<u>Employment and Change in Control Agreements</u>	<u>38</u>
<u>Perquisites and Other Personal Benefits</u>	<u>38</u>
<u>Chief Executive Officer Compensation and Employee Compensation and Pay Ratio</u>	<u>38</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>39</u>
<u>Compensation Consultant</u>	<u>39</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>40</u>
<u>EXECUTIVE COMPENSATION</u>	<u>41</u>
<u>Summary Compensation Table</u>	<u>41</u>
<u>Grants of Plan Based Awards</u>	<u>42</u>
<u>Outstanding Equity Awards at Fiscal Year End 2017</u>	<u>43</u>
<u>2017 Option Exercises and Shares Vested</u>	<u>45</u>
<u>Potential Payments Upon Termination or Change of Control</u>	<u>46</u>
<u>Employment Agreements; Payments Upon Change in Control</u>	<u>47</u>
<u>PROPOSAL NO. 2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	<u>51</u>
<u>AUDIT COMMITTEE INFORMATION</u>	<u>52</u>
<u>Report of the Audit Committee of the Board of Trustees</u>	<u>52</u>
<u>Independent Registered Public Accounting Firm Fees and Services</u>	<u>53</u>
<u>Pre-Approval Policies and Procedures</u>	<u>53</u>
<u>PROPOSAL NO. 3 - RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>54</u>
<u>PROPOSAL NO. 4 - NON-BINDING SHAREHOLDER PROPOSAL TO DECLASSIFY THE BOARD CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	<u>55</u>
<u>Policies and Procedures for Transactions with Related Persons</u>	<u>56</u>
<u>OTHER MATTERS</u>	<u>57</u>
<u>Documents Incorporated by Reference</u>	<u>57</u>
<u>Other Business</u>	<u>57</u>
<u>ANNEX A</u>	<u>58</u>

WHITESTONE REIT

2600 South Gessner Road
Suite 500
Houston, Texas 77063
www.whitestonereit.com

PROXY STATEMENT

The following information is furnished in connection with the 2018 Annual Meeting of Shareholders (the “Annual Meeting”) of Whitestone REIT (the “Company” or “Whitestone”), to be held on [], 2018 at [], Central Daylight Time, at []. This Proxy Statement, our 2017 Annual Report on Form 10-K (“Annual Report”), and Form of WHITE proxy card are first being made available, and a Notice Regarding the Availability of Proxy Materials is first being mailed, to shareholders on or about [], 2018.

SOLICITATION AND VOTING

The Board of Trustees of Whitestone (our “Board”) is soliciting proxies to be used at our Annual Meeting to be held on [], 2018 at [], Central Daylight Time, at [] or at any postponement or adjournment thereof.

What proposals will be voted upon at the Annual Meeting?

The following proposals are scheduled to be voted upon at the Annual Meeting: (1) the election of three trustees to serve until our 2021 annual meeting of shareholders and thereafter until their successors have been duly elected and qualified; (2) the approval of, in an advisory (non-binding) vote, the compensation of our named executive officers, (3) the ratification of the appointment of Pannell Kerr Forster of Texas, P.C. as our independent registered public accounting firm for the fiscal year ending December 31, 2018 and (4) if properly presented, the approval of a non-binding, advisory shareholder proposal to request the Board to take the steps necessary to declassify the Board and to require that all trustees stand for election annually and to prohibit the Board from taking action to classify the Board without shareholder approval. As of the date of this Proxy Statement, we are not aware of any other matters that will be presented for consideration at the Annual Meeting

Has the Company been notified that a shareholder intends to nominate alternate trustee nominees at the Annual Meeting?

Yes. KBS SOR Properties LLC, a wholly owned subsidiary of KBS Strategic Opportunity REIT, an externally managed, non-traded REIT (“KBS”), has notified the Company that it intends to nominate three trustee nominees for election at the Annual Meeting in opposition to the trustee nominees recommended by the Board. KBS’s trustee nominees have NOT been endorsed by the Board, and the Board unanimously recommends you submit your voting instructions “FOR” all of the Board’s trustee nominees on the enclosed WHITE proxy card. The Board strongly urges you NOT to sign or return any [] proxy card sent to you by KBS. If you have previously submitted a [] proxy card sent to you by KBS, you can revoke that [] proxy authorization and submit your voting instructions for the Board’s trustee nominees and on the other matters to be voted upon at the Annual Meeting by signing, dating and returning the enclosed WHITE proxy card or by submitting a proxy by telephone or by Internet by following the instructions on the

enclosed WHITE proxy card.

Who is entitled to vote at the Annual Meeting?

Only holders of record of our common shares as of the close of business on the record date, [], 2018, are entitled to receive notice of and to vote at the Annual Meeting or any postponement or adjournment thereof. As of the close of business on [], 2018, we had [] common shares outstanding. Common shareholders are entitled to one vote for each common share that they owned on the record date. No dissenters' rights are provided under the Maryland General Corporation Law, our Declaration of Trust or our bylaws with respect to any of the proposals described in this Proxy Statement.

Shareholder of Record: Shares Registered in Your Name. If on [], 2018, your shares were registered directly in your name with Whitestone's transfer agent, American Stock Transfer & Trust Company, LLC, then you are a shareholder of record. As a shareholder of record, you may vote in person at the Annual Meeting or authorize a proxy to vote your shares as set forth below.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent. If on [], 2018, your shares were held in an account with a broker, bank or other agent, then you are the beneficial owner of shares held in "street name," and a voting instruction form was forwarded to you by that organization. The organization holding your account is considered to be the shareholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, because you are not the shareholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a "legal proxy" from your broker, bank or other agent.

Can I find additional information on the Company website?

Yes. Our website is www.whitestonereit.com. Although the information contained on our website is not and should not be considered part of this Proxy Statement, you can view additional information on the website, such as our Code of Business Conduct and Ethics, Corporate Governance Guidelines, charters of Board committees and filings with the Securities and Exchange Commission ("SEC"). A copy of any of these documents may be obtained free of charge by writing to Whitestone REIT, 2600 South Gessner Road, Suite 500, Houston, Texas 77063, Attention: Investor Relations.

How do I vote?

You may either vote for or withhold your vote on the election of the trustee nominees and you may vote for, against, or abstain from voting on the other proposals. The procedures for voting are set forth below.

