

## Risk Factors Comparison 2025-02-28 to 2024-02-28 Form: 10-K

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You should carefully consider the following risks, together with all other information in this Annual Report on Form 10-K, before you decide to retain or make an investment in our securities. These are not the only risks we face. Additional risks currently unknown or deemed immaterial could have a material adverse effect on us and our REIT qualification, which could reduce our share price and cause loss of all or part of your investment. Some items below are forward- looking statements. See “Forward- Looking Statements.”

**Risks Related to Our Business and Properties**

**Risks Relating to Portfolio Concentration**

Our properties are geographically concentrated in New York and Connecticut, and adverse state or local economic or regulatory developments could have a material adverse effect on our business, ~~results of operations, cash flow~~ and financial condition. Our commercial portfolio is comprised of properties primarily in New York City as well as in Stamford, Connecticut. As a result, our business is dependent on the New York City economy in general and the market for office, retail and multifamily space in New York City in particular, which exposes us to greater economic and regulatory risks than if we owned a more geographically diverse portfolio. These risks include business layoffs, downsizing, industry slowdowns, and relocations of businesses as well as increases in real estate and other local taxes, and regulatory compliance costs. The current federal tax limits on the deductibility of state and local taxes as well as higher individual tax rate proposals may negatively impact demographic trends in high tax states like New York and Connecticut. **The threat or occurrence of a terrorist..... of our properties to increase significantly.** We rely on three properties, in particular the Empire State Building and its Observatory, for a significant portion of our revenue. For the year ended December 31, ~~2023~~**2024**, three of our properties together accounted for approximately ~~53-55~~**. 2-5** % of our portfolio’s rental revenues, with the Empire State Building individually accounting for approximately ~~29-31~~**. 6-9** %. Our revenue and cash available for distribution would be materially and adversely affected if any of these three properties were materially damaged or a significant number of their tenants experienced financial strain leading to lease default or bankruptcy filing. Additionally, for fiscal years ended December 31, ~~2021~~**2024**, ~~2023 and 2022~~**and 2023**, we derived revenue of approximately \$ ~~41-136~~**. 5-4** million, **\$ 129. 4 million and** \$ 106. 0 million ~~and \$ 129. 4 million~~, respectively, from the Empire State Building’s Observatory operations. Loss of revenue from the Observatory has in the past and may in the future have a material adverse impact on our results of operations and financial condition. Our five largest tenants represented approximately ~~15-16~~**. 9-5** % of our total commercial portfolio’s annualized rent as of December 31, ~~2023~~**2024**. As of December 31, ~~2023~~**2024**, our five largest tenants together represented approximately ~~15-16~~**. 9-5** % of our total commercial portfolio’s annualized rent, with our largest tenant leasing an aggregate of 0. 5 million rentable square feet of office space at one of our office properties, representing approximately 5. 4 % of our total commercial portfolio rentable square feet and approximately ~~6. 2-1~~**6. 2-1** % of our total commercial portfolio annualized rent. Our significant tenants have in the past, and may in the future, experience financial strain leading to lease default or bankruptcy. In such cases, we may not recover our upfront investments in tenant improvement allowances, concessions, and transaction costs like professional fees and commissions. Upon tenant default, we may experience delays and substantial costs in enforcing our rights and protecting our investment. Our business, ~~results of operations, cash flow~~ and financial condition could be materially adversely affected if any of our significant tenants were to suffer a downturn in their business, become insolvent, default under their leases, and / or fail to renew on favorable terms or at all. The threat or occurrence of a terrorist event, particularly in New York City, may materially and adversely affect the value of our properties and our ability to generate cash flow. ~~The A terrorist event could cause insurance premiums at certain of our properties to increase significantly.~~ Additionally, the threat or occurrence of a terrorist event may cause people to relocate from New York City and Stamford, Connecticut to less populated, lower- profile areas. This could trigger a decrease in the demand, occupancy and rental rates for, and materially affect the value of, our properties and our cash flow. Such negative consequences may be even more likely in a high- profile property like the Empire State Building and its Observatory. **Additionally, a terrorist event could cause insurance premiums at certain of our properties to increase significantly.**

**Risks Relating to the Real Estate Market**

**Adverse economic and geopolitical conditions impacting the industries of our tenants** ~~A sustained shift away from in- person work environments to remote work could~~ **cause reduced demand, rental rates and occupancy for our office, multifamily, and retail space. Downturn in global, national and / or local economies that decreases prospects, demand, occupancy and rental rates for our office, multifamily and retail space can** have an adverse effect **impact** on the ~~value~~ **overall demand for** or price of our assets. **For example, the COVID- 19 pandemic impacted the entire U. S., including New York and Connecticut where our properties are located. Any future public health crisis** ~~our- or office-~~ **economic downturn could have significant impacts on how people live, work, and multifamily apartment units travel in ways that have affected and may in the future affect our properties. Such events can also cause delays, cost increases and / or cancellations of planned capital projects**. Certain remote work practices implemented in reaction to the pandemic are still in place and have shifted employers and employees away from fully in- person work environments, and a more permanent shift of this type could have an adverse effect on the overall demand for our office space. Additionally, with increased employer flexibility to work from home, current and prospective residents may be less likely to live in dense urban centers or multifamily housing like the properties we own. **These trends have impacted our results of operations since the pandemic.** If these trends continue, it could impair demand and value at our properties. ~~Adverse economic and geopolitical conditions impacting the industries of our tenants, in particular the retail industry, could cause reduced demand, rental rates and occupancy for our retail and office space.~~ As of December 31, ~~2023~~**2024**, approximately ~~18-19~~**. 2-4** % of our commercial portfolio’s annualized rent was comprised of retail tenants. In ~~recent years~~**the past**, the retail industry has faced reductions in

sales revenues and increase in bankruptcies throughout the United States, due to a **changes in consumer behavior and** shift to online shopping. This has reduced **rents and** demand for physical retail space **especially** at street level, which typically commanded the highest rental rates per square foot in office properties. **This has also reduced rents and demand for physical retail space located above or below street level. Continued reduced demand, rental rates and occupancy rates for our retail space could have a material adverse effect on our business and financial condition**. The bankruptcy or insolvency of any tenant could result in the termination of such tenant's lease and material losses to us. The occurrence of a tenant bankruptcy or insolvency has in the past, and could in the future, diminish or terminate the income we receive from that tenant. We may also be unable to re-lease a terminated or rejected space on favorable terms or at all. Additionally, a large number of our tenants (measured by number of tenants as opposed to aggregate square footage) are smaller businesses that generally do not have the financial strength of larger corporate tenants. Smaller businesses generally experience a higher rate of failure than large businesses, and their insolvency could have a material adverse effect on our business, results of operations, cash flow and financial condition. Competition may impede our ability to attract or retain tenants or re-lease space and we may be required to make rent or other concessions and / or significant capital expenditures to improve our properties in order to retain and attract tenants. The leasing of real estate in New York City and its surrounding metropolitan area is highly competitive in rental rates, location, services and property condition. We have seen increased competition from lessors in offering concessions, short term, amenities, indoor environmental quality and sustainability certifications. See Part I, ITEM 1, "Business — **Competition**" for more information. Increased competition challenges our ability to lease space and maximize our effective rents. Upon expiration of leases at our properties and with respect to our current vacant space, we may be required to make rent or other concessions to tenants, accommodate increased requests for renovations, build- to- suit remodeling and other improvements or provide additional services to our tenants. In addition, eight of our existing properties are pre- war office properties, which may require more frequent and costly maintenance to retain existing tenants or attract new tenants than newer properties. As a result, and due to the increased competition from lessors in the greater New York City area, we have made, and may have to make, significant capital or other expenditures in order to maintain the competitiveness of our properties. There can be no assurances that any such expenditure would result in higher occupancy, higher rental rates or deter existing tenants from relocating to properties owned by our competitors. If we are unable to match the competition for lack of capital or other reasons, we may fail to attract new tenants or to renew existing tenants. We may be unable to renew leases or re-lease vacant space on favorable terms or at all as leases expire. As of December 31, **2023-2024**, we had approximately **0.96** million rentable square feet of vacant space in our office and retail properties. In addition, leases representing **6.5-4%** and **6.8.42%** of the square footage of the office and retail properties in our commercial portfolio will expire in **2024 and 2025** **and 2026**, respectively. We cannot be assured that leases scheduled to expire will be renewed or that our properties will be re-leased at net effective rental rates at or above the current average. If the terms of the renewal or re-leasing are less favorable than current terms, or we fail to re-lease such spaces at all, our business, results of operations, cash flow and financial condition will be negatively affected. The short-term nature of multifamily leases exposes us more quickly to the effects of declining market rents, potentially making our revenue more volatile. Generally, our multifamily leases are for twelve months or less. If the terms of the renewal or reletting are less favorable than current terms, our business, results of operations, cash flow and financial condition will be negatively affected. Given their short-term lease structure, our multifamily rental revenues are more sensitive to market declines.

