

## Risk Factors Comparison 2025-02-26 to 2024-02-27 Form: 10-K

**Legend:** New Text ~~Removed Text~~ Unchanged Text Moved Text Section

The risks and uncertainties described below are those that we deem currently to be material, and do not represent all of the risks that we face. Additional risks and uncertainties not presently known to us or that we currently do not consider material may in the future become material and impair our business operations. If any of the following risks actually occur, our business could be materially harmed, and our financial condition and results of operations could be materially and adversely affected. Our business, prospects, financial condition, or results of operations could be materially and adversely affected by the following:

**RISKS RELATED TO OUR INDUSTRY, MARKET AND CUSTOMERS** Our performance and the market value of our securities are subject to risks associated with our investments in real estate assets and with trends in the real estate industry. Our economic performance and the value of our real estate assets, and consequently the market value of the Company's securities, are subject to the risk that our properties may not generate revenues sufficient to meet our operating expenses or other obligations. A deficiency of this nature would adversely impact our financial condition, results of operations, cash flows, the quoted trading price of our securities, and our ability to satisfy our debt service obligations. A downturn in the housing market or decline in general economic conditions could adversely affect our business, financial condition, and operations. We believe that new home sales are an important indicator of future demand for our superpad sites, lots, and condominium units. Demand for new homes is sensitive to changes in economic conditions such as the level of employment, consumer confidence, consumer income, the availability of financing, and interest rate levels. The prior economic downturn severely affected both the number of homes that could be sold in our MPCs and the prices for which homebuilders could sell them. We cannot predict when another economic downturn in the housing market will occur. If there were another economic downturn in the housing market or in general economic conditions, the resulting decline in demand for new homes and condominium units would likely have a material adverse effect on our business, financial condition, and results of operations. Our condominium sales are sensitive to interest rates and the ability of consumers to obtain mortgage financing. The ability of the ultimate buyers of condominiums to finance their purchases is generally dependent on their personal savings and availability of third-party financing. Consequently, the demand for condominiums could be adversely affected by increases in interest rates (which generally rose in the period from 2022 and through 2023-2024), unavailability of mortgage financing, increasing housing costs, and unemployment levels. Levels of income and savings, including retirement savings, available to condominium purchasers can be affected by declines in the capital markets. Any significant increase in the mortgage interest rates or decrease in available credit could reduce consumer demand for housing, and result in fewer condominium sales, which may have an adverse effect on our business, financial condition, and results of operations. Purchasers may default on their obligations to purchase condominiums. We enter into contracts for the sale of condominium units that generally provide for the payment of a substantial portion of the sales price at closing when a condominium unit is ready to be delivered and occupied. A significant amount of time may pass between the execution of a contract for the purchase of a condominium unit and the closing thereof. The rate of defaults may increase from historical levels due to the personal finances of purchasers being negatively impacted as a result of changing macroeconomic and other conditions, including slow growth or recession, higher interest rates, high unemployment, inflation, and / or tighter credit. Defaults by purchasers to pay any remaining portions of the sales prices for condominium units under contract may have an adverse effect on our business, financial condition, and results of operations. Downturn in tenants' businesses may reduce our revenues and cash flows. A tenant may experience a downturn in its business, due to a variety of factors including rising inflation or supply chain issues, which may weaken its financial condition and result in its failure to make timely rental payments or result in defaults under our leases. The rate of defaults may increase from historical levels due to tenants' businesses being negatively impacted by higher interest rates. In the event of default by a tenant, we may experience delays in enforcing our rights as the landlord and may incur substantial costs in protecting our investment. HHH 2023-2024 FORM 10-K | 12 RISK FACTORS

Index to Financial Statements We may be negatively impacted by the consolidation or closing of anchor stores. Many of our mixed-~~used-~~ use properties are anchored by "big box" tenants. We could be adversely affected if these or other anchor stores were to consolidate, close, or enter into bankruptcy. Given the current economic environment for certain retailers, there is a heightened risk that an anchor store could close or enter into bankruptcy. Any losses resulting from the bankruptcy of any of our existing tenants could adversely impact our financial condition. Even if we own the anchor space, we may be unable to re-lease this area or to re-lease it on comparable terms. The loss of these revenues could adversely affect our results of operations and cash flows. Further, the temporary or permanent loss of any anchor would likely reduce customer traffic in the retail center, which could lead to decreased sales at other retail stores. Rents obtained from other tenants may be adversely impacted as a result of co-tenancy clauses in their leases. One or more of these factors could cause the retail center to fail to meet its debt service requirements. The consolidation of anchor stores may also negatively affect lease negotiations and current and future development projects. We may be unable to renew leases or re-lease available space. We cannot provide any assurance that existing leases will be renewed, available space will be re-leased, or that our rental rates will be equal to or above the current rental rates. If the average rental rates for our properties decrease, existing tenants do not renew their leases, or available space is not re-leased, our financial condition, results of operations, cash flows, and our ability to satisfy our debt service obligations at the affected properties could be adversely affected. Significant competition could have an adverse effect on our business. The nature and extent of the competition we face depend on the type of property. With respect to our MPCs, we compete with other landholders and residential and commercial property developers in the development of properties in the respective MPC regions. Numerous residential and commercial developers, some with greater financial and other resources,