Shareholder of Record: Shares Registered in Your Name. If you are a shareholder of record, you may vote in person at the Annual Meeting or vote by giving your proxy authorization over the Internet or by telephone or mail. Proxies validly delivered by shareholders (by Internet, telephone or mail as described below) and timely received by us will be voted in accordance with the instructions contained therein. Whether or not you plan to attend the Annual Meeting, we encourage you to submit a WHITE proxy card or to give your proxy authorization to ensure that your votes are counted. You may still attend the Annual Meeting and vote in person if you have already voted by submitting a WHITE proxy card or given your proxy authorization. The Board strongly urges you not to sign or return any [] proxy card sent to you by KBS. If you have previously submitted a [] proxy card sent to you by KBS, you can revoke that proxy and vote for our Board's nominees and on the other matters to be voted on at the 2018 Annual Meeting by submitting a WHITE proxy card.

If a shareholder signs and returns a WHITE proxy card but gives no instructions, the shareholder's shares will be voted in accordance with the recommendations of our Board with respect to Proposal Nos. 1, 2 and 3. With respect to Proposal No. 4, if a shareholder does not specify the manner it wishes to vote or otherwise gives no instructions with respect to Proposal No. 4, such shares will be counted as abstentions. The individuals named as proxies on the WHITE proxy card to vote your shares also have the discretionary authority to vote your shares, to the extent permitted by Rule 14a-4(c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on any matter that is properly brought before the Annual Meeting. The following proposals are scheduled to be voted upon at the Annual Meeting: (1) the election of three trustees to serve until our 2021 annual meeting of shareholders and thereafter until their successors have been duly elected and qualified; (2) the approval, in an advisory (non-binding) vote, of the compensation of our named executive officers, (3) the ratification of the appointment of Pannell Kerr

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Forster of Texas, P.C. as our independent registered public accounting firm for the fiscal year ending December 31, 2018 and (4) if properly presented, the approval of a non-binding, advisory shareholder proposal to request the Board to take the steps necessary to declassify the Board and to require that all trustees stand for election annually and to prohibit the Board from taking action to classify the Board without shareholder approval. As of the date of the Notice of Annual Meeting of Shareholders, we knew of no other matters to be presented at the Annual Meeting.

You may authorize a proxy in three ways:

- Vote online. You can authorize a proxy to vote your shares online by following the instructions on the WHITE proxy card.

- Vote by telephone. Besides authorizing a proxy to vote your shares online, you also have the option to authorize a proxy to vote your shares by telephone by following the instructions provided on the WHITE proxy card.

- Vote by regular mail. If you would like to authorize a proxy to vote your shares by mail, then please mark, sign and date the WHITE proxy card and return it promptly in the postage-paid envelope provided.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent. If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received the WHITE voting instruction form from that organization rather than from Whitestone. You should follow the instructions provided by your broker, bank or other agent regarding how to vote your shares. As the holder of record, only your bank, broker, other institution or nominee is authorized to vote or grant a proxy for your shares. Accordingly, if you wish to vote your shares in person, you must contact your bank, broker or other holder of record to obtain a "legal proxy" granting you the authority to do so. When you properly vote in accordance with the instructions provided in the WHITE voting instruction form, you are giving your bank, broker or other holder of record instructions on how to vote the shares they hold for you.

The only way to vote for the Board's nominees and in accordance with the Board's recommendations is to sign, date and mail the enclosed WHITE proxy card to vote FOR each of the Board's nominees set forth in Proposal No. 1 and FOR each of Proposal Nos. 2 and 3. The Board of Trustees does not recommend either "FOR" or "AGAINST" Proposal No. 4. You may also authorize a proxy to vote your shares over the Internet by accessing the Internet address on the WHITE proxy card or by telephone using the toll-free number on the WHITE proxy card. If your shares are held in street name, you should follow the instructions on your WHITE voting instruction form and provide specific instructions to your bank, broker or other holder of record to vote as described above.

Can I change or revoke my vote after I return my proxy card?

Yes. If you are the shareholder of record of your shares, you may change or revoke your proxy at any time before it is exercised in one of three ways:

- You may send another properly completed proxy card bearing a later date, or submit a later-dated proxy by telephone or via the internet, in a timely manner.;

You may deliver a written notice of revocation, which must be received prior to or at the Annual Meeting, to our Chief Operating Officer and Corporate Secretary, John J. Dee, at Whitestone REIT, 2600 South Gessner Road, Suite 500, Houston, Texas 77063; or

- You may attend the Annual Meeting and notify the inspector of election that you wish to revoke your proxy and vote in person. However, your attendance at the Annual Meeting will not, by itself, revoke your proxy.

If your shares are held by your broker, bank or other agent as your nominee, you should follow the instructions provided by your broker, bank or other agent.

If you have previously signed a [] proxy card sent to you by KBS or otherwise voted according to instructions provided by KBS, you may change your vote by signing, dating and returning the enclosed WHITE proxy card in the accompanying post-prepaid envelope or by voting by telephone or via the Internet by following the instructions on the WHITE proxy card. Submitting a [] proxy card sent to you by KBS will revoke votes you have previously made by the Company's WHITE proxy card.

Only the latest validly executed proxy that you submit will count.

How many shares must be present to constitute a quorum for the Annual Meeting?

A quorum of shareholders is necessary to hold a valid meeting. A quorum will be present if the holders of at least a majority of the outstanding shares entitled to vote are represented in person or by proxy at the Annual Meeting. As of the close of business on [], 2018, the record date, there were [] common shares outstanding and entitled to vote. Thus, [] common shares must be represented in person or by proxy at the Annual Meeting to constitute a quorum.

3

Your shares will be counted towards the quorum if you vote in person at the Annual Meeting or if you submit a valid proxy by mail, Internet or telephone (or one is submitted on your behalf by your broker, bank or other agent). Additionally, "WITHHOLD" votes, abstentions and broker non-votes, as described below, will also be counted towards the quorum requirement. If there is no quorum, the chairman of the Annual Meeting may adjourn the meeting until a later date.

What should I do if I receive a [] proxy card from KBS?

KBS has notified the Company that it intends (i) to propose three trustee nominees for election at the Annual Meeting in opposition to the trustee nominees recommended by the Board and (ii) to request the Board to take the steps necessary to declassify the Board and to require that all trustees stand for election annually and to prohibit the Board from taking action to classify the Board without shareholder approval. If KBS proceeds with its proposal, you may receive proxy solicitation materials from KBS, including an opposition proxy statement and [] proxy card. The Company is not responsible for the accuracy of any information contained in any proxy materials used by KBS or any other statements that KBS may otherwise make. The Board has not endorsed any of KBS's trustee nominees and unanimously recommends that you disregard any [] proxy card or solicitation materials that may be sent to you by KBS.