**Risks Relating to Our Properties** We face various risks related to our ground leases, including those arising from breach, expiration and eminent domain proceedings, and we have no permanent economic interest in the land or improvements at such properties. Our interests in three of our commercial office properties, 1350 Broadway, 111 West 33rd Street and 1400 Broadway, are ground leases (i. e., long-term leaseholds of the land and the improvements), rather than a fee interest in the land and the improvements. Pursuant to these ground leases, we, as tenant, perform the functions traditionally performed by owners: collect rent from our subtenants, maintain the properties and pay related expenses. We do not have a right to acquire the fee interests in these properties. The ground leases, including unilateral extension rights available to us, expire on July 31, 2050, for 1350 Broadway, December 31, 2063, for 1400 Broadway and June 10, 2077, for 111 West 33rd Street. If we are found to be in breach of any of these ground leases, the fee owner may terminate such lease, and we could lose the right to use the properties. In addition, unless we purchase the underlying fee interest in these properties or extend the terms of the ground leases on the current terms, we will lose our right to operate these properties, or continue to operate them at lower profitability. Additionally, we will not share in any increase in value of the land or improvements and will not receive any revenue from the property beyond the term of our ground leases. If the government acquires the properties under its eminent domain power, we would only be entitled to a portion of any compensation awarded. It may be more expensive for us to renew our ground leases, to the extent renewal is available at all. We are exposed to risks associated with property development. We have engaged, continue to engage, and may in the future engage in development activities with respect to our properties **(including our Metro Tower potential development site)**. See Part I, ITEM 1, "Business — **Overview**" for more information. Development subjects us to risks beyond our control, which could have a material adverse effect on our financial condition, including, without limitation, the availability and pricing of financing; availability and timing of zoning and other approvals; occupancy rates and rents; construction costs and delays, whether due to weather, labor conditions, material shortages, **tariffs** or otherwise, and timely lease-up. We will fail to recover expenses and management time already incurred if we abandon any then pending development. Significant inflation could adversely affect our business and financial results. Increased inflation has and may in the future adversely affect us by increasing costs of properties, development and renovation. In a highly inflationary environment, we may be unable to raise rental rates at or above the rate of inflation, which could reduce our profit margins. In addition, our cost of labor and materials has and may in the future **further** increase. **The** **While increases in most operating expenses at our properties can be passed on to our office and retail tenants, the** terms of some of our leases may limit our ability to charge our tenants for all or a portion of such increased expenses. Our inability to pass on such increased operating expenses may reduce cash flow available to service our debt and

make distributions. We may not be able to control our operating costs, or our expenses may remain constant or increase even if income from our properties decreases. Certain costs associated with real estate investment, such as real estate taxes, insurance and maintenance costs, generally are not reduced when a property is not fully occupied, rental rates decrease or other circumstances cause a reduction in income. The terms of our leases may also limit our ability to charge our tenants for all or a portion of these expenses. Additionally, inflation has impacted and will continue to impact property operating expenses and construction costs. We are exposed to risks from third- party property management services. While we perform property management services for the majority of our properties, we use a third- party property management company to service our multifamily properties. If such third- party property management company does not perform in accordance with our contractual agreements and desired standards, we could be exposed to ~~additional risks~~, such as costs and reputational harm. Risks Related to Our Non- Real Estate Operations The Observatory operations at the Empire State Building ~~are not traditional real estate operations, and~~ may be negatively impacted by ~~geopolitical factors~~, competition, adverse weather, and changes in tourist trends. For fiscal years ended December 31, ~~2021-2024~~, ~~2023 and 2022~~ and ~~2023~~, we derived ~~revenues~~ ~~revenue~~ of approximately \$ ~~41.136~~. ~~54~~ million, ~~\$ 129.4 million and~~ \$ 106.0 million, ~~, respectively~~, and \$ 129.4 million from our the Observatory operations. Our revenues declined significantly in 2020, 2021 and 2022, compared to 2019, as a result of the pandemic and government mandated closures and a slow ramp- up in visitor volume after reopening in July 2020, in large part due to travel restrictions. **Our visitor volume has not yet fully returned to 2019 levels. During 2020, 2021, 2022, 2023 and 2024, visitor volume was 0.5 million, 0.8 million, 2.2 million, 2.6 million, and 2.6 million, respectively, compared to 3.5 million in 2019. Our change in operations of the Observatory to focus on capacity controls to maximize the customer experience, require reservations to control overcrowding and staffing costs, and our increase of per visitor pricing may cause our future Observatory results to differ from previous Observatory results.** Any future health or other economic crises, geopolitical events (including global hostilities) or currency exchange rate fluctuations could negatively impact tourist trends and visitor demand for our Observatory, which could have a material adverse effect on our business, results of operations, cash flow and financial condition. We are also susceptible to reductions in visitor demand due to adverse weather. We compete against ~~existing other~~ observatories in New York City at the World Trade Center, Rockefeller Center, Hudson Yards, and One Vanderbilt, all of which may divert visitors and negatively impact our revenue. The broadcasting operations at the Empire State Building are not traditional real estate operations, and competition and changes in the broadcasting of signals over air may subject us to additional risks. We license the use of the Empire State Building broadcasting mast to third- party television and radio broadcasters. During the year ended December 31, ~~2023-2024~~, we derived approximately \$ ~~14.15~~. ~~72~~ million of revenue (excluding tenant reimbursement income) from such broadcasting licenses and related leases, as compared with about \$ 21 million at its peak. Competition from other broadcasting operations has had a negative impact on revenues ~~from our broadcasting operations~~, and lease renewals have yielded reduced revenue, and higher operating expenses and capital expenditures. Our broadcast licensees also face a range of competition from advances in technologies and alternative methods of content delivery in their respective industries, as well as changes in consumer behavior, which may reduce the demand for over-the-air broadcast licenses. ~~Recent government~~ **Government** regulations may materially and adversely affect our broadcast revenue by reducing the demand for broadcast licenses ~~through by~~ making more spectrum available for wireless broadband service providers. The impairment of a significant portion of goodwill could negatively affect our results of operations and financial condition. Our balance sheet included goodwill of approximately \$ 491.5 million at December 31, ~~2023-2024~~, consisting primarily of goodwill associated with our acquisition of the controlling interest in Empire State Building Company L. L. C. and 501 Seventh Avenue Associates L. L. C. On an annual basis and whenever circumstances indicate the carrying value or goodwill may be impaired, we are required to assess any such impairment and charge to operating earnings the resulting non-cash impairment. For example, during the pandemic, the closure of our Observatory caused us to perform such an assessment quarterly. See “ Financial Statements — ~~Note 4~~ Deferred Costs, Acquired Lease Intangibles and Goodwill ” in this Annual Report on Form 10- K for further information. An impairment could have a material adverse effect on our results of operations and financial condition. Risks Relating to Acquisitions and Dispositions We may be unable to identify and successfully complete acquisitions, and ~~completed~~ even if acquisitions ~~are identified and completed~~, they may expose us to additional risks. We ~~plan seek~~ to acquire new properties as we are presented with attractive opportunities, but we may face significant competition from other investors, particularly private investors who can incur more leverage. We may incur significant costs and divert management attention in connection with potential acquisitions, including ones that we are unable to complete. If we successfully identify an acquisition target and close the transaction, we may spend more than budgeted to make necessary improvements to the relevant properties and be exposed to unknown liabilities, such as environmental contamination or claims from former tenants, vendors or employees. We may acquire properties through tax deferred contribution transactions, which could result in securityholder dilution and limit our ability to sell such assets. In the future we may acquire properties through tax deferred contribution transactions in exchange for partnership interests in our operating partnership, which may result in dilution to securityholders, reduction of tax depreciation we could deduct over the tax life of the acquired properties (as compared with an acquisition paid in cash), and requirements to protect the contributors’ tax deferral through restrictions on our disposition of the acquired properties and / or maintenance and allocation of partnership debt to the contributors to maintain their tax bases. These restrictions could limit our ability to sell an asset at a time, or on terms, that would be favorable absent such restrictions. If we are unable to sell, dispose of or refinance one or more properties in the future, we may be unable to realize our investment objectives. Real estate investments are relatively difficult to sell quickly. Return of capital and realization of gains from an investment generally will occur upon disposition or refinancing. In addition, the Code imposes restrictions on the ability of a REIT to dispose of properties that are not applicable to other types of real estate companies. We may be unable to realize our investment objectives by sale, other disposition or refinancing at attractive prices within any given period of time. We may incur taxable capital gain on the disposition of assets due to the failure ~~to comply~~ ~~of use or compliance~~ with a Section 1031