compete with us in seeking resources for development and prospective purchasers and tenants. Competition from other real estate developers may adversely affect our ability to attract purchasers and sell residential and commercial real estate, sell undeveloped rural land, attract and retain experienced real estate development personnel, or obtain construction materials and labor. These competitive conditions can make it difficult to sell land at desirable prices and can adversely affect our results of operations and financial condition. There are numerous shopping facilities that compete with our operating retail properties in attracting retailers to lease space. In addition, retailers at these properties face continued competition from other retailers, including internet retailers, retailers at other regional shopping centers, outlet malls and other discount shopping centers, discount shopping clubs, and catalog companies. Competition of this type could adversely affect our results of operations and financial condition. In addition, we compete with other major real estate investors with significant capital for attractive investment and development opportunities. These competitors include REITs and private institutional investors. The concentration of our properties in certain states may make our revenues and the value of our assets vulnerable to adverse changes in local economic conditions. Many of the properties we own are located in the same or in a limited number of geographic regions, including Texas, Hawai ' i, Nevada, ~~New York~~, and Maryland. In October 2021, we announced the launch of Teravalis, a new large-scale master planned community in the West Valley of Phoenix, Arizona. Our current and future operations at the properties in these states are generally subject to significant fluctuations by various factors that are beyond our control such as the regional and local economy, which may be negatively impacted by material relocation by residents, industry slowdowns, plant closings, increased unemployment, lack of availability of consumer credit, levels of consumer debt, housing market conditions, adverse weather conditions, natural disasters, climate change and other factors, as well as the local real estate conditions, such as an oversupply of, or a reduction in demand for, retail space or retail goods and the availability and creditworthiness of current and prospective tenants. In addition, some of our properties are subject to various other factors specific to those geographic areas. For example, tourism is a major component of both the local economies in Hawai ' i and Nevada. Ward Village, which is located in Honolulu, Hawai ' i, and Summerlin, which is located in Las Vegas, Nevada, may be impacted by the local and global tourism industry. These properties are susceptible to many factors that affect travel and tourism related to Hawai ' i and Las Vegas, including cost and availability of air services and the impact of any events that disrupt air travel to and from these regions. Moreover, these properties may be affected by risks such as acts of terrorism and natural disasters, including major fires, floods, and earthquakes, as well as severe or inclement weather, which could also decrease tourism activity in Las Vegas or Hawai ' i. HHH 2023-2024 FORM 10- K | 13 Further, Summerlin is to some degree dependent on the gaming industry, which could be adversely affected by changes in consumer trends and preferences and other factors over which we have no control. The gaming industry is characterized by an increasingly high degree of competition among a large number of participants, including riverboat casinos, dockside casinos, land-based casinos, video lottery, sweepstakes, and poker machines, many of which are located outside of Las Vegas. Furthermore, competition from internet lotteries, sweepstakes, and other internet-wagering gaming services, which allow their customers to wager on a wide variety of sporting events and play Las Vegas-style casino games from home or in non-casino settings, could negatively impact the population in the Las Vegas area. Markets and the local economies surrounding our properties in Columbia, Maryland are heavily influenced by government spending and activity. A reduction of government spending in this market generally could decrease the demand for housing and retail space in this geographic region. The Woodlands, The Woodlands Hills, and Bridgeland in the Houston, Texas region depend significantly on the energy sector. Our success depends to a large extent upon the business activity, population, income levels, employment trends, and real estate activity in and around Houston, Texas. In the event that oil prices fall and remain depressed for a sustained period, demand may decrease for housing and commercial space in The Woodlands, Bridgeland, and The Woodlands Hills. Additionally, the success of Summerlin, our master planned community in Las Vegas, Nevada, and Teravalis, our new master planned community in the Phoenix, Arizona region, may be negatively impacted by changes in temperature due to climate change, increased stress on water supplies caused by climate change and population growth and other factors over which we have no control. If any or all of the factors discussed above were to occur and result in our inability to sell or lease our residential and commercial property in any of these geographic regions, it would likely have a material adverse effect on our business, financial condition, and results of operations. Our business model includes entering into joint venture arrangements with strategic partners, and our strategic partners may have different interests than us. We currently have , and intend to enter into , additional joint venture partnerships. These joint venture partners may bring local market knowledge and relationships, development experience, industry expertise, financial resources, financing capabilities, brand recognition, and credibility or other competitive advantages. In the future, we may not have sufficient resources, experience and / or skills to locate desirable partners. We also may not be able to attract partners who want to conduct business in the locations where our properties are located, and who have the assets, reputation, or other characteristics that would optimize our development opportunities. While we generally participate in making decisions for our jointly owned properties and assets, we might not always have the same objectives as the partner in relation to a particular asset, and we might not be able to formally resolve any issues that arise. In addition, actions by a partner may subject property owned by the joint venture to liabilities greater than those contemplated by the joint venture agreements, be contrary to our instructions or requests or result in adverse consequences. We cannot control the ultimate outcome of any decision made by our partners, which may be detrimental to our interests. The bankruptcy or, to a lesser extent, financial distress of any of our joint venture partners could materially and adversely affect the relevant property or properties. If this occurred, we would be precluded from taking some actions affecting the estate of the other investor without prior court approval which would, in most cases, entail prior notice to other parties and a hearing. At a minimum, the requirement to obtain court approval may delay the actions we would or might want to take. If the relevant joint venture through which we have invested in a property has incurred recourse obligations, the discharge in bankruptcy of one of the other partners might result in our ultimate liability for a greater portion of those obligations than would otherwise be required. Because real estate is illiquid, we may not be able to sell properties when in our best interest. Real estate investments