Instructing to "WITHHOLD" with respect to any of KBS's trustee nominees on a [] proxy card sent to you by KBS is not the same as voting for the Board's trustee nominees because an instruction to "WITHHOLD" with respect to any of KBS's trustee nominees on its [] proxy card will revoke any WHITE proxy you previously submitted. If you have already submitted a proxy using the [] proxy card, you have every right to change your voting instructions by using the enclosed WHITE proxy card, to submit a proxy by telephone or by Internet, or by signing, dating and returning the enclosed WHITE proxy card in the postage-paid envelope provided. Only the latest dated proxy you submit will count.

If you have any questions or need assistance in voting, please call the Company's proxy solicitor: Innisfree M&A Incorporated.

Shareholders may call: 877-750-0502

Banks and brokers may call: 888-750-5834

What are the recommendations of the Board?

Our Board unanimously recommends you submit your voting instructions using the enclosed WHITE proxy card as follows:

1. Our Board unanimously recommends a vote "FOR" the three trustee nominees nominated by the Board.
2. Our Board unanimously recommends a vote "FOR" the approval, in an advisory (non-binding) vote, of the compensation of our named executive officers.
3. Our Board unanimously recommends a vote "FOR" the ratification of the appointment of Pannell Kerr Forster of Texas, P.C. as our independent registered public accounting firm for the fiscal year ending December 31, 2018.
4. Our Board has carefully considered the non-binding shareholder proposal to request the Board to take the steps necessary to declassify the Board and to require that all trustees stand for election annually and to prohibit the Board from taking action to classify the Board without shareholder approval. The Board is not making any recommendation to shareholders as to how to vote their shares with respect to the proposal. The proposal, which is

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advisory in nature, would constitute a recommendation to the Board if approved by shareholders.

The Board strongly urges you not to sign or return any [] proxy card sent to you by KBS. If you have previously submitted a [] proxy card sent to you by KBS, you can revoke that proxy and vote for our Board's nominees and on the other matters to be voted on at the 2018 Annual Meeting by using the enclosed WHITE proxy card.

How are votes counted?

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count (i) "FOR" and "WITHHOLD" votes with respect to Proposal No. 1 (election of trustees) and (ii) "FOR," "AGAINST" and "ABSTAIN" votes with respect to Proposal No. 2 (advisory vote on executive compensation), Proposal No. 3 (ratification of

4

our independent registered public accounting firm) and Proposal No. 4 (non-binding shareholder proposal to declassify the Board).

Abstentions and broker non-votes will be treated as shares present for the purpose of determining a quorum for the transaction of business at the Annual Meeting. A broker non-vote occurs when a nominee, such as a broker, bank or other agent, holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary authority with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner. Brokers, banks or other agents that have not received voting instructions from their clients cannot vote on their clients' behalf with respect to "non-routine" proposals but may vote their clients' shares on "routine" proposals.

Under applicable rules of the New York Stock Exchange (the "NYSE"), Proposal No. 1 (election of trustees), Proposal No. 2 (advisory vote on executive compensation) and Proposal No. 4 (non-binding shareholder proposal to declassify the Board) are non-routine matters and a broker, bank or other agent does not have discretionary authority to vote on such proposals. Conversely, Proposal No. 3 (ratification of the appointment of our independent registered public accounting firm) is a routine matter and brokers, banks or other agents have discretionary authority to vote on such proposal.

However, because KBS has indicated its intention to deliver proxy materials in opposition to our Board of Trustee nominees, with respect to accounts to which KBS mails its proxy materials, brokers will not have discretion to vote on any matters, including Proposal No. 3, without your voting instructions. As a result, if you do not instruct your broker on how to vote your shares, then your shares may not be voted on any of these proposals. We urge you to instruct your broker about how you wish your shares to be voted.

How many votes are needed to approve each proposal?

For a trustee nominee to be elected (Proposal No. 1), such nominee must receive the vote of a plurality of all the votes cast at the Annual Meeting, whether in person or by proxy, in respect of his or her election. This means the three nominees receiving the greatest number of "FOR" votes will be elected. As a result of KBS's intention to nominate three trustee nominees in opposition to the three trustee nominees recommended by the Board, there will be six trustee nominees as of [], 2018 and only the three trustee nominees receiving the greatest number of "FOR" votes will be elected. Broker non-votes and abstentions will have no impact as they are not counted as votes cast for this purpose, although they will be considered present for the purpose of determining a quorum.

For the advisory vote on executive compensation (Proposal No. 2) to be approved the proposal must receive the affirmative vote of a majority of all votes cast at the Annual Meeting, whether in person or by proxy (which means the votes cast "FOR" the proposal must exceed the votes cast "AGAINST" the proposal). For purposes of this advisory vote, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for the purpose of determining a quorum.

For the ratification of the appointment of our independent registered public accounting firm (Proposal No. 3) to be approved, the proposal must receive the affirmative vote of a majority of all votes cast at the Annual Meeting, whether in person or by proxy (which means the number of votes cast "FOR" the proposal must exceed the number of votes cast "AGAINST" the proposal). In determining whether Proposal No. 3 has received the requisite number of affirmative votes, abstentions and broker non-votes will not be counted as votes cast and will have no impact, although they will be considered present for the purpose of determining a quorum.

For the vote on the non-binding shareholder proposal to request the Board to take the steps necessary to declassify the Board and to require that all trustees stand for election annually and to prohibit the Board from taking action to

classify the Board without shareholder approval (Proposal No. 4) to be approved, the proposal must receive the affirmative vote of a majority of all votes cast at the Annual Meeting, whether in person or by proxy (which means the votes cast "FOR" the proposal must exceed the votes cast "AGAINST" the proposal). For purposes of this advisory vote, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for the purpose of determining a quorum. If a shareholder does not specify the manner it wishes to vote or otherwise gives no instruction with respect to Proposal No. 4, such shares will be counted as abstentions.

Who is paying for this proxy solicitation?

We will pay for the entire cost of our solicitation of proxies. In addition to the costs of mailing the paper or electronic copies of our proxy materials, our officers or employees may also solicit proxies by telephone, e-mail or personal interview.