~~exchange program of the Code. We~~ From time to time we may dispose of properties in transactions that are intended to qualify as “like kind exchanges” under Section 1031 of the Code. It is possible that the qualification of a transaction as a like-kind exchange could be successfully challenged and determined to be currently taxable. In such case, our taxable income and earnings and profits would increase. In some circumstances, we may be required to pay additional dividends or, in lieu of that, corporate income tax, possibly including interest and penalties. As a result, we may be required to borrow funds to pay additional dividends or taxes, and any payment of taxes could cause us to have less cash available to distribute to our shareholders. In addition, if a like-kind exchange was later ~~to be~~ determined to be taxable, we may be required to amend our tax returns for the applicable year in question, including any information reports we sent our shareholders. We could also be subject to significant indemnity obligations if the applicable property was subject to a tax protection agreement. Risks Relating to Our Indebtedness and Liquidity Our debt, the cost of our debt and limitations in our loan documents could adversely affect us. As of December 31, ~~2023~~ **2024**, we had total debt outstanding of approximately \$ ~~2.2~~ **3** billion inclusive of total mortgages of approximately \$ ~~877~~ **704.4** million ~~with no maturity before November 2024~~. See “Financial Statements — ~~—~~ Note 5 Debt” in this Annual Report on Form 10-K for further information. Our organizational documents do not limit the debt we may incur, and we may incur significant additional debt to finance future acquisition and development activities. Our current and potential levels of debt, and the limitations in our loan documents could have significant adverse consequences to our cash flow and our ability to service and refinance our debt. We may be forced to dispose of one or more of our properties, possibly on disadvantageous terms. We may default on our debt obligations, in which case the lenders may accelerate our debt obligations and foreclose on any mortgaged properties. Our default on one debt with cross-default provisions could result in a default on other debt. In addition, our revolving credit facility and related term loan bear interest at a variable rate. We may incur indebtedness in the future that also bears interest at a variable rate or may be required to refinance our debt at higher rates. If any one of these events were to occur, our results of operations, cash flow, financial condition, and ability to service debt and to make distributions could be adversely affected. Our debt includes restrictions on our financial and operational flexibility and distributions. Our debt instruments may restrict our financial and operational flexibility. For example, our lockbox and cash management agreements may require income from our properties to be deposited directly into lockbox accounts controlled by our lenders from which we receive cash after funding of defined operating and capital costs. As a result, we may be forced to borrow additional funds in order to make distributions. Additionally, many of our debt instruments contain financial covenants that impact how we run our business, including required ratios for debt-to-assets, adjusted EBITDA to consolidated fixed charges or debt service. The partnership agreement of our operating partnership may restrict our ability to pay dividends if we fail to pay the cumulative distributions on preferred units. See Part II, ITEM 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations — ~~—~~ Liquidity and Capital Resources” for more information. Mortgages expose us to foreclosure and loss of our investment in a mortgaged property. Mortgage and other secured debt increases our risk of property losses because defaults may result in foreclosure. For tax purposes, a foreclosure generally is treated as a sale of the property for a purchase price equal to the outstanding debt. If such debt exceeds our tax basis in the property, we will recognize taxable income on foreclosure, but not receive any cash. Foreclosures could also trigger our obligations under tax protection agreements with certain legacy investors to indemnify them for certain taxes upon sale of specific properties where they had embedded phantom taxable income (or the failure to maintain certain levels of indebtedness). See “Financial Statements — ~~—~~ Note 11 Related Party Transactions — ~~—~~ Tax Protection Agreements” in this Annual Report on Form 10-K for more information. High mortgage rates and / or unavailability of mortgage debt may make it difficult for us to finance or refinance properties, which could reduce the number of properties we can acquire, our net income and the amount of cash distributions ~~we can make~~. If mortgage debt is unavailable at reasonable rates, we may not be able to finance the purchase of properties. If we place mortgage debt on properties, we may be unable to refinance the properties when the loans become due at comparable terms. ~~This, which~~ may result in reduced cash flows and hinder our ability to make distributions, and to raise more capital by issuing ~~more~~ stock or by borrowing ~~more~~ money. In addition, to the extent we are unable to refinance loans, we will have fewer debt guarantee opportunities available to offer under our tax protection agreements, which could trigger our ~~related~~ indemnification obligation. Our growth depends on external sources of capital that are outside of our control. Because of the distribution requirements to maintain our status as a REIT (See Part I, ITEM 1, “Business — ~~—~~ Our Tax Status”), we may not be able to fund future capital needs, including any acquisition financing, from operating cash flow and may need to rely on third-party sources. ~~Our~~ **Additionally, our** access to third-party sources of capital depends, in part, on general economic and market conditions, including the cost and availability of credit, government action or inaction and its effect on the state of the capital markets, the market’s perception of our growth potential, as well as our then current financial condition. Absent needed capital, we may not be able to acquire or develop properties when opportunities exist, satisfy our debt obligations or make cash distributions to our securityholders necessary to maintain our qualification as a REIT. ~~Risks Related to the COVID-19 Pandemic~~ The COVID-19 pandemic had, and any future public health crisis could have, serious adverse effects on our and our tenants’ businesses, results of operations, cash flows and financial condition, and on local, national, and global economic activity. The COVID-19 pandemic impacted the entire U.S., including New York and Connecticut where our properties are located. Any future public health crisis could have significant impacts on how people live, work, and travel in ways that have affected and may in the future affect our properties. Recovery from pandemic travel impacts is not yet completed, our visitor volume at the Empire State Building Observatory has not yet fully returned, and we cannot predict when we may achieve visitor volume comparable to 2019 when approximately two-thirds of our visitors were international. During 2020, 2021, 2022 and 2023, visitor volume was 0.5 million, 0.8 million, 2.2 million and 2.6 million, respectively, compared to 3.5 million in 2019. Our change in operations of the Empire State Building Observatory to focus on capacity controls to maximize the customer experience, require reservations to control overcrowding and staffing costs, and our increase of per visitor pricing may cause our future Observatory results to differ from previous Observatory results. Amongst the impacts the COVID-19 pandemic had, and

any future public health crisis could have, is a material adverse effect on our business, results of operations, cash flows and financial condition due to, among other factors: • downturn in national and / or local economies that decreases prospects, demand, occupancy and rental rates for our office, multifamily and retail space, all with an adverse impact on the value or price of our assets; • delays, cost increases and / or cancellations of planned capital projects; • potential impairment of our ability to comply with existing debt agreements, to pay down, refinance, or extend maturing debt, and to incur new debt; • changes in the number of domestic and international tourists to our markets; • volatility and downward pressure on the market price of our Class A common stock and publicly traded partnership units, which may also reduce our access to capital and / or our equity currency for new acquisitions; and • reduction of our cash flows and our ability to pay dividends, with potential impairment of REIT qualification, and business continuity.