generally, and in particular large office and mixed- use properties like those that we develop and construct, often cannot be sold quickly. The capitalization rates at which properties may be sold could be higher than historic rates, thereby reducing our potential proceeds from the sale. Consequently, we may not be able to alter our portfolio promptly in response to changes in economic or other conditions. All of these factors reduce our ability to respond to changes in the performance of our investments and could adversely affect our business, financial condition, and results of operations. ~~Some of our properties are subject to potential natural or other disasters.~~ **HHH 2023-2024 FORM 10- K | 14** **Some of our properties are subject to potential natural or other disasters.** A number of our properties are located in areas ~~which~~ **that** are subject to natural or other disasters, including hurricanes, floods, earthquakes, and oil spills. We cannot predict the extent of damage that may result from such adverse weather events, which depend on a variety of factors beyond our control. Some of our properties, including Houston- area MPCs ~~and~~ **Ward Village, and the Seaport** are located in regions that could be affected by increases in sea levels, the frequency or severity of hurricanes and tropical storms, or environmental disasters, whether such events are caused by global climate changes or other factors. Additionally, adverse weather events can cause widespread property damage and significantly depress the local economies in which the Company operates and have an adverse impact on the Company’ s business, financial condition, and operations. **RISKS RELATED TO OUR BUSINESS OPERATIONS, INFRASTRUCTURE, AND INFRASTRUCTURE STRATEGIC MATTERS** Our MPC segment is highly dependent on homebuilders. We are highly dependent on our relationships with homebuilders to purchase superpad sites and lots at our MPCs. Our business will be adversely affected if homebuilders do not view our MPCs as desirable locations for homebuilding operations or due to a change in demand, our inability to achieve certain pricing arrangements, or upon an overall decline in general market conditions. Also, some homebuilders may be unwilling or unable to close on previously committed lot purchases due to our failure to meet certain conditions in our agreements or otherwise. As a result, we may sell fewer lots and in certain instances suspend any of our MPC developments. This would result in lower land sales revenues, which could have an adverse effect on our financial position and results of operations. ~~The Seaport’ s operational results are volatile, which could have an adverse effect on our financial position and results of operations. The Seaport’ s operational results are volatile. The increased volatility is largely the result of: (i) seasonality; (ii) potential sponsorship revenue; (iii) potential event revenue; and (iv) business operating risks from our various managed businesses. We own, either wholly or through joint ventures, and in some instances operate several start- up businesses in the Seaport. As a result, the revenues and expenses of these businesses directly impact the net operating income of the Seaport, which could have an adverse effect on our financial position and results of operations. This is in contrast to our other retail properties where we generally receive lease payments from unaffiliated tenants and are not necessarily impacted by the operating performance of their underlying businesses.~~ We are exposed to risks associated with the development, redevelopment, or construction of our properties. Our development, redevelopment, and construction activities expose us to risks such as: – inability to obtain construction financing for the development or redevelopment of properties – increased construction costs for a project that ~~exceeded~~ **exceed** our original estimates due to increases in materials, labor, or other costs, which could make completion of the project less profitable because market rents or condominium prices may not increase sufficiently to compensate for the increased construction costs – supply chain issues and increased difficulty **for in** workforce recruitment which may lead to construction delays and increased project development costs – claims for construction defects after a property has been developed – poor performance or nonperformance by any of our joint venture partners or other third parties on whom we rely – health and safety incidents and site accidents – easement restrictions which may impact our development costs and timing – compliance with building codes and other local regulations – the inability to secure tenants necessary to support commercial projects If any of the aforementioned risks were to occur during the development, redevelopment, or construction of our properties, it could have a substantial negative impact on the project’ s success and result in a material adverse effect on our financial condition or results of operations. Our development projects may subject us to certain liabilities. We may hire and supervise third- party contractors to provide construction, engineering, and various other services for wholly owned development projects or development projects undertaken by real estate ventures in which we hold an equity interest. Certain of these contracts are structured such that we are the principal rather than the agent. As a result, we may assume liabilities in the course of the project and be subjected to, or become liable for, claims for construction defects, negligent performance of work or other similar actions by third parties we have engaged. ~~HHH 2023 FORM 10- K | 15~~ Adverse outcomes of disputes or litigation could negatively impact our business, results of operations, and financial condition, particularly if we have not limited the extent of the damages to which we may be liable, or if our liabilities exceed the amounts of the insurance that we carry. Moreover, our tenants and condominium owners may seek to hold us accountable for the actions of contractors because of our role even if we have technically disclaimed liability as a legal matter, in which case we may determine it necessary to participate in a financial settlement for purposes of preserving the tenant or customer relationship or to protect our corporate brand. Acting as a principal may also mean that we pay a contractor before we have been reimbursed by our tenants or have received the entire purchase price of a condominium unit from the purchaser. This exposes us to additional risks of collection in the event of a bankruptcy, insolvency, or a **HHH 2024 FORM 10- K | 15** purchaser default. The reverse can occur as well, where a contractor we have paid files for bankruptcy protection or commits fraud with the funds before completing a project which we have funded in part or in full . ~~For example, we are directly paying the costs to repair certain construction defects at the Waiea condominium tower in Ward Village and will seek to recoup these costs from the general contractor and other responsible parties. We have subsequently entered into a settlement agreement with the Waiea homeowners association pursuant to which we have agreed to pay for the repair. We believe the general contractor is ultimately responsible for the defects and as such, we should be entitled to recover our repair costs from the general contractor, other responsible parties and insurance proceeds; however, we can provide no assurances that all or any portion of these costs will be recovered. Total estimated cost related to the remediation is \$ 155. 4 million, inclusive of \$ 16. 1 million of additional anticipated costs recognized in 2023.~~ Cybersecurity risks and incidents, such as a breach of the Company’ s privacy or information security systems, or those of our vendors or other third parties, could

compromise our information and expose us to liability, which would cause our business and reputation to suffer. In the ordinary course of our business, we collect and store sensitive data, including intellectual property, our proprietary business information and that of our tenants and business partners and personally identifiable information of our employees on our networks. The collection and use of personally identifiable information are governed by federal and state laws and regulations. Privacy and information security laws continue to evolve and may be inconsistent from one jurisdiction to another. Compliance with all such laws and regulations may increase our operating costs and adversely impact our ability to market our properties and services. Additionally, we rely on our information technology systems to be able to monitor and control our operations, adjust to changing market conditions and implement strategic initiatives. We own and manage some of these systems but also rely on third parties for a range of products and services. Any disruptions in or the failure of our own systems, or those managed by third parties, to operate as expected could adversely affect our ability to access and use certain applications and could, depending on the nature and magnitude of the