5

Officers and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokers, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

We have also retained Innisfree M&A Incorporated to assist in the solicitation of proxies for a fee not to exceed \$375,000, plus out-of-pocket expenses. Any proxy given pursuant to this solicitation may be revoked by notice from the person giving the proxy at any time before it is exercised. Any such notice of revocation should be provided in writing signed by the shareholder in the same manner as the proxy being revoked and delivered to our Corporate Secretary at Whitestone REIT, 2600 South Gessner Road, Suite 500, Houston, Texas 77063.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced in a Current Report on Form 8-K that will be filed with the SEC within four business days after the conclusion of the Annual Meeting and may be accessed from the SEC's website at www.sec.gov. Final results will be announced in an Amended Report on Form 8-K/A that will be filed with the SEC within four business days after the certification of the final vote by the inspector of election.

How and when may I submit a shareholder proposal for Whitestone's 2019 annual meeting of shareholders?

In order for a shareholder proposal submitted pursuant to Rule 14a-8 promulgated under the Exchange Act, to be considered for inclusion in the proxy statement for the 2019 annual meeting of shareholders, written proposals must be received by the Corporate Secretary at Whitestone REIT, 2600 South Gessner Road, Suite 500, Houston, Texas 77063, no later than [], 2018 and comply with all applicable requirements of Rule 14a-8.

Pursuant to Whitestone's bylaws, shareholders wishing to submit proposals or trustee nominations, whether or not included in our proxy materials, must have given timely notice thereof in writing to our Corporate Secretary. Under our current bylaws, to be timely for the 2019 annual meeting of shareholders, you must deliver proposals or nominations to our Corporate Secretary, in writing, not later than 5:00pm Central Time on [], 2018, nor earlier than [], 2018. We also advise you to review Whitestone's bylaws, which contain additional requirements about advance notice of shareholder proposals and trustee nominations, including the different notice submission date requirements in the event that the date for our 2019 annual meeting of shareholders is more than 30 days before or after [], 2019.

A more detailed discussion regarding the submission of proposals for the 2019 annual meeting of shareholders is provided under "Corporate Governance - Shareholder Nominations for Trustee" below

Whom should I contact if I have any questions?

If you have any questions about the Annual Meeting or these proxy materials, please contact the firm assisting with the solicitation of proxies, Innisfree M&A Incorporated, at 877-750-0502.

ADDITIONAL BACKGROUND OF THE SOLICITATION

On December 28, 2017, the Company received a notice from KBS of its intent to nominate three Class III trustees and to obtain shareholder approval of a non-binding proposal for the Board to take the necessary steps to declassify the Board and to require that all trustees stand for election annually and to prohibit the Board from taking action to reclassify the Board without shareholder approval, in each case, at the Annual Meeting (the "Notice").

The discussion below outlines the key events and significant contacts between the Company and its representatives, on the one hand, and KBS and its representatives, on the other hand.

On January 18, 2017, James C. Mastandrea, Whitestone's Chairman and CEO, and David K. Holeman, Whitestone's CFO, met with Geoff Hawkins, KBS Managing Director, during a West Coast non-deal roadshow. The meeting occurred at the L.A. International Airport. The purpose of the meeting was to present Whitestone to potential investors.

On May 17, 2017, Mr. Holeman received a call from Mr. Hawkins, who had a few questions regarding the Company's recent earnings release. Mr. Hawkins expressed no dissatisfaction with Whitestone's recent financial and operating results on the call.

On June 13, 2017, Mr. Holeman received a call from Peter B. McMillan III, Co-Founder of KBS Capital Advisors. The purpose of Mr. McMillan's call was to inform Mr. Holeman of the Schedule 13D filing. Mr. McMillan told Mr. Holeman that they had acquired approximately 7% of Whitestone's common shares, that they began buying after the downgrade by the research analyst at Robert W. Baird & Co., that they were not an activist or a quick flipper, that they were buying for cash flow and appreciation, that the dividend from Whitestone's shares would help them with their debt covenants on a March 2016 bond issuance and that they plan to buy common shares of other real estate investment trusts ("REITs"). During the June 13th telephonic meeting, KBS did not disclose its intent to change the composition of the Board, nor did it state any other concerns with respect to Whitestone's financial condition, strategy, or any other business issue.

On August 9, 2017, Mr. Mastandrea and Mr. Holeman met telephonically with representatives of KBS, including Mr. McMillan. The purpose of the meeting was to discuss the contents of KBS's Schedule 13D filing with the SEC on June 13, 2017 and subsequent amendment filed on June 21, 2017, which stated KBS's intent to seek a dialogue with management to discuss certain changes to the Company's employee compensation arrangements. The filings also stated that KBS did not have any interest in Whitestone other than "an increase in value of the common shares of Whitestone." During the August 9th telephonic meeting, KBS did not disclose its intent to change the composition of the Board, nor did it state any other concerns with respect to Whitestone's financial condition, strategy, or any other business issue.

In mid-October 2017, Mr. Holeman received a call from Mr. McMillan asking if the Company had made any changes to its compensation programs. Mr. Holeman informed Mr. McMillan of the changes that had been made, including reducing the size of its new 2018 Long-Term Equity Incentive Ownership Plan (the "2018 Plan"), eliminating the reload, or "evergreen," feature and the adoption of relative Total Shareholder Return ("TSR") as the performance metric for 2017 restricted share unit grants. Mr. Holeman also informed Mr. McMillan of the recent elections of Nandita V. Berry and Najeeb A. Khan to the Board. Despite hearing Mr. Holeman's discussion of the changes, Mr. McMillan commented that the Company had not changed anything. During the mid-October telephonic meeting, KBS did not disclose its intent to change the composition of the Board, nor did it state any other concerns with respect to Whitestone's financial condition, strategy, or any other business issue.

On December 28, 2017, KBS delivered the Notice to the Company. The next day, KBS amended its Schedule 13D filing to include its delivery of the Notice and to disclose that on August 29, 2017, KBS had acquired additional common shares of the Company resulting in beneficial ownership of approximately 9.36% of Whitestone's common shares, which had increased KBS's beneficial ownership position in the Company by more than 1%. KBS also disclosed for the first time in this amendment its intention to seek to declassify the Board and to propose a slate of trustees at the Annual Meeting.

On January 10, 2018, representatives of Morrison & Foerster LLP ("Morrison & Foerster"), counsel to the Company, sent a letter to DLA Piper LLP ("DLA"), counsel to KBS, notifying them that KBS's Schedule 13D filings were legally deficient on multiple grounds, including with respect to KBS's failure to abide by the SEC's disclosure obligations. The same day, Mr. Mastandrea sent a letter to Mr. McMillan acknowledging the Company's receipt of the Notice and expressing its surprise over KBS's stated proposal to nominate trustees to the Board. Mr. Mastandrea also expressed in the letter Whitestone's commitment to acting in the best interests of all shareholders and, as part of Whitestone's efforts to engage in constructive dialogue with KBS, Mr. Mastandrea invited Mr. McMillan and his team to its corporate offices for an in-person meeting with the Company's management team.