Risks Relating to Disaster Recovery and Business Continuity Natural disasters and physical climate risk could adversely impact our area and business. Our properties are concentrated in the New York metropolitan area. Natural disasters and physical climate risk including earthquakes, storms, storm surges, tornados, floods, extreme temperatures, and hurricanes **and rising sea levels**, could cause significant damage or limit access to our properties and the surrounding area. Physical climate risk, including rising sea levels, storm surges, and extreme temperature fluctuations, could adversely impact the coastal metropolitan areas in which we operate. These conditions could result in declining demand for our commercial and multifamily properties, compromise our ability to operate the buildings **to the requirements and parameters set forth in our leases**, make insurance less affordable or available, and increase the cost of energy and utilities at our properties. Also, certain of our properties could not be rebuilt to their existing height or size under current land use laws. In that event, we may have to upgrade such property to meet code requirements. Our disaster recovery and business continuity plans may not be adequate to address these risks. Some of our potential losses may not be covered by insurance. Our insurance may not be adequate to cover all losses to which we are subject. Business interruption insurance generally does not include coverage for damages from a pandemic. In addition, our insurance policies include substantial self- insurance and deductibles and co-payments for certain events. See Part I, ITEM 1, "Business — Insurance" for further information. If we experience a loss that is uninsured or exceeds our policy limits, we could incur significant costs and loss of capital or property. If the damaged property is subject to recourse debt, we would continue to be liable for the debt, regardless of the property condition. Our debt instruments contain customary covenants to maintain insurance, including terrorism insurance. While we do not believe it is likely, our lenders or ground lessors could take the position that a total or partial exclusion for losses due to terrorist acts is a breach that would accelerate debt repayment or recapture ground lease positions. In addition, if they were to prevail in requiring additional coverage, it could result in substantially higher premiums. In the future, we may be unable to obtain insurance with insurers that satisfy the rating requirements in our agreements, which could give rise to a default under such agreements and / or impair our ability to refinance. We may incur significant costs to comply with environmental laws, and environmental contamination may impair our ability to lease and / or sell real estate. Under various federal, state and / or local laws, ordinances and regulations, as a current or former owner or operator of real property, we may be liable for costs and damages resulting from the presence or release of hazardous substances, waste, or petroleum products at, on, in, under or from such property, including costs for investigation or remediation, natural resource damages, or third- party liability for personal injury or property damage. **These laws often impose liability. We also may be liable for the costs of remediating contamination at off- site disposal or treatment facilities when we arrange for disposal or treatment of hazardous substances at such facilities,** without regard to whether **we comply with environmental laws in doing so** the owner or operator knew of, or was responsible for, the presence or release of such materials, and the liability may be joint and several. Some of our properties have been or may be impacted by contamination arising from current or prior uses of the property or adjacent properties for commercial, industrial or other purposes. Such contamination may arise from spills of petroleum or hazardous substances or releases from tanks used to store such materials. For example, a portion of the Metro Tower site is currently used for automobile parking and was formerly leased to a fueling facility, and we have post- closing obligations related to our Westport properties sold in 2023 related to remediation of storage tank and soil contamination. See Part I, ITEM 1, "Business — Environmental Matters" for further information. **We also may be liable for the costs of remediating contamination at off- site disposal or treatment facilities when we arrange for disposal or treatment of hazardous substances at such facilities, without regard to whether we comply with environmental laws in doing so.** The presence of contamination or the failure to remediate contamination on our properties may adversely affect our ability to attract and / or retain tenants, and our ability to develop or sell or borrow against those properties. In addition to potential liability for cleanup costs, private plaintiffs may bring claims for personal injury, property damage or for similar reasons. Environmental laws also may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. Moreover, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which that property may be used or how businesses may be operated on that property. In addition, our properties are subject to various federal, state and local environmental and health and safety laws and regulations **and Noncompliance noncompliance with these laws and regulations** could subject us or our tenants to liability. These liabilities could affect a tenant's ability to make rental payments to us. Moreover, changes in laws could increase the potential costs of compliance **with such laws and regulations** or increase liability for noncompliance. **This may result in significant unanticipated expenditures.** We sometimes require our tenants to comply with environmental and health and safety laws and regulations and to indemnify us for any related liabilities in our leases with them. But in the event of the bankruptcy or inability of any of our tenants to satisfy such obligations, we may be required to satisfy such obligations. In addition, we may become subject to new compliance requirements and / or new costs or taxes associated with natural resource or energy usage and related emissions (such as a carbon tax), which could increase our operating costs. See "We may incur significant costs to comply with environmental laws, in particular New York City's Local Law 97" in this section. As the owner or operator of real property, we may also incur liability based on various building conditions. For example, environmental site assessments **and investigations** have identified asbestos or asbestos- containing material (" ACM ") in certain of our properties, and it is possible that other