problem, adversely affect our operating results by limiting our ability to effectively monitor and control our operations, adjust to changing market conditions, and implement strategic initiatives. The security measures that we and our vendors put in place cannot provide absolute security, and the information technology infrastructure we and our vendors use may be vulnerable to criminal cyber- attacks or data security incidents. Any such incident could compromise our networks or our vendors' networks (or the networks or systems of third parties that facilitate our business activities or our vendors' business activities), and the information we or our vendors store could be accessed, misused, publicly disclosed, corrupted, lost, or stolen, resulting in fraud, including wire fraud related to our assets, or other harm. Moreover, if a data security incident or breach affects our systems or our vendors' systems, whether through a breach of our systems or a breach of the systems of third parties, or results in the unauthorized release of personally identifiable information, our reputation and brand could be materially damaged, and we may be exposed to a risk of loss or litigation and possible liability, including, without limitation, loss related to the fact that agreements with our vendors, or our vendors' financial condition, may not allow us to recover all costs related to a cyber- breach for which they alone are responsible or for which we are jointly responsible for, which could result in a material adverse effect on our business, results of operations, and financial condition. Like many companies, we and our third party vendors have been impacted by security incidents in the past and will likely experience security incidents of varying degrees. While we do not believe these incidents have had a material impact to date, privacy and information security risks have generally increased in recent years because of the proliferation of new technologies, such as ransomware, and the increased sophistication and activities of perpetrators of cyber- attacks. The rapid evolution and increased adoption of artificial intelligence technologies may also intensify our privacy and information security risks. Further, there has been a surge in widespread cyber- attacks during and since the COVID- 19 pandemic, and the use of remote work environments and virtual platforms may increase our risk of cyber- attack or data security breaches. In light of the increased risks, we have dedicated substantial additional resources of expense, labor, and time to ~~HHH 2023 FORM 10- K | 16~~ strengthening the security of our computer systems. In the future, we may expend additional resources to continue to enhance our information security measures and / or to investigate and remediate any information security vulnerabilities. Despite these steps, there can be no assurance that we will not suffer a significant data security incident in the future, that unauthorized parties will not gain access to sensitive data stored on our systems, or that any such incident will be discovered in a timely manner. Any failure in or breach of our information security systems, those of third- party service providers, or a breach of other third- party systems that ultimately impacts our operational or information security systems as a result of cyber- attacks or information security breaches could result in a wide range of potentially serious harm to our business and results of operations. Global economic and political instability and, **geopolitical conflicts, such as the conflict between Russia and Ukraine and the more recent Israel- Hamas war changes in U. S. trade policies, including tariffs**, could adversely affect our business, financial condition, or results of operations. Our business could be adversely affected by unstable economic and political conditions within the U. S. and foreign jurisdictions and, **geopolitical conflicts, such as and changes in trade policies. For example, the ongoing conflict between Russia and Ukraine and, conflicts in the more recent Israel- Hamas war Middle East, and uncertainty regarding future trade relations between the U. S. and key trading partners could disrupt global supply chains, increase material costs, and contribute to inflationary pressures**. While we do not have any direct customer or direct supplier relationships in any of these ~~countries- regions~~, **the current military conflicts and related sanctions, export controls, cyberattacks, and disruptions to energy markets could indirectly impact our supply chain and the cost of goods necessary for construction. HHH 2024 FORM 10- K | 16** In addition, recent tariffs imposed or threatened by President Trump on imported goods, including construction materials and other critical supplies, could increase our costs and reduce availability of necessary materials. These tariffs, as well as **potential retaliatory measures** export controls or actions that may be initiated by other countries nations (e. g., **may further impact global trade** potential cyberattacks, disruption of energy flows, **exacerbate inflation** etc.) and other potential uncertainties could adversely affect our supply chain by causing shortages or increases in costs for materials necessary for construction. These conflicts have already resulted in significant volatility in oil and natural- gas prices worldwide. In addition, **and contribute to** such events could cause higher interest rates, **inflation**, or general economic uncertainty, **which** **. Such factors** could negatively impact our business partners, employees, **or and** customers, or otherwise adversely **impact affect** our business **financial condition and results of operations**. Some of our directors are involved in other businesses including real estate activities and public and / or private investments and, therefore, may have competing or conflicting interests with us. Certain of our directors have and may in the future have interests in other real estate business activities and may have control or influence over these activities or may serve as investment advisors, directors, or officers. These interests and activities, and any duties to third parties arising from such interests and activities, could divert the attention of such directors from our operations. Additionally, certain of our directors are engaged in investment and other activities in which they may learn of real estate and other related opportunities in their non- director capacities. Our Code of Business Conduct and Ethics applicable to our directors expressly provides, as permitted by Section 122 (17) of the Delaware General Corporation Law (the

DGCL), that our non-employee directors are not obligated to limit their interests or activities in their non-director capacities or to notify us of any opportunities that may arise in connection therewith, even if the opportunities are complementary to, or in competition with, our businesses. Accordingly, we have no expectation that we will be able to learn of or participate in such opportunities. If any potential business opportunity is expressly presented to a director exclusively in his or her director capacity, the director will not be permitted to pursue the opportunity, directly or indirectly through a controlled affiliate in which the director has an ownership interest, without the approval of the independent members of our board of directors. Pershing Square ~~has will have~~ the ability to influence our policies and operations and its interests may not in all cases be aligned with other stockholders. Pershing Square beneficially owns approximately 37.74% of our outstanding common stock as of ~~December 31 February 19, 2023-2025~~. Additionally, Mr. ~~William Ackman~~ **Ben Hakim**, ~~the President~~ founder and chief executive officer of Pershing Square, is ~~the chairman~~ **a member** of our board of directors. Accordingly, Pershing Square ~~has will have~~ the ability to influence our policies and operations, including the appointment of management, future issuances of our common stock or other securities, the payment