On January 19, 2018, DLA responded to Morrison & Foerster's January 10, 2018 letter and reiterated KBS's concern that "management compensation was not aligned with shareholder interests." The letter also detailed various items that DLA believed limited the "rights and access of Whitestone shareholders." DLA defended KBS's delivery of the Notice but noted that KBS "will continue to welcome a real discussion of the concerns raised." The same day, KBS responded to the Company's letter stating their interest in "a substantive discussion of the executive compensation concerns and Whitestone's overall governance," but refusing an in-person meeting and discussion. In the letter, KBS asked to arrange a conference call with the Board and all members of the Compensation Committee.

Over the course of the next several weeks, through letters sent by Mr. Mastandrea and Morrison & Foerster and by Mr. McMillan and DLA, including a letter sent by Mr. Mastandrea to Mr. McMillan dated January 25, 2018, Whitestone addressed KBS's substantive concerns and corrected KBS's mischaracterizations, while continuing to extend invitations to KBS to arrange for a face-to-face meeting at the Company's offices in Houston to continue to discuss, and understand, KBS's concerns properly. Specifically, Mr. Mastandrea proposed that the first meeting would consist of Mr. Mastandrea as Chairman of the Board, Paul T. Lambert, as Chair of the Compensation Committee, and Mr. Holeman, as CFO, along with KBS's proposed attendees, in order to discuss KBS's list of specific "executive compensation concerns," which they requested be sent in advance of the meeting.

In the January 25, 2018 letter, the Company also outlined the changes that have occurred since Whitestone's 2017 annual meeting of shareholders, including adoption of the Company's new 2018 Plan, which was approved by the Compensation Committee with input from an independent compensation consultant, the Board and Whitestone's shareholders. In this letter, Mr. Mastandrea reminded Mr. McMillan of KBS's previous statements regarding KBS's desire to invest in Whitestone; namely, the attractive nature of Whitestone's dividend, in particular due to the need for KBS to generate cash flow from those dividends in order to maintain compliance with certain KBS debt covenants related to its non-traded REITs.

On February 9, 2018, Mr. McMillan wrote in response to Mr. Mastandrea's January 25, 2018 letter, once again requesting "new outside Board members," and urging that the Company adopt "long-term, programmatic changes to executive compensation." KBS again refused an in-person meeting, conditioning any attempts to meet on a preceding phone call. Mr. McMillan failed to acknowledge the addition of three new Whitestone trustees during 2017.

On February 12, 2018, encouraged by BlackRock Inc.'s letter from Larry Fink to CEOs, Whitestone announced that it issued an open letter to shareholders and published on its website an investor presentation outlining its long-term financial goals and growth strategy. In particular, the Board "approved Whitestone's long-term plan to realize certain goals over the next five years," which include, among other things, "targeting reduced leverage, including a Net Debt-to-Adjusted EBITDA ratio range of 6 to 7 times; and targeting an improved general and administrative expense-to-revenue ratio range of 8 to 10 percent by scaling its operating infrastructure over a larger base of revenue and assets."

On February 15, 2018, Mr. Mastandrea wrote to Mr. McMillan in response to KBS's February 9th letter, reminding KBS that the Company regularly and actively engages in in-person meetings with its shareholders and once again extending an invitation to KBS for an in-person meeting so that the management team and Mr. Mastandrea could discuss the Company's business and long-term plans in a productive manner. The Company stated that Mr. Lambert would also make himself available to discuss those issues.

As part of the Nominating and Corporate Governance Committee's process to fairly address all Board nominees, on February 19, 2018, John J. Dee, Secretary of the Company, sent Trustees' and Officers' Questionnaires on behalf of the Nominating and Corporate Governance Committee to KBS's proposed nominees, Mr. Kenneth H. Fearn, Mr. David E. Snyder and Ms. Susan L. Harris. The purpose of the questionnaires was to obtain information in connection with the

evaluation by the Nominating and Corporate Governance Committee and the Board of each candidate's nomination by KBS for the Board in connection with the Annual Meeting. The cover letter to each questionnaire requested that each nominee sign, date and return the completed questionnaire by February 28, 2018.

On February 27, 2018, in an effort to continue its process to fairly review all Board nominees, the Nominating and Corporate Governance Committee sent letters to KBS's proposed nominees, requesting each proposed nominee's availability for an interview with the Nominating and Corporate Governance Committee to evaluate the nominee's candidacy to join the Board.

The KBS proposed nominees chose to not complete the Trustees' and Officers' Questionnaire and in a letter sent on March 2, 2018, to Morrison & Foerster by DLA on behalf of the KBS nominees, DLA declined the Company's invitation to the KBS proposed nominees to interview with the Nominating and Corporate Governance Committee.

Despite KBS's refusals to comply with the Company's overtures, through a letter sent by Mr. McMillan on February 26, 2018 and a response letter sent by Mr. Mastandrea on March 1, 2018, the Company was able to schedule an in-person meeting with KBS on March 13, 2018. In the Company's March 1, 2018 letter, Mr. Mastandrea confirmed the availability of Mr. Lambert as well.

On March 1, 2018, the Company issued a press release announcing its operating and financial results for the fourth quarter and year ended December 31, 2017. Specifically, the Company announced that its operating portfolio occupancy for 2017 increased 80 basis points to 90.5% from 2016, and that its annualized base rent per leased squared foot grew 8.6% to \$18.82 from 2016.

On March 13, 2018, Messrs. Mastandrea and Lambert met at the Whitestone headquarters office with Mr. McMillan and Mr. Brian Ragsdale, Executive Vice President/Transaction Management of KBS Group. At the meeting, the representatives of KBS indicated that they looked at every Whitestone property in 2014 and 2017, and liked the geography and the real estate. They said their concern was the Company's general and administrative expenses ("G & A") and addressed this concern with Mr. Lambert. The KBS representatives indicated that in their view, the Company's G & A was higher than its peers and needed to be reduced, with a focus on executive compensation. The Company representatives responded that Whitestone has only been in existence, in its current form, for a relatively short period of time and the objective was to incentivize management to achieve profitable growth. The Company representatives added that, as such, the Compensation Committee provided a long-term share-based performance program to award key executives, and that part of the Company's G & A level reflects the incentive ownership compensation.