properties that we currently own or operate or ~~those we acquire or operate~~ in the future contain ~~, may contain, or may have contained~~, ACM. See “ Financial Statements — ~~—~~ Note 9 Commitments and Contingencies – Asset Retirement Obligations ” in this Annual Report on Form 10- K for more information. Environmental and health and safety laws require that ACM be properly managed and maintained and may impose fines or penalties on owners, operators or employers for non- compliance with those requirements. ~~These requirements include special precautions, such as removal, abatement or air monitoring, if ACM would be disturbed during maintenance, redevelopment or demolition of a building, potentially resulting in substantial costs.~~ In addition, we may be subject to liability for personal injury or property damage sustained as a result of releases of ACM into the environment. Additionally, our **current** properties **, or properties we acquire in the future,** may contain or develop harmful mold or suffer from other indoor air quality ~~issue issues~~ **, such as inadequate ventilation and contamination, which could lead to liability for adverse health effects from our tenants, employees of our tenants or others,** or property damage or costs for remediation. Any liability or increased cost from the environmental risks mentioned in this section could materially and adversely affect our operations. We ~~acquire real estate from time to time, which carries the risk that a property we acquire may subject us to potential environmental liability as a result of the condition of the land or actions taken on the property before we acquired it. This potential environmental liability may be unknown to us at the time we acquire the property and as a result can be impossible to predict.~~ We may incur significant costs to comply with environmental laws, **in particular for example** New York City’ s Local Law 97. We may become subject to new compliance requirements and / or new costs or taxes associated with natural resource or energy or utility usage and related emissions (such as a “ carbon tax ”), which could increase our operating costs. In particular, as the owner of large **covered** commercial and multifamily buildings in New York City, we are subject to Local Law 97 passed by the New York City Council in April 2019, which for each such **covered** building establishes annual limits for greenhouse gas emissions, requires yearly **emissions compliance** reports beginning in May 2025 for ~~full~~ **calendar year 2024 performance** , and imposes penalties for emissions above such limits. While we are actively working to reduce our carbon emissions, there can be no assurance that we will be able to operate within the limits of Local Law 97, or that the costs of compliance and / or penalties will not be material. Based upon our present understanding of the law and calculations related thereto, we expect to pay no **Local Law 97** fine on any **covered** building in our ~~commercial~~ portfolio in the 2024- 2029 ~~first~~ period of enforcement. Risks Relating to Human Capital Management The departure of any of our key personnel could materially and adversely affect us. Our success depends on the efforts of key personnel, particularly Anthony E. Malkin, our Chairman and Chief Executive Officer, whose leadership and national industry reputation benefits us in many ways. He has led the acquisition, operation and repositioning of our assets for more than two decades. Other members of our senior management team also have strong industry reputations and experience, which aid us in attracting, identifying and taking advantage of opportunities. The loss of the services of one or more members of our senior management team could materially and adversely affect us. Our Chairman and Chief Executive Officer has outside business interests that take his time and attention away from us, which could materially and adversely affect us. Under his employment agreement, Mr. Malkin has agreed to (a) devote a majority of his business time and attention to our business and (b) during, and for a time after, his employment with us to refrain from competition with us. Mr. Malkin is also permitted to devote time to his other investments to the extent such activities do not materially interfere with the performance of his duties to us. He owns interests in properties and businesses, including properties and businesses that were not contributed to us in the formation transactions, some of which are now supervised by our Company. As a result, Mr. Malkin and his affiliates have had, and may in the future have, management and fiduciary obligations that could conflict with his responsibilities to our Company. For example, in February 2023 we closed on the disposition of our retail assets located at 69- 97 and 103- 107 Main Street in Westport, Connecticut, to an entity affiliated with Mr. Malkin. See “ Financial Statements — ~~—~~ Note 11 Related Party Transactions ” in this Annual Report on Form 10- K for further information. We may choose to moderate or omit enforcement of our rights under his employment agreement to maintain our relationship with him given his knowledge of our business, relationships with our customers, and significant equity ownership in us, and this could have a material adverse effect on our business. Our failure to maintain satisfactory labor relations could materially and adversely affect us. As of December 31, ~~2023~~ **2024** , we have collective bargaining agreements that cover 429 employees, or 64 % of our workforce, that service our portfolio. Our inability to negotiate acceptable renewals as existing agreements expire could result in strikes or work stoppages and disrupt our operations. In any such event for any extended period of time, we would likely engage temporary replacement workers, which would result in increased operating costs. Risks Relating to Legal Compliance, Sustainability and Cybersecurity **Failure to maintain effective internal control over financial reporting could result in loss of investor confidence and adversely impact our stock price. We are required under Section 404 of the Sarbanes- Oxley Act to maintain internal control over financial reporting that meets applicable standards. As of December 31, 2024, we remediated the material weakness that was identified in our internal control over financial reporting for the periods ended December 31, 2023 and 2022 related to the design of certain of our information technology general controls for information systems and applications used in the preparation of our financial statements. See Part II, ITEM 9A, “ Controls and Procedures — Remediation of the Material Weakness in Internal Control Over Financial Reporting ” for more information. We may not be successful in maintaining our effective internal control over financial reporting or in developing other internal controls. Any failure by us to maintain effective internal control over financial reporting could adversely affect our ability to record, process or report financial information accurately and to prepare financial statements in a timely manner, which could subject us to litigation or investigations requiring management resources and payment of legal and other expenses, negatively affect investor confidence in our financial statements and adversely impact our stock price.** We face risks associated with our tenants being designated “ Prohibited Persons ” by OFAC and similar requirements. The Office of Foreign Assets Control of the U. S. Department of the Treasury (“ OFAC ”) maintains a list of persons designated as terrorists or who are otherwise blocked or banned (“ Prohibited Persons ”) from conducting business or engaging in transactions in the U. S. and thereby restricts our doing

business with such persons. In addition, our leases, loans and other agreements may require us to comply with OFAC and related requirements, and any failure to do so may result in a breach of such agreements. If a tenant or other party with whom we conduct business is designated a Prohibited Person, we may be required to terminate the arrangement or face penalties. Any such termination could result in a loss of revenue or otherwise negatively affect our business. We may incur significant costs to comply with the ADA and similar laws. Under the Americans with Disabilities Act of 1990 (the “ADA”), all public accommodations must meet federal requirements related to access and use by disabled persons. We have incurred and could again in the future be required to incur costs to bring any non-compliant property into compliance and to make modifications to our properties upon any renovation, any of which could involve substantial costs and material adverse effect on our results of operations and financial condition. See Part I, ITEM 1, “Business — Americans with Disabilities Act” for more information. We may become subject to litigation, which could have a material adverse effect on our financial condition. In the past we have been, and in the future we may become, subject to litigation, including claims relating to our operations, offerings, and otherwise in the ordinary course of business. Some of these claims may result in significant defense costs and potentially significant judgments against us, some of which are not, or cannot be, insured against. We generally intend to defend ourselves vigorously; however, we cannot be certain of the ultimate outcomes of any claims that may arise in the future. Certain litigation or its resolution may affect the availability or cost of our insurance coverage, which could adversely impact our financial condition, expose us to increased uninsured risks, and / or adversely impact our ability to attract officers and directors. See “Financial Statements — Note 9 Commitments and Contingencies” in this Annual Report on Form 10-K. Increasing attention to sustainability matters may impact our business. Increasing ~~attention to sustainability matters, including those related to climate change, and increasing~~ societal, investor and legislative pressure on companies to address sustainability matters may result in increased costs, greater litigation risks, negative impacts on our access to capital markets, and damage to our reputation. For example, policy and other responses to climate change, such as climate and energy legislation and carbon mandates, enhanced environmental reporting requirements, increasingly stringent building and energy codes, as well as technology and market changes from the transition to a low-carbon economy has and may continue to impact our business and results of operations. In addition, ~~certain~~ organizations ~~that provide information to investors on corporate governance and related matters~~ have developed ratings processes for evaluating companies on their approach to sustainability matters, ~~including climate change and transitional and physical climate-related risks. Such such~~ ratings are used by some investors to inform their investment and voting decisions. Unfavorable sustainability ratings may lead to negative investor sentiment toward us and to the diversion of investment to other industries, which could have a negative impact on our stock price and our access to and costs of capital. We publicly announced ~~certain energy, our achievement of carbon neutrality in 2022 and our commitment to a 2030 net zero carbon emissions target for the Empire State Building and a 2035 net zero carbon emissions target for the balance of our portfolio, defined as the goal of 80 % operational emissions reduction in partnership with the grid. We have implemented numerous comprehensive sustainability-focused initiatives focused on energy, emissions, water, and waste reduction~~ **targets** along with indoor environmental quality, well-being, and healthy buildings. These ~~aspirations, targets and objectives~~ reflect our current plans and ~~aspirations~~ **goals** and are not guarantees that we will be able to achieve them. In addition, these efforts are impacted by our tenants’ willingness and ability to collaborate in reporting sustainability metrics and ~~meeting~~ **integrating measures to achieve** sustainability **performance goals**, **the ability of the New York grid to meet emissions reduction targets and timing set forth in New York State’s Climate Leadership & Community Protection Act legislation, and replacement of equipment at the end of its useful life cycle**. Our efforts to accomplish and accurately report on these goals and objectives present operational, regulatory, reputational, financial, legal, and other risks, any of which could have a material negative impact on us, including on our reputation and stock price. The standards for tracking, rating, and reporting on sustainability matters ~~are relatively new, have not been harmonized and continue to evolve rapidly at a global scale.~~ Our selection of disclosure frameworks that seek to align with various voluntary reporting standards may change from time to time and may result in a lack of comparative data from period to period. In addition, our processes and controls may not always align with evolving ~~voluntary~~ standards ~~for identifying, measuring, and reporting sustainability metrics~~, our interpretation of reporting standards may differ from those of others, and such standards may change over time, any of which could result in significant revisions to our goals or reported progress in achieving such goals. Our failure or perceived failure to pursue or fulfill our announced aspirations and targets or to satisfy various reporting standards within the timelines we announce, or at all, could have a negative impact on investor sentiment, ratings outcomes for evaluating our approach to sustainability matters, stock price, and cost of capital and expose us to government enforcement actions and private litigation, among other possible material adverse impacts. Cyberattacks and any failure to comply with related laws could negatively impact us. We rely extensively on technology, both internal and outsourced, to process transactions and manage our business, making our business increasingly at risk from cyberattacks. These threats, which continue to increase in number, intensity and sophistication, include malware, ransomware, computer viruses, phishing, unauthorized access, and other vectors used by hackers, terrorists, foreign governments, and other actors. Cyber threats and attacks on our Company have included and could in the future include internal and external attempts to gain unauthorized access to our data and computer systems to disrupt our operations or the operations of our tenants and residents, destroy property, or steal confidential information. There is no guarantee that our controls or measures to prevent or mitigate such attacks will be successful. A cyberattack could compromise the confidential information of our employees, tenants, residents, customers, and vendors, and disrupt our business operations and relationships. **A** ~~Such a~~ security breach could require us to expend significant resources to remediate ~~and any damage that result. Additionally, such a breach~~ may subject us to litigation, damages, penalties, fines, governmental investigations and enforcement actions or termination of leases. ~~These consequences could damage our reputation with tenants, residents, customers, and investors, any of which could have a material adverse effect on our business.~~ Any compromise of our security could also result in a violation of applicable privacy laws (e. g., Observatory customer data, Company employee data, or residential data at multifamily properties), ~~which~~.