of dividends, if any, on our common stock, the incurrence or modification of debt by us, amendments to our amended and restated certificate of incorporation and amended and restated bylaws and the entering into of extraordinary transactions, and its interests may not in all cases be aligned with other stockholders' interests. **Pershing Square has submitted the Pershing Square Proposals, which may be a distraction to our board of directors, management, and employees and could have a material adverse impact on our business and operations. In August 2024, Pershing Square announced its intent to evaluate the possibility of various potential alternatives with respect to its investment in the Company, including a possible transaction in which it (either alone or together with one or more potential co-investors) might acquire all or substantially all of the shares of common stock in the Company not owned by Pershing Square and its affiliates, and in connection therewith take the Company private. Following Pershing Square's August 2024 announcement, our board of directors formed a Special Committee, composed of independent directors to review any proposal by Pershing Square. Following the August 2024 announcement, Pershing Square has engaged in additional communications with the Special Committee, including, as previously disclosed, submitting on January 13, 2025, a proposal (the January 13 Pershing Square Proposal) pursuant to which Pershing Square would acquire additional shares of the Company's common stock in a merger transaction between the Company and a newly formed merger subsidiary of Pershing Square Holdco, L. P., upon the consummation of which Pershing Square would own a majority of the Company's common stock. On February 18, 2025, Pershing Square announced that it had withdrawn the January 13 Pershing Square Proposal and submitted a modified proposal (the February 18 Pershing Square Proposal) under which it would purchase from the Company \$ 900 million of the Company's Common Stock for \$ 90 per share. Pershing Square currently beneficially owns approximately 37.4% of the Company's common stock. Should the transaction contemplated by the February 18 Pershing Square Proposal be consummated, Pershing Square's beneficial ownership would increase to 48.0%. There can be no assurance that the Company will pursue this proposed transaction or any further proposed modification thereof that Pershing Square submits, or any other strategic outcome, and HHH does not intend to comment further on this matter unless and until further disclosure is determined to be appropriate or necessary. The Special Committee is currently evaluating these matters to determine the appropriate course of action and process. HHH 2024 FORM 10-K | 17 Uncertainty regarding the Pershing Square Proposals may be disruptive to our business, which could have a negative effect on our operations, financial condition or results of operations. Management and employee distraction related to Pershing Square's unsolicited interest also may adversely impact our ability to optimally conduct our business and pursue our strategic objectives. Responding to the Pershing Square Proposals, and any further proposals or activities that may follow from it, will require attention from our board of directors, management and employees, and has required, and may continue to require, us to incur additional expenses and costs.** RISKS RELATED TO THE SPINOFF AND OUR RELATIONSHIP WITH SEAPORT ENTERTAINMENT ~~The~~ **In 2024, we completed the** spinoff of Seaport Entertainment into an independent publicly traded company ~~may not be completed on the currently contemplated timeline, or at all,~~ and we may not achieve some or all of the spinoff's expected benefits. On ~~October 5~~ **July 31**, 2023-2024, we **completed the spinoff of** ~~announced our intent to form a new division, Seaport Entertainment, that is expected to include our entertainment-related assets in New York and Las Vegas, including the Seaport in Lower Manhattan and the Las Vegas Aviators Triple-A Minor League Baseball team, as well as our 25% ownership stake in Jean-Georges Restaurants and other partnerships and our 80% interest in the air rights above the Fashion Show Mall in Las Vegas. We are HHH 2023 FORM 10-K | 17 establishing Seaport Entertainment with the intent of completing its spinoff as an independent, publicly traded company.~~ **In structuring and completing** in 2024, but there can be no assurance regarding the ultimate timing of the spinoff or, **we anticipated certain benefits** that the spinoff will ultimately occur. Completion of the spinoff is subject to the satisfaction of certain conditions, including obtaining final approvals from our board of directors; the completion of the transfer of assets and liabilities to Seaport Entertainment in accordance with the separation and distribution agreement; due execution and delivery of the agreements relating to the spinoff; no order, injunction, or decree issued by any court of competent jurisdiction or other legal restraint or prohibition in effect preventing the consummation of the spinoff, the distribution, or any of the related transactions; acceptance for listing on a national stock exchange of the Seaport Entertainment shares to be distributed, subject to official notice of distribution; and no other event or development having occurred or being in existence that, in the judgment of our board of directors, in its sole discretion, makes it inadvisable to effect the spinoff. The spinoff is complex in nature, and unanticipated developments or changes, including changes in the law, macroeconomic environment, and competitive conditions of our markets, the uncertainty of the financial markets, and challenges in executing the spinoff, could delay or prevent the completion of the spinoff or cause the spinoff to occur on terms or conditions that are different or less favorable than expected. Whether or not we complete the spinoff, our ongoing business may face material challenges in connection with the spinoff, including, but not limited to:—uncertainty about the effect of the spinoff on our

employees and third parties with whom we conduct business, which may impair our ability to retain and motivate key personnel and could cause such third parties to defer or decline entering into contracts with us or seek to change existing business relationships with us—foreseen and unforeseen costs and expenses that we will incur in connection with the spinoff, including accounting, tax, legal, and other professional services costs—potential negative reactions from the financial markets if we fail to complete the spinoff in its currently intended form, within the anticipated timeframe or at all. If we do complete the spinoff, the anticipated benefits may not be achieved, may be delayed, or may be less advantageous than we anticipate for a variety of reasons, including that the actions required to separate the companies' respective businesses could disrupt each company's operations; following the spinoff, we each company may be more susceptible to market fluctuations and other adverse events than prior to if the companies were still combined; and following the spinoff the companies', and our businesses—business is will be less diversified than the combined businesses prior to the spinoff. Seaport Entertainment may fail to perform its obligations under various transaction agreements that will be executed as part of the spinoff. The separation and distribution agreement and other agreements we intend to enter entered into in connection with the spinoff. In connection with the spinoff, we entered into several agreements with Seaport Entertainment that, among other things, provide a framework for the Company's relationship with Seaport Entertainment after the spinoff, including a separation agreement, a transition services agreement, a tax matters agreement, and an employee matters agreement. These agreements, as well as the separation and distribution evidencing the spinoff, determine the allocation of assets and liabilities between us and Seaport Entertainment