The Company representatives also stated that the Compensation Committee engaged an independent compensation consultant, Longnecker & Associates ("Longnecker") that issued a recommendation to the Compensation Committee in June of 2017 that the executive compensation be adjusted to the 50th percentile of the Company's peer group. The Compensation Committee and Board approved and implemented the Longnecker recommendation. The Company representatives informed Mr. McMillan that it was the Board's intention to build the infrastructure required to operate the Company's unique e-commerce resistant business model and to scale the Company to five times its current size and that the Company's unique business model is not directly comparable to other traditional retail REITs.

Mr. Holeman joined the meeting to respond in more detail to Mr. McMillan's questions related to G & A. Messrs. Mastandrea and Holeman explained the Company's commitment to reduce G & A, as a percent of total revenues, and the fact that the Company had communicated this in our February 12, 2018 Letter to Shareholders. Mr. Holeman discussed the components of the Company's G & A and the importance of using comparable metrics given that the Company's e-commerce resistant business model, which proactively focuses on the acquisition of smaller service providing tenants, has shorter leases and greater tenant interaction by our employees than other traditional retail REITs.

Messrs. Mastandrea and Holeman also explained that acquisition transaction expenses, due to Whitestone's size compared to other REITs, were a higher percentage of revenue and that almost half of the Company's G & A was related to non-cash share-based long-term incentive compensation expense. Mr. McMillan reiterated that he thought that executive compensation was too high and needed to be reduced immediately to be in line with the Company's peers. The Company representatives indicated that, despite Mr. McMillan's insistence, the Company's executive compensation was, in fact, based upon information provided to our Compensation Committee, in line with its peers.

Other items discussed at the meeting included Mr. McMillan stating that the reason KBS purchased Whitestone's shares is that KBS wanted to influence change. Mr. McMillan restated that he liked the Company's geography and properties. Mr. Mastandrea asked if he intended to make an offer or tender for the Company. Mr. McMillan stated "No." When asked if KBS was an investor or an activist, Mr. McMillan stated clearly that KBS was an activist.

The meeting continued without clarity related to what KBS was specifically seeking by way of change. Messrs. Mastandrea and Holeman asked for greater clarity as to the specific changes KBS was requesting and timeline for implementing such changes. In response, Mr. McMillan said KBS would send suggestions for reducing G & A by the end of the week.

PROPOSAL NO. 1 - ELECTION OF TRUSTEES

Nominees for Trustee

Our Board consists of seven trustees, six of which are independent, and is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of trustees, and each class serves for a three-year term.

In September 2017, our Board increased the number of trustees from five to seven and elected Nandita V. Berry to fill one vacancy as a Class I trustee to serve until our 2018 annual meeting of shareholders and Najeeb A. Khan to fill the other vacancy as a Class II trustee to serve until our 2020 annual meeting of shareholders and in each case until such trustee's successor is duly elected and qualified. As a result, Jack L. Mahaffey, James C. Mastandrea and Ms. Berry are our current Class III trustees and their terms expire at our Annual Meeting and upon the election and qualification of their successors. Paul T. Lambert and David F. Taylor are our current Class I trustees and their terms expire at our 2019 annual meeting of shareholders and upon the election and qualification of their successors. Donald F. Keating and Mr. Khan are our current Class II trustees and their terms expire at our 2020 annual meeting of shareholders and upon the election and qualification of their successors.

In addition, at the Board's request, Mr. Daniel G. DeVos, who served as trustee from 2009 to 2013, has served the Company as a trustee emeritus since 2013, allowing other trustees to continue to draw upon Mr. DeVos's knowledge and experience in an advisory and non-voting capacity.

Each of Mr. Mahaffey, Mr. Mastandrea and Ms. Berry is one of our current Class III trustees and is standing for re-election at our Annual Meeting. Each of Mr. Mahaffey, Mr. Mastandrea and Ms. Berry was recommended for re-election to our Board by the Nominating and Corporate Governance Committee, was nominated for re-election by the Board and has accepted the nomination.

Trustees are elected by a plurality of all votes cast by the holders of shares present in person or represented by proxy at the Annual Meeting. This means that the nominees receiving the greatest number of "FOR" votes will be elected. As a result of KBS's intention to nominate three trustee nominees in opposition to the three trustee nominees recommended by the Board, there will be six trustee nominees as of [], 2018 and only the three trustee nominees receiving the greatest number of "FOR" votes will be elected.

The Board recommends that you authorize a proxy to vote your shares on the WHITE proxy card or by Internet or telephone as set forth on the WHITE proxy card FOR the election of each of our nominees as set forth below to serve as trustees of the Company until the 2021 Annual Meeting, or, in each case, until their successors are elected and qualified.

KBS has notified the Company of its intent to nominate its slate of three nominees for election as trustees at the Annual Meeting.

Common shares represented by executed proxies on the WHITE proxy card will be voted, if authority to do so is not withheld, for the election of each of Messrs. Mastandrea and Mahaffey and Ms. Berry. Each person nominated for election has agreed to serve, if elected, and the Board has no reason to believe that any nominee will be unable to serve.

However, if, before the election, one or more nominees are unable to serve or for good cause will not serve (a situation that we do not anticipate), the proxy holders will vote the proxies for the remaining nominees and for substitute nominees chosen by the Board (unless the Board reduces the number of directors to be elected). If any substitute nominees are designated, we will file an amended proxy statement that, as applicable, identifies the substitute

nominees, discloses that such nominees have consented to being named in the revised proxy statement and to serve if elected, and includes certain biographical and other information about such nominees required by the rules of the SEC.

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Members of the Board of Trustees

Set forth below are descriptions of the backgrounds and principal occupations of the nominee for trustee included in Proposal No. 1 and for each of our trustees with terms expiring after the Annual Meeting, and the period during which each has served as a trustee.