**These consequences** could result in negative legal consequences as well as significant damage to our **business and** financial condition, ~~and~~ reputation, ~~business, records, and confidence of our business partners in our business relationships~~. New laws and regulations related to data privacy and security pose increasingly complex compliance challenges and costs across multiple jurisdictions, which could negatively impact our business, ~~and~~ financial condition ~~and results of operations~~. The adoption of, or changes in rent control or rent stabilization regulations and eviction regulations in our markets could have an adverse effect on our operations and property values. ~~A growing number of state and local governments have~~ **New York, where our properties are located, has** enacted and may continue to consider enacting ~~enact~~ and / or expanding ~~expand~~ rent control ~~and eviction~~ or rent stabilization regulations **(such as Good Cause Eviction)**, which have limited and could continue to limit ~~in broadening ways~~ our ability to raise rents or charge certain fees, either of which could have a retroactive effect. We continue to see increases in governments considering or being urged by advocacy groups to consider rent forgiveness, rent control or rent stabilization regulations or expand coverage of existing regulations in our markets. These regulations may also make changes to and / or expand eviction and other tenants' rights regulations that may limit our ability to enforce residents' or tenants' contractual rental obligations (such as eviction moratoriums), pursue collections or charge certain fees, **all of** which could have an adverse impact on our operations and property values. Government housing regulations may limit opportunities at the multifamily properties in which we invest, and failure to comply with resident qualification requirements **or to extend such programs upon expiration** may result in financial penalties or loss of benefits. We own, and may acquire additional equity interests in properties that benefit from governmental programs intended to provide housing to individuals with low or moderate incomes. These governmental programs typically provide mortgage insurance, favorable financing terms, tax credits or rental assistance payments to property owners. As a condition of the initial receipt and potential extensions of assistance under these programs, the properties must comply with various requirements, which typically limit rents to pre-approved amounts and impose restrictions on resident incomes. Failure to comply with these requirements and restrictions may result in financial penalties or loss of benefits. In addition, we will typically need to obtain the approval of the applicable government agency in order to acquire or dispose of a significant interest in or manage such property. We may not always receive such approval. **Upon expiration of such programs, we may choose not to seek an extension, which will result in loss of benefits and could result in negative financial impact, in particular if we cannot raise rents for such units due to other regulations related to rent control and eviction, among others**. Risks Related to Our Organization and Structure If our board revokes our REIT election or we fail to remain qualified as a REIT, we may be required to pay U. S. federal income taxes at corporate rates, which may cause adverse consequences to our securityholders. Although we believe that we will remain organized and will continue to operate so as to qualify as a REIT for U. S. federal income tax purposes, our Board may revoke our REIT election, without stockholder approval, if the Board determines that it is no longer in our best interest to continue to qualify as a REIT or we may fail to remain so qualified. Qualifications are governed by highly technical and complex provisions of the Code for which there are only limited judicial or administrative interpretations and depend on various facts and circumstances that are not entirely within our control. In addition, legislation, new regulations, administrative interpretations or court decisions may significantly change the relevant tax laws and / or the U. S. federal income tax consequences of qualifying as a REIT. If, with respect to any taxable year, we fail to maintain our qualification as a REIT and do not qualify under statutory relief provisions, we could not deduct distributions to shareholders in computing our taxable income and would have to pay U. S. federal income tax on our taxable income at regular corporate rates and thus reduce funds available for distribution and debt service, and we would not be required to make distributions until we re-qualified as a REIT which would not be permitted for the four taxable years following our disqualification, unless we gained relief under relevant statutory provisions. Refer to Part I, ITEM 1, "Business – Our Tax Status" for more information. Failure to qualify as a domestically controlled REIT could subject our non- U. S. securityholders to adverse U. S. federal income tax consequences. While we intend to continue to qualify as a "domestically controlled" REIT for purposes of the Foreign Investment in Real Property Tax Act of 1980, we cannot assure that result, as our Class A common stock is publicly traded, QIA (a non- U. S. holder) owns approximately ~~18.17~~ **45.97** % of our common stock and other non- U. S. holders may now or in the future hold additional shares. If we were to fail to qualify, **gain gains** realized by a foreign investor (other than a "qualified shareholder," a "qualified foreign pension fund" or a "qualified controlled entity") on a sale of our common stock would be subject to FIRPTA unless (a) our common stock was traded on an established securities market and the foreign investor did not at any time during a specific testing period directly or indirectly own more than 10 % of the value of our outstanding common stock, or (b) another exemption from FIRPTA were applicable. Complying with the REIT requirements may cause us to forego and / or liquidate otherwise attractive investments **or borrow funds and we may be subject to tax**. If we fail to comply with the income and asset requirements for a REIT at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain other statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. Refer to Part I, ITEM 1, "Business – Our Tax Status" for more information. In order to satisfy the gross income or asset tests applicable to REITs under the Code, we may be required to forego investments that we otherwise would make or liquidate otherwise attractive investments. ~~This could have the effect of reducing our income and amounts available for distribution. The REIT distribution requirements could require us to borrow funds during unfavorable market conditions or subject us to tax, which would reduce the cash available for distribution to our securityholders.~~ We intend to distribute our taxable net income to our securityholders in a manner intended to satisfy the REIT 90 % distribution requirement and to avoid U. S. federal income tax and the 4 % nondeductible excise tax. Refer to Part I, ITEM 1, "Business – Our Tax Status" for more information. Any failure to do so will incur substantial entity level tax and / or disqualification as a REIT with the adverse tax consequences and limits on re-qualification described above in this **"Risk Factors"** section. In addition, our taxable income may exceed our net income as determined by GAAP. As a result of the foregoing, we may generate less cash flow than taxable income in a particular year, and we may incur U. S. federal income tax and the 4 % nondeductible excise tax on that income if we do not distribute such income to securityholders in that year. In that