following the spinoff and will include any necessary various related terms and conditions, including indemnifications related to liabilities and obligations. We will rely on Seaport Entertainment after the spinoff to satisfy its performance and payment obligations under these agreements. If Seaport Entertainment is unable to satisfy these obligations, including its indemnification obligations, we could incur operational difficulties or losses that could have an adverse effect on our business, financial condition, and results of operations. After the spinoff, certain HHH executive officers and directors may have actual or potential conflicts of interest because of their equity interests in Seaport Entertainment. Because of their current or former positions with the Company, certain HHH executive officers and directors are expected to own equity interests in Seaport Entertainment. Their ownership of shares of common stock of Seaport Entertainment could create, or create the appearance of, potential conflicts of interest if we and Seaport Entertainment face decisions that could have implications for both companies after the spinoff. If the distribution fails to qualify as a distribution under Section 355 of the Internal Revenue Code of 1986, as amended (the Code), we and our shareholders could incur significant adverse tax consequences. The distribution is conditioned upon, among other things, our receipt of an opinion of Latham & Watkins LLP, tax counsel to HHH, regarding the qualification of the distribution as a distribution under Section 355 of the Code. There is no administrative or judicial authority that directly addresses facts that are substantially similar to those of the distribution, and the opinion of tax counsel is therefore not free from doubt. Moreover, the opinion of tax counsel will be based on, among other things, certain factual assumptions, representations, and undertakings from Seaport Entertainment and us, including those regarding the past and future conduct of the companies' respective businesses and other matters. If any of these factual assumptions, representations, or undertakings is incorrect or not satisfied, we may not be able to rely on the opinion, and we and our shareholders could be subject to significant adverse U. S. federal income tax consequences. In addition, the opinion of tax counsel will not be binding on the U. S. Internal Revenue Service (the IRS) or the courts, and, notwithstanding the opinion of tax counsel, the IRS could determine that the distribution does not so qualify or that the HHH 2023 FORM 10-K | 18 distribution should be taxable for other reasons, including as a result of a significant change in stock or asset ownership after the distribution. If the distribution is ultimately determined not to qualify as a distribution under Section 355 of the Code, the distribution could be treated as a taxable disposition of common shares of Seaport Entertainment by us and as a taxable dividend or capital gain to our shareholders for U. S. federal income tax purposes. In such case, we and our shareholders that are subject to U. S. federal income tax could incur significant adverse U. S. federal income tax consequences. FINANCIAL RISKS Our indebtedness and changing interest rates could adversely affect our business, prospects, financial condition, or results of operations and prevent us from fulfilling our obligations under our Senior Notes and Loan Agreements. As of December 31, 2023-2024, our total consolidated debt was approximately \$ 5. 3-1 billion of which \$ 2. 1 billion was recourse to the Company or one of its subsidiaries. In addition, as of December 31, 2023-2024, we have \$ 69-34 . 3-7 million of recourse guarantees associated with undrawn financing commitments. As of December 31, 2023-2024, our proportionate share of the debt of our unconsolidated ventures was \$ 134-175 . 9-6 million based upon our economic interest. All of this indebtedness is without recourse to the Company, with the exception of the collateral maintenance obligation for Floreo. Subject to the limits contained in the indentures governing the \$ 475-600 million Bridgeland Notes due 2026-2029, the \$ 750 million 5. 375 % senior notes due 2028, the \$ 650 million 4. 125 % senior notes due 2029, and the \$ 650 million 4. 375 % senior notes due 2031 (collectively, the Senior Notes), and any limits under our other debt agreements, we may need to incur substantial additional indebtedness from time to time, including project indebtedness for developments by our subsidiaries. If we incur additional indebtedness or experience an adverse change in interest rates, the risks related to our level of indebtedness could intensify. Specifically, an increased level of indebtedness could have important consequences, including: – making it more difficult for us to satisfy our obligations with respect to our indebtedness, including the Senior Notes and Loan Agreements – limiting our ability to obtain additional financing to fund future working capital, capital expenditures, debt service requirements, execution of our business strategy, or finance other general corporate requirements – requiring us to make non- strategic divestitures, particularly when the availability of financing in the capital markets is limited, which may adversely impact sales prices HHH 2024 FORM 10- K | 18 – requiring a substantial portion of our cash flow to be allocated to debt service payments instead of other business purposes, thereby reducing the amount of cash flow available for working capital, capital expenditures, acquisitions, dividends, and other general corporate purposes – increasing our vulnerability to general adverse economic and industry conditions, including increases in interest rates, particularly given that certain indebtedness bears interest at variable rates – limiting our ability to

capitalize on business opportunities, reinvest in and develop properties, and to react to competitive pressures and adverse changes in government regulations – placing us at a disadvantage compared to other less leveraged competitors, if any – limiting our ability, or increasing the costs, to refinance indebtedness – resulting in an event of default if we fail to satisfy our obligations under our indebtedness, which default could result in all or part of our indebtedness becoming immediately due and payable and, in the case of our secured debt, could permit the lenders to foreclose on our assets securing such debt. The indentures governing our Senior Notes, the Loan Agreements and our other debt agreements contain restrictions that may limit our ability to operate our business. The indentures governing our Senior Notes contain certain restrictions that may limit our ability to operate. In addition, the Loan Agreements contain representations and covenants customary for loan agreements of this type, including financial covenants related to maintenance of interest coverage ratios and loan- to- value ratios with respect to the certain mortgaged properties, taken as a whole. The Loan Agreements also contain customary events of default, certain of which are subject to cure periods. These restrictions limit our ability or the ability of certain of our subsidiaries to, among other things: – incur indebtedness or issue equity – create certain liens – pay dividends on, redeem, or repurchase capital stock or make other restricted payments – make investments – incur obligations that restrict the ability of our subsidiaries to make dividend or other payments to us ~~HHH 2023 FORM 10-K | 19~~ – consolidate, merge, or transfer all, or substantially all, of our assets – enter into or amend lease or other agreements or transactions without consent – substitute collateral, if applicable, due to product and geographic concentrations – enter into transactions with our affiliates – create or designate unrestricted subsidiaries. Additionally, certain of our debt agreements also contain various restrictive covenants, including minimum net worth requirements, maximum payout ratios on distributions, minimum debt yield ratios, minimum fixed charge coverage