Trustee	Age ⁽¹⁾	Business Experience	Trustee Since
Nominees			
Jack L. Mahaffey	86	Mr. Mahaffey was formerly the President and Chief Executive Officer of Shell Mining Company. Since retiring from Shell Mining Company in 1991, Mr. Mahaffey has managed his personal investments. Mr. Mahaffey served in the United States Air Force and is a former board member of the National Coal Association and the National Coal Council.	2000
James C. Mastandrea	74	Mr. Mastandrea has over 38 years of experience in the real estate industry and 20 years of experience serving in high level positions of publicly traded companies. He has served as our Chairman and Chief Executive Officer since 2006. He has also served since 2003 as the President, Chief Executive Officer and Chairman of Pillarstone Capital REIT (OTC Bulletin Board). Mr. Mastandrea has also served since 1978 as the Chief Executive Officer/Founder of MDC Realty Corporation, a privately held investment company. From 1994 to 1998, Mr. Mastandrea served as Chairman and Chief Executive Officer of First Union Real Estate Investments (NYSE). Mr. Mastandrea also served in the U.S. Army. Mr. Mastandrea is a director of Cleveland State University Foundation Board and regularly lectures to MBA students at the University of Chicago and teaches as an adjunct professor at Rice University's Jones Graduate School of Business.	2006
Nandita V. Berry	49	Ms. Berry was formerly the 109th Texas Secretary of State from January 2014 to February 2015. She also previously served on the University of Houston System Board of Regents and held Senior Counsel positions at Locke Lord LLP and El Paso Energy Corporation. Ms. Berry began her legal career as an Associate at Haynes and Boone, LLP. Ms. Berry previously served on the board of the Houston Zoo, Inc., the South Asian Chamber of Commerce and the Community Family Center of Houston and taught as an adjunct professor at the University of Houston.	2017
Other Trustees			
Donald F. Keating	85	Mr. Keating was formerly the Chief Financial Officer of Shell Mining Company. Mr. Keating retired from Shell Mining Company in 1992 and continued to provide consulting services to Shell Oil (NYSE) until 2002. Since 2002, Mr. Keating has managed his personal investments. Mr. Keating served in the United States Marine Corps as infantry company commander. He is a former board member of Billiton Metals Company, R & F Coal Company and Marrowbone Coal Company.	2008
Paul T. Lambert	65	Mr. Lambert has served since 1995 as the Chief Executive Officer of Lambert Capital Corporation, a private real estate investment company. He was a co-founder of First Industrial Realty Trust, Inc. (NYSE), served on the Board of Directors and was the Chief Operating Officer from its initial public offering in October 1994 to the end of 1995. Since 1998 Mr. Lambert has also served as a trustee of Pillarstone Capital REIT (OTC Bulletin Board).	2013

Trustee	Age ⁽¹⁾	Business Experience	Trustee Since
David F. Taylor	54	Mr. Taylor currently serves as Chair of Locke Lord LLP. Mr. Taylor has been a Partner in the firm of Locke Lord LLP since 1996 and has served as a corporate and securities attorney at Locke Lord LLP since 1989. Mr. Taylor has more than two decades of experience representing public and private companies, including master limited partnerships, in a broad range of corporate and securities matters, with a strong focus on securities offerings and disclosures, mergers and acquisitions and corporate governance. Mr. Taylor is the former Managing Partner of Locke Lord LLP's Houston office and the former Chair of its Finance Committee. He has also served in leadership positions within Locke Lord LLP in Strategic Growth, Practice Development and Recruiting areas. A member and former Co-Chair of Locke Lord LLP's Corporate and Transactional Department, Mr. Taylor is Chair of its Capital Markets division. He also serves on the Board of the Greater Houston Partnership, Central Houston, Inc. Theatre Under the Stars and Oldham Little Church Foundation.	2017
Najeeb A. Khan	64	Mr. Khan has over 34 years of business experience and is the founder, President and Chief Executive Officer of Interlogic Outsourcing, Inc. ("IOI"). IOI is the successor to Interlogic Systems, Inc. ("ISI"), a company that Mr. Khan established in 1987. Prior to founding ISI, Mr. Khan served as Vice President of Commercial Services for Midwest Commerce Data Corporation, a wholly owned subsidiary of NBD Midwest Commerce Bank. Mr. Khan also served as Chairman and Chief Executive Officer of CNA UniSource from 1998 through 2001. Mr. Khan currently serves as a director of 1st Source Bank, where he is a member of the audit committee and chairs the loan and fund committee. He also previously served as a trustee of Memorial Health Foundation, the Community Foundation of St. Joseph County, WNIT public television and Studebaker Museum.	2017

⁽¹⁾ As of [], 2018.

Qualifications of Trustees

When considering whether our trustees and trustee nominee have the experience, qualifications, attributes and skills, taken as a whole, to enable our Board to satisfy its oversight responsibilities effectively in light of our operational and organizational structure, the Nominating and Corporate Governance Committee and the Board focused primarily on the information discussed in each of the individual biographies set forth above and on the following particular attributes:

- Ms. Berry: The Board considered her significant experience as the former 109th Texas Secretary of State and her former position on the University of Houston System Board of Regents, as well as her decision-making abilities in senior positions at the Houston office of a national law firm and her background and experience in the legal industry as a result, and determined that she is well qualified to serve as a member of our Board and as a member of the Audit Committee. Whitestone is a significant owner of real estate in the state of Texas, and her experience and relationships are valuable to the Company.
- Mr. Keating: The Board considered his educational and professional experience in the field of finance and accounting, as well as supervisory roles in the accounting industry, and determined that his experience and skills in these industries facilitate his oversight and administration of our accounting and financial reporting practices, risk management efforts and compliance with applicable regulatory standards in the capacity of Chairman of the Audit Committee and as a member of the Nominating and Corporate Governance, the Compensation Committee and our Board.

- Mr. Khan: The Board considered his extensive experience and demonstrated oversight and decision-making abilities as the founder and chief executive officer of IOI, as well as his previous positions with large companies and his current directorships and determined that he was uniquely qualified to serve as a member of our Board and as a member of the Nominating and Corporate Governance Committee.

- Mr. Lambert: The Board considered his significant experience in the commercial real estate industry, including successfully launching First Industrial Realty Trust, Inc. (NYSE), and financing of real estate development projects, as well as his demonstrated leadership skills, and concluded that he is well qualified to oversee and administer our compensation programs in the capacity of Chairman of the Compensation Committee and as a member of the Nominating and Corporate Governance Committee and Audit Committee.
- Mr. Mahaffey: The Board considered his extensive experience and demonstrated oversight and decision-making abilities as a senior executive with large public companies, his real estate experience, and his experience in managing investments and determined that he was well qualified to perform oversight functions as the Chairman of the Nominating and Corporate Governance Committee and a member of the Compensation Committee and Audit Committee.
- Mr. Mastandrea: The Board considered his prior service to Whitestone as its Chairman and Chief Executive Officer, his more than 38 years of experience as a leader in the commercial real estate industry, and his 20 years of experience serving in high level positions of publicly traded companies, and determined that his leadership, intimate knowledge of Whitestone and his extensive experience and familiarity with the commercial real estate industry and public companies are critical to the oversight of our strategic initiatives and the evaluation of our growth and operational performance in his capacity as Chief Executive Officer and Chairman of our Board.
- Mr. Taylor: The Board considered his significant experience and decision-making abilities as a leader of the Houston office of a national law firm, as well as his background and experience in the legal industry, his corporate and securities law, corporate governance, and capital markets focus, and determined that he is well qualified to serve as a member of our Board.