event, we may be required to use cash reserves, incur debt or liquidate assets at rates or times that we regard as unfavorable or make a taxable distribution of our shares in order to satisfy such REIT requirements and avoid such taxes. If our operating partnership is treated as a corporation for U. S. federal income tax purposes, we will cease to qualify as a REIT. In order for our publicly traded operating partnership to be treated and taxed as a partnership for U. S. federal income tax purposes, 90 % or more of its gross income must consist of certain passive type income such as rent, interest, dividends, etc. If our operating partnership were to fail to meet the gross income requirement for treating a publicly traded partnership as a partnership or the IRS were to successfully challenge our operating partnership's status as a partnership, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, therefore, cease to qualify as a REIT and our operating partnership would become subject to U. S. federal, state and local income tax. The payment by our operating partnership of income tax would reduce significantly the amount of cash available to our operating partnership to satisfy obligations to make principal and interest payments on its debt and to make distributions to its partners, including us. If we are unable to continue to lease the Empire State Building Observatory to a TRS or to maintain our broadcast licenses, in each case in a manner consistent with the IRS ruling that we have received, we would be required to restructure our operations in a manner that could adversely affect the value of our stock. We rely upon private letter rulings from the IRS that income from our Observatory and broadcast facilities is qualifying rent for our REIT qualification. See Part I, ITEM 1, "Business — Our Tax Status." We are entitled to rely upon these private letter rulings only to the extent that we did not misstate or omit a material fact in the ruling request and that we continue to operate in accordance with the material facts described in such request, and no assurance can be given that we will always be able to do so. If we were not able to treat the rent that our operating partnership receives from Observatory TRS as qualifying income for purposes of the REIT gross income tests, we would be required to restructure **how the manner in which** we operate the Observatory, which would likely require us to cede operating control of the Observatory by leasing the Observatory to an affiliate or third- party operator. If we were not able to treat **the our broadcast** license fees **that our operating partnership will receive from the license agreements described above** as qualifying income for purposes of the REIT gross income tests, we would be required to enter into the license agreements **described above** through a TRS, which would cause the license fees to be subject to U. S. federal income tax and accordingly reduce the amount of our cash flow available to be distributed to our securityholders. In either case, if we are not able to appropriately restructure our operations in a timely manner, we would likely realize significant income that does not qualify for the REIT gross income tests, which could cause us to fail to qualify as a REIT. Our TRSs are subject to U. S. federal, state and local income tax, there are limits on our ability to own TRSs, and a failure to comply with the limits would jeopardize our REIT qualification and may result in the application of a 100 % excise tax. A REIT may own up to 100 % of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT. A corporation of which a TRS directly or indirectly owns more than 35 % of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20 % of the value of a REIT's assets may consist of securities of one or more TRSs. TRSs are subject to U. S. federal, state and local income taxation, as applicable. The rules also impose a 100 % excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's- length basis. We have jointly elected with each of Observatory TRS and Holding TRS, for each of Observatory TRS and Holding TRS to be treated as a TRS under the Code for U. S. federal income tax purposes in 2013. Observatory TRS, Holding TRS, and any other TRSs that we form pay U. S. federal, state and local income tax on their taxable income, and their after- tax net income is available for distribution to us but is not required to be distributed to us unless necessary to maintain our REIT qualification. Although we monitor the aggregate value of the securities of such TRSs and intend to conduct our affairs so that such securities will represent less than 20 % of the value of our total assets, and such securities taken together with other non- qualifying assets will represent less than 25 % of the value of our total assets, at the end of each calendar quarter, there can be no assurance that we will be able to comply with the TRS limitations in all market conditions. Our state and local taxes could increase due to property tax rate changes, reassessment and / or changes in state and local tax laws, which could materially and adversely affect us. We are required to pay state and local taxes on our properties. **From time to time changes** **Changes** in state and local tax laws **or regulations are enacted, which** may result in an increase in our tax liability. A shortfall in tax revenues for states and municipalities in which we operate may lead to an increase in the frequency and size of such changes. In particular, the federal government has **recently** limited the ability of individuals to deduct state and local taxes on their federal tax returns, potentially leading many high- tax states to make significant changes to their own state and local tax laws. **In addition, the pandemic has left many state and local governments with reduced tax revenue, which may lead such governments to increase taxes or otherwise make significant changes to their state and local tax laws.** If such changes occur, we may be required to pay additional taxes on our assets or income. The real property taxes on our properties may increase as property tax rates change or as our properties are assessed or reassessed by taxing authorities. Therefore, the amount of property taxes we pay in the future may increase substantially from what we have paid in the past. **If the property taxes we pay increase, which would materially and adversely affect** our financial condition **could be materially and adversely affected.** U. S. federal, state and local legislative, judicial or regulatory tax changes could have a material adverse effect on our shareholders and us. **The present U. S. federal income tax treatment of REITs and their shareholders may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect the U. S. federal income tax treatment of an investment in us.** The U. S. federal income tax rules dealing with REITs are constantly under review by persons involved in the legislative process, the IRS and the U. S. Department of the Treasury, which results in statutory changes as well as frequent revisions to regulations and interpretations **which** **We cannot predict how changes in the tax laws might affect our investors or us.** Revisions in U. S. federal income tax laws and interpretations thereof could significantly and negatively affect our ability to qualify as a REIT and the tax considerations relevant to an investment in us, or could cause us to change our investments and commitments. **Our Tax consequences to holders of our operating partnership units and** tax protection agreements **triggered upon a sale or refinancing of our**

properties could limit our ability either to sell certain properties or to engage in a strategic transaction. As a result of the unrealized built-in gain attributable to a property at the time of contribution, some holders of operating partnership units, including our Chairman to reduce our level of indebtedness, which could materially and Chief Executive Officer, Anthony E. Malkin, and our Chairman Emeritus, Peter L. Malkin, may suffer different and more adversely adverse affect tax consequences than other holders of operating partnership units upon the sale or refinancing of the properties owned by us, including disproportionately greater allocations of items of taxable income and gain upon a realization event. As those holders will not receive a correspondingly greater distribution of cash proceeds, they may have different objectives regarding the appropriate pricing, timing, transaction structure and other material terms of any sale, exchange or refinancing of certain properties, or whether to sell, exchange or refinance such properties at all. As a result, the effect of certain transactions on Messrs. Malkin may influence their decisions affecting these properties and may cause such members of our senior management team to attempt to delay, defer or prevent a transaction that might otherwise be in the best interests of our other securityholders, or to structure such transactions in ways that would mitigate the above tax consequences to Messrs. Malkin. In connection with the formation transactions, we entered into a tax protection agreement with certain Malkin family members, including Anthony E. Malkin and Peter L. Malkin, pursuant to which we have agreed to indemnify the Malkin Group and one additional third-party investor in Metro Center, and in connection with our sale of a 9.9% fully diluted interest in our Company to QIA in 2016, we agreed, subject to certain minimum thresholds and conditions, to indemnify QIA, in each case, against certain tax liabilities that may arise from certain property transactions. See “Financial Statements – Note 11 Related Party Transactions – Excluded Properties and Businesses” in this Annual Report on Form 10-K for further information. If we were to trigger such tax indemnification obligations, we would be required to pay the resulting tax liability to the Malkin Group, the additional third-party investor in Metro Center and / or QIA, as applicable. These obligations may restrict our ability to engage in a strategic transaction, require us to maintain more or different debt, and / or inhibit our disposing of a property that we might judge to be otherwise be in the best interest of the securityholders. Holders of our Class B common stock have a significant vote in matters submitted to a vote of our securityholders. As part of our formation, we sought to give each contributing investor an option to hold equity interests which would allow such investor to vote on Company matters in proportion to such investor’s economic ownership in the consolidated entity, whether such investor elected taxable Class A common stock or tax-deferred operating partnership units. Thus, the original investors were offered the opportunity to contribute their interests to us in exchange for a mix of one share of Class B common stock and 49 operating partnership units for each 50 operating partnership units to which an investor was otherwise entitled. Each outstanding share of Class B common stock, when accompanied by 49 operating partnership units, entitles the holder thereof to 50 votes on all matters on which Class A common securityholders are entitled to vote, including the election of directors. Holders of our Class B common stock may have interests that differ from holders of our Class A common stock and may accordingly vote in ways that may not be consistent with the interests of holders of our Class A common stock. This significant voting influence over certain matters may have the effect of delaying, preventing or deterring a change of control of our Company, or could deprive holders of our Class A common stock of an opportunity to receive a premium for their Class A common stock as part of a sale of our Company. The concentration of our voting power may adversely affect the ability of new investors to influence our policies. As of December 31, 2023-2024, our Chairman and Chief Executive Officer, Anthony E. Malkin, together with the Malkin Group, has the right to vote 40,859,706 shares of our common stock, which represents approximately 19.3-0% of the voting power of our outstanding common stock. Consequently, Mr. Malkin has the ability to influence the outcome of matters presented to our securityholders, including the election of our board and approval of significant corporate transactions, including business combinations, consolidations and mergers and the determination of our day-to-day corporate and management policies. As of December 31, 2023-2024, QIA had a 11-10.03-90% fully diluted interest in us, which represented 18-17.45-97% of the outstanding Class A common stock. Pursuant to the terms of our stockholders agreement with QIA, QIA generally has the right (but not the obligation) to maintain its fully diluted economic interest in us by purchasing additional shares of our Class A common stock when we or our operating partnership issue additional common equity securities from time to time. While QIA has agreed to limit its voting power on all matters presented to our securityholders to no more than 9.9% of total number of votes entitled to be cast, QIA has also agreed to vote its shares in favor of the election of all director nominees recommended by our board. The interests of Mr. Malkin and QIA could conflict with or differ from your interests as a holder of our common stock, and these large securityholders may exercise their right as securityholders to restrict our ability to take certain actions that may otherwise be in the best interests of our securityholders. This concentration of voting power might also have the effect of delaying or preventing a change of control that our securityholders may view as beneficial. Tax consequences to holders of operating..... transactions from which they may personally benefit. Conflicts of interest exist or could arise in the future between the interests of our securityholders and OP unit holders. Conflicts of interest exist or could arise in the future as a result of the relationships between us and our affiliates, on the one hand, and our operating partnership or any partner thereof, on the other. For example, a potential acquisition or disposition opportunity could be opportunistic to the REIT while tax disadvantageous to certain OP holders. Our directors and officers have duties to our Company and its shareholders under applicable Maryland law in connection with their management of our Company. At the same time, we, as the general partner in our operating partnership, have fiduciary duties and obligations to our operating partnership and its limited partners under Delaware law and the partnership agreement of our operating partnership in connection with the management of our operating partnership. If there is a conflict between the interests of such stockholders and the interests of such limited partners, such operating agreement provides that our Company will fulfill its fiduciary duties as general partner to such limited partners by acting in the best interest of such stockholders. Our rights and the rights of our securityholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions not in your best interest. Our charter limits the liability of our present and former directors and officers to us and our securityholders for money damages to the maximum extent permitted under Maryland law. Under current Maryland law, our