ratios, minimum interest coverage ratios and maximum leverage ratios. The restrictions under the indentures and / or other debt agreements could limit our ability to finance our future operations or capital needs, make acquisitions, or pursue available business opportunities. We may be required to take action to reduce our debt or act in a manner inconsistent with our business objectives and strategies to meet such ratios and satisfy the covenants in our debt agreements. Events beyond our control, such as changes in economic and business conditions, may affect our ability to do so. We may not be able to meet the ratios or satisfy the covenants in our debt agreements, and we cannot provide any assurance that our lenders will waive any failure to do so. A breach of any of the covenants in, or our inability to maintain the required financial ratios, under our debt agreements would likely result in a default under such debt agreements, which may accelerate the principal and interest payments of the debt and, if such debt is secured, result in the foreclosure on certain of our assets that secure such debt. A breach of any of the covenants in, or our inability to maintain the required financial ratios, under our debt agreements also would prevent us from borrowing additional money under such agreements that include revolving credit facilities. A default under any of our debt agreements could, in turn, result in defaults under other obligations and result in other creditors accelerating the payment of other obligations and foreclosing on assets securing such obligations, if any. Any such defaults could materially impair our financial condition and liquidity. In addition, if the lenders under any of our debt agreements or other obligations accelerate the maturity of those obligations, we cannot assure that we will have sufficient assets to satisfy our obligations under the notes or our other debt. We may be unable to develop and expand our properties without sufficient capital or financing. Our business objective includes the development and redevelopment of our properties, particularly those in our Strategic Developments segment, which we may be unable to do if we do not have, cannot obtain, or cannot generate sufficient capital from MPC land sales or operations, debt capital from lenders or the capital markets, or government incentives, such as tax increment financing, to proceed with planned development, redevelopment, or expansion activities. We may be unable to access or acquire financing due to the market volatility and uncertainty. We may be unable to obtain an anchor store, mortgage lender and property partner approvals that are required for any such development, **HHH 2024 FORM 10-K | 19** redevelopment, or expansion. We may abandon redevelopment or expansion activities already underway that we are unable to complete due to the inability to secure additional capital to finance such activities. This may result in charge- offs of costs previously capitalized. In addition, if redevelopment, expansion, or reinvestment projects are unsuccessful, the investment in such projects may not be recoverable, in full or in part, from future operations or sale resulting in impairment charges. The Company is dependent on the operations and funds of its subsidiaries, including The Howard Hughes Corporation. The Company has no business operations of its own, and the Company’ s only significant assets are the outstanding equity interests of its subsidiaries, including The Howard Hughes Corporation (~~HHC~~). As a result, the Company relies on cash flows from its subsidiaries, including HHC, to meet its financial obligations, including to service any debt obligations that the Company may incur from time to time in the future. Legal and contractual restrictions in agreements governing future indebtedness of any of the Company’ s subsidiaries, as well as the financial condition and future operating requirements of any such subsidiaries, in each case, including HHC, may limit such subsidiaries’ ability to distribute cash to the Company. If HHC or any of the Company’ s other subsidiaries is limited in its ability to distribute cash to the Company, or if the earnings or other available assets of the Company’ s subsidiaries are not sufficient to pay distributions or make loans to the Company in the amounts or at the times necessary for the Company to meet its financial obligations, then the Company’ s business, financial condition, cash flows, results of operations, and reputation may be materially adversely affected. We are subject to risks associated with hedging arrangements. We enter into interest rate swap agreements and other interest rate hedging contracts, including caps and cash settled forward starting swaps, to mitigate or reduce our exposure to interest rate volatility, or to satisfy lender requirements. These agreements expose us to additional risks, including a risk that counterparties of these hedging and swap agreements will not perform. There also could be significant costs and cash requirements involved to fulfill our obligations ~~HHH 2023 FORM 10-K | 20~~ under a hedging agreement. In addition, our hedging activities may not have the desired beneficial impact on interest rate exposure and have a negative impact on our business, financial condition, and results of operations. We may not realize the value of our tax assets. Certain provisions of the Internal Revenue Code could limit our ability to fully utilize certain tax assets if we were to experience a change in control. As of December 31, ~~2023~~ **2024**, we have approximately \$ ~~51~~ **802**. 7 million of federal net operating loss carryforwards. If certain change in control events were

to occur, the cash flow benefits we might otherwise have received could be decreased. Inflation has adversely affected us **in recent years**, and **may could** continue to adversely affect us **in future periods**, by increasing costs beyond what we can recover through price increases. **The In recent years, the** U. S. economy has experienced **an increase in relatively high levels of inflation recently**. Inflation can adversely affect us by increasing costs of land, materials, and labor, which we have experienced in recent years due to higher inflation rates. Although we believe that sources of supply for raw materials and components are generally adequate, it is difficult to predict what effects price increases may have in the future. In addition, significant inflation is often accompanied by higher interest rates, which have a negative impact on demand for homes in our MPCs and demand for our condominium projects, and our ability to refinance existing indebtedness on favorable terms, or at all, due to higher borrowing costs. In an inflationary environment, depending on the homebuilding industry and other economic conditions, we may be precluded from raising land prices enough to keep up with the rate of inflation, which could significantly reduce our profit margins. In recent years we have been experiencing increases in the prices of labor and materials above the general inflation rate. Our inability to offset increasing costs due to inflation through price increases to customers could have a material adverse effect on our results of operations, financial conditions, and cash flows. Some potential losses are not insured. We carry comprehensive liability, fire, flood, earthquake, terrorism, extended coverage, and rental loss insurance on all of our properties. We believe the policy specifications and insured limits of these policies are adequate and appropriate. There are some types of losses, including lease and other contract claims, which generally are not insured. If an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital invested in a property, as well as the anticipated future revenue from the property. If this happens, we might remain obligated for any mortgage debt or other financial obligations related to the property. **HHH 2024 FORM 10- K | 20**