There are no family relationships among any of our trustees or executive officers, other than James C. Mastandrea, our Chairman and Chief Executive Officer and Christine J. Mastandrea, our Executive Vice President of Corporate Strategy, who have been married to each other for 27 years.

THE BOARD RECOMMENDS A VOTE “FOR” THE ELECTION OF THE WHITESTONE NOMINEES ON THE WHITE PROXY CARD.

Following a thorough review of the qualifications of the KBS nominees and extensive discussion, the Nominating and Corporate Governance Committee concluded that the KBS nominees were inherently conflicted and also lack the relevant retail real estate and publicly traded company skills and experience necessary to appropriately guide Whitestone in a manner in the best interests of all shareholders.

Following the recommendation of the Nominating and Corporate Governance Committee, the Board unanimously determined not to nominate any of the KBS nominees. As a result, our Board does not endorse any KBS nominee and unanimously recommends that you disregard any [] proxy card that may be sent to you by KBS. Voting to "withhold" with respect to any of KBS's nominees on its [] proxy card is NOT the same as voting for our Board's nominees, because a vote to “withhold” with respect to any of KBS's nominees on its [] proxy card will revoke any previous WHITE proxy submitted by you. If you have already authorized a proxy to vote your shares using a [] proxy card sent to you by KBS, you have every right to change it and we urge you to revoke that proxy by voting in favor of our Board's nominees by signing, dating and returning the enclosed WHITE proxy card, or by submitting your proxy on the Internet or by phone following the instructions on the WHITE proxy card. Only the latest validly executed proxy that you submit will count.

If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor:

INNISFREE M&A INCORPORATED

Shareholders may call:

Toll-free 877-750-0502

(Banks and brokers may call collect: 888-750-5834)

13

CORPORATE GOVERNANCE

Governance Highlights

We are committed to good corporate governance, which promotes the long-term interests of shareholders, strengthens Board and management accountability and helps build public trust in the Company. This section describes our governance framework, which includes the following highlights:

- All trustees attended 100% of Board meetings in 2017;
- Regular trustee performance assessments;
- Independent Audit, Compensation and Nominating and Corporate Governance Committees;
- Regular executive sessions of independent trustees;
- Risk oversight by full Board and Committees; and
- Share ownership guidelines for executive officers and trustees.

Independence

Under the listing standards of the NYSE, and pursuant to our corporate governance policies and guidelines, we are required to have a majority of “independent” trustees and a nominating and corporate governance committee, compensation committee, and audit committee, each composed solely of independent trustees. In determining trustee independence, the Board broadly considers all relevant facts and circumstances, including the rules of the NYSE. The Board considers these issues not merely from the standpoint of a trustee, but also from that of persons or organizations with which the trustee has an affiliation. An independent trustee is free of any relationship with Whitestone or its management that may impair the trustee’s ability to make independent judgments.

Our Board has affirmatively determined that six of our seven current trustees are “independent” as that term is defined by the NYSE listing standards and applicable SEC rules. These trustees are Nandita V. Berry, Donald F. Keating, Najeeb A. Khan, Paul T. Lambert, Jack L. Mahaffey, and David F. Taylor. Mr. Mastandrea is not independent because he is an employee of the Company.

Meetings and Committees of the Board of Trustees

Our Board met four times during 2017. Our independent trustees meet separately in executive sessions on a regular basis, typically during a portion of, or immediately after, each regularly scheduled meeting of our Board. Our independent trustees preside over the independent meetings on a rotational basis, rotating the chairmanship at each meeting. All of our trustees attended at least 75% of the meetings for our Board and their assigned committees during the period of 2017 in which they served as a trustee.

All of our trustees serving at the time, and five of our current trustees, attended our 2017 annual meeting of shareholders in person. We strongly encourage our trustees to attend our annual meetings, but we do not have a formal policy regarding attendance.

Our entire Board considers all major decisions concerning our business. Our Board has also established committees so that certain matters can be addressed in more depth than may be possible at a meeting of the entire Board. Our Board has established a standing Nominating and Corporate Governance Committee, Audit Committee and Compensation Committee. Our Board's committee membership is as follows, with the "X" denoting the members of the respective committee:

Name	Nominating and Corporate Governance Committee	Audit Committee	Compensation Committee
Non-Employee Trustees:			
Nandita V. Berry ⁽¹⁾		X	
Daryl J. Carter ⁽²⁾		X	
Donald F. Keating	X	Chairman	X
Najeeb A. Khan ⁽¹⁾	X		
Paul T. Lambert ⁽³⁾	X	X	Chairman
Jack L. Mahaffey ⁽⁴⁾	Chairman	X	X
David F. Taylor ⁽¹⁾	X		X
Number of Meetings in 2017	4	4	4

⁽¹⁾ Ms. Berry and Mr. Khan joined our Board in September 2017, and Mr. Taylor joined our Board in March 2017.

⁽²⁾ Mr. Carter's term ended at the 2017 annual meeting of shareholders.

⁽³⁾ Mr. Lambert served as the Chairman of the Nominating and Governance Committee through September 2017 and began serving as the Chairman of the Compensation Committee in September 2017.

⁽⁴⁾ Mr. Mahaffey served as the Chairman of the Compensation Committee through September 2017 and began serving as the Chairman of the Nominating and Corporate Governance Committee in September 2017.

Our Board has adopted a charter for each committee. The charters are available on the Corporate Governance page of our website at www.whitstonereit.com. The information contained on our website is not, and should not be considered, a part of this Proxy Statement.

Nominating and Corporate Governance Committee

The primary purposes of the Nominating and Corporate Governance Committee are:

- identifying individuals qualified to become trustees;
- recommending nominees for committees of our Board; and
- overseeing matters concerning corporate governance practices.

The committee currently consists of Donald F. Keating, Najeeb A. Khan, Paul T. Lambert, Jack L. Mahaffey and David F. Taylor, with Mr. Mahaffey serving as chairman. Each member of the committee is “independent” under the NYSE listing standards and applicable SEC rules.

The committee is responsible for identifying individuals quali