present and former directors and officers will not have any liability to us or our securityholders for money damages other than liability resulting from (1) actual receipt of an improper benefit or profit in money, property or services or (2) active and deliberate dishonesty by the director or officer that was established by a final judgment and is material to the cause of action. Additionally, the partnership agreement of our operating partnership provides for certain limitations on liability and indemnification obligations for us and our directors and officers and certain present and former members, managers, shareholders, directors, limited partners, general partners, officers or controlling persons of our predecessor. As a result, we and our securityholders may have limited rights against all such persons, which could limit your recourse in the event of actions not in your best interest. Limits on changes in control may discourage takeover attempts beneficial to securityholders. Provisions in our **governance documents** charter and the partnership agreement of our operating partnership, may delay or prevent a change of control over the Company or a tender offer, even if such action might be beneficial to the Company's stockholders. Additionally, our board could establish a class or series of preferred stock that could, depending on the terms of such series, delay, defer or prevent a transaction or a change of control. To facilitate maintenance of the Company's qualification as a REIT and to otherwise address concerns relating to concentration of stock ownership, our charter generally prohibits any person from directly or indirectly owning more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of our capital stock or more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of our common stock. Our charter also provides that no person can directly or indirectly own shares of our capital stock to the extent such ownership would result in us owning (directly or indirectly) an interest in one of our tenants if the income derived by us from such tenant would reasonably be expected to equal or exceed the lesser of 1% of our gross income or an amount that would cause us to fail to satisfy any of the REIT gross income tests. Shares owned in violation of the ownership limit will be subject to the loss of rights to distributions and voting and other penalties. These ownership limitations could have the effect of discouraging a takeover or other transaction in which holders of our common stock might receive a premium for their shares over the then prevailing market price or which holders might believe to be otherwise in their best interests. Our board may waive, in its sole discretion, or modify the ownership limit with respect to one or more persons if it is satisfied that ownership in excess of this limit will not jeopardize the Company's status as a REIT for U. S. federal income tax purposes. For example, we have entered into such a waiver with QIA, which permits QIA to own up to 15% of the outstanding shares of our Class A common stock and an aggregate amount of Class A common stock equal to a 9.9% fully diluted economic interest in the Company (inclusive of all outstanding common OP units and LTIP units), which currently equals approximately ~~18.17~~ **45.97**% of our outstanding Class A common stock, all subject to a supplementary waiver which may adjust the foregoing limits to the extent QIA's ownership percentage increases solely as a result the Company's share buybacks. Certain provisions in the partnership agreement of our operating partnership may also delay or make more difficult unsolicited acquisitions of us or changes of our control, including, among others: redemption rights of qualifying parties; transfer restrictions on operating partnership units; our ability, as general partner, in some cases, to amend the partnership agreement and to cause the operating partnership to issue units with terms that could delay, defer or prevent a merger or other change of control of us or our operating partnership without the consent of the limited partners; the right of the limited partners to consent to transfers of the general partnership interest and mergers or other transactions involving us under specified circumstances; and a redemption premium payable to the holders of our operating partnership's preferred units if our operating partnership decides, at its option, to redeem preferred units for cash upon the occurrence of certain fundamental transactions, such as a change of control. Risks Related to our Common Stock and Traded OP Units Our cash available for distribution may not be sufficient to make distributions at expected levels, and the market price of shares of our ~~Class A~~ common stock and traded OP units could be adversely affected by our level of cash distributions. We intend to make distributions to holders ~~of shares~~ of our common stock and holders of operating partnership units. All dividends and distributions will be made at the discretion of our board and will depend on our earnings, financial condition, maintenance of REIT qualification and other factors as our board may deem relevant from time to time. If sufficient cash is not available for distribution from our operations, we may have to fund distributions from working capital or to borrow to provide funds for such distribution, or to reduce the amount of such distribution. We cannot assure you that our distributions will be made or sustained. Our failure to meet the market's expectations with regard to future earnings and cash distributions likely would adversely affect the market price of our Class A common stock and traded OP units. Changes in market conditions could adversely affect the market price of our **Common Stock and traded OP Units. The following market conditions may affect the value of our** Class A Common Stock and traded OP Units. ~~As with other publicly traded equity securities, the value of our Class A Common Stock and traded OP units depends on various market conditions, which may change from time to time. In addition to the current economic environment and future volatility in the securities and credit markets, the following market conditions may affect the value of our Class A Common Stock and traded OP units:~~ •the general reputation of REITs and the attractiveness of our equity securities in comparison to other equity securities; ~~including securities issued by other real estate-based companies;~~ •our financial performance; and •general stock market conditions **due to the economic environment or otherwise**. The market value of our common stock is based on a number of factors, including, but not limited to, the market's perception of the current and future value of our assets, our growth potential and our current and potential future earnings and distributions. The future exercise of registration rights may adversely affect the market price of our common stock. In August 2016, we entered into a registration rights agreement with QIA in connection with its purchase of our Class A common stock, which requires us, subject to certain conditions, to maintain an effective shelf registration statement with the SEC providing for the resale of QIA's shares. The current registration statement filed on July 31, 2023, registers up to 29,894,869 shares. If QIA decides to sell all or a substantial portion of its shares, or there is market perception that it may intend to do so, it could have a material adverse impact on the market price of our Class A common stock. Future issuances of debt or equity securities or preferred units may be dilutive to current securityholders and may materially adversely affect the market price of our traded securities. **We** ~~In the future, we~~ may issue debt or equity securities or make other borrowings. Our

**governance documents permit** board, without stockholder approval, has the power under our charter to cause the Company to issue additional shares of capital stock or debt securities, and **for** our operating partnership **to** may also issue additional operating partnership units, **in each case** without the consent of our securityholders. Upon liquidation, holders of our debt securities, preferred units and other loans and preferred shares **equity holders** will receive a distribution of our available assets before holders of shares of our common stock. We are not required to offer any such additional debt or equity securities to existing securityholders on a preemptive basis. Therefore, additional shares of our common stock issuances, directly or through convertible or exchangeable securities (including operating partnership units), **warrants or options**, will dilute the holdings of our existing common securityholders and such issuances or the perception of such issuances may reduce the market price of shares of our common stock. Additionally, our preferred units or shares, if issued, would likely have a preference on distribution payments, periodically or upon liquidation, which could limit our ability to make distributions to holders of shares of our common stock.