**REGULATORY, LEGAL AND ENVIRONMENTAL RISKS** Our development, construction, and sale of condominiums are subject to state regulations and may be subject to claims from the condominium owner's association at each project. A portion of our business is dedicated to the development and sale of condominiums. Condominiums are generally regulated by an agency of the state in which they are located or where the condominiums are marketed to be sold. In connection with our development and offering of condominium units for sale, we must submit regulatory filings to various state agencies and engage in an entitlement process by which real property owned under one title is converted into individual units. Responses or comments on our condominium filings may delay our ability to sell condominiums in certain states and other jurisdictions in a timely manner, or at all. Further, we will be required to transfer control of a condominium association's board of directors once we trigger one of several statutory thresholds, with the most likely triggers being tied to the sale of not less than a majority of units to third-party owners. Transfer of control can result in claims with respect to deficiencies in operating funds and reserves, construction defects, and other condominium-related matters by the condominium association and / or third-party condominium unit owners. Any material claims in these areas could negatively affect our reputation in condominium development and ultimately have a material adverse effect on our business, financial condition, and results of operations. Development of properties entails a lengthy, uncertain and costly entitlement process. Approval to develop real property sometimes requires political support and generally entails an extensive entitlement process involving multiple and overlapping regulatory jurisdictions and often requires discretionary action by local governments. Real estate projects must generally comply with local land development regulations and may need to comply with state and federal regulations. We incur substantial costs to comply with legal and regulatory requirements. An increase in legal and regulatory requirements may cause us to incur substantial additional costs, or in some cases cause us to determine that the property is not feasible for development. In addition, our competitors and local residents may **HHH 2023 FORM 10- K | 21** challenge our efforts to obtain entitlements and permits for the development of properties. The process to comply with these regulations is usually lengthy and costly, may not result in the approvals we seek and can be expected to materially affect our development activities. Government regulations and legal challenges may delay the start or completion of the development of our communities, increase our expenses, or limit our homebuilding or other activities. Various local, state, and federal statutes, ordinances, rules, and regulations concerning building, health and safety, site and building design, environment, zoning, sales, and similar matters apply to and / or affect the real estate development industry. In addition, our ability to obtain or renew permits or approvals and the continued effectiveness of permits already granted or approvals already obtained depends on factors beyond our control, such as changes in federal, state, and local policies, rules, and regulations, and their interpretations and application. Municipalities may restrict or place **moratoriums moratoria** on the availability of utilities, such as water and sewer taps. If municipalities in which we operate take such actions, **it they** could have an adverse effect on our business by causing delays, increasing our costs, or limiting our ability to operate in those municipalities. These measures may reduce our ability to open new MPCs and to build and sell other real estate development projects in the affected markets, including with respect to land we may already own, and create additional costs and **administration administrative** requirements, which in turn may harm our future sales, margins, and earnings. Governmental regulation affects not only construction activities but also sales activities, mortgage lending activities, and other dealings with consumers. Further, government agencies routinely initiate audits, reviews, or investigations of our business practices to ensure compliance with applicable laws and regulations, which can cause us to incur costs or create other disruptions in our business that can be significant. Further, we may experience delays and increased expenses as a result of legal challenges to our proposed communities, whether brought by governmental authorities or private parties. We may be subject to increased compliance costs to comply with new and contemplated government regulations relating to energy standards and climate change. A variety of legislation is being enacted, or considered for enactment, at the federal, state, and local levels relating to energy and climate change. This legislation relates to items such as carbon dioxide emissions control and building codes that impose energy efficiency standards. New building code requirements that impose stricter energy efficiency standards could significantly increase our cost to construct buildings. Such environmental laws may affect, for example, how we manage storm water runoff, wastewater discharges, and dust; how we develop or operate on properties on or affecting **HHH 2024 FORM 10- K | 21** resources such as wetlands, endangered species, cultural resources, or areas subject to preservation laws; and

how we address contamination. As climate change concerns continue to grow, legislation and regulations of this nature are expected to continue and to make compliance more costly. In addition, it is possible that some form of expanded energy efficiency legislation may be passed by the U. S. Congress or federal agencies and certain state legislatures, which may, despite being phased in over time, significantly increase our costs of building MPCs and the sale price to our buyers and adversely affect our sales volumes. We may be required to apply for additional approvals or modify our existing approvals because of changes in local circumstances or applicable law. Energy- related initiatives affect a wide variety of companies throughout the U. S. and the world. Because our operations are heavily dependent on significant amounts of raw materials, such as lumber, steel, and concrete, energy- related initiatives could have an indirect adverse impact on our operations and profitability to the extent the manufacturers and suppliers of our materials are burdened with expensive cap and trade and similar energy- related taxes and regulations. Noncompliance with environmental laws could result in fines and penalties, obligations to remediate, permit revocations, and other sanctions. We may be subject to potential costs to comply with environmental laws. Future development opportunities may require additional capital and other expenditures to comply with laws and regulations relating to the protection of the environment. Under various federal, state, or local laws, ordinances, and regulations, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property and may be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean- up costs incurred by the parties in connection with the contamination. These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of the hazardous or toxic substances. The presence of contamination or the failure to remediate contamination may adversely affect the owner' s ability to sell or lease real estate or to borrow using the real estate as collateral. Other federal, state, and local laws, ordinances, and regulations require abatement or removal of asbestos- containing materials in the event of demolition or certain renovations or remodeling, the cost of which may be substantial for certain redevelopments, and also govern emissions of and exposure to asbestos fibers in the air. Federal ~~HHH 2023 FORM 10- K | 22~~ and state laws also regulate the operation and removal of underground storage tanks. In connection with our ownership, operation, and management of certain properties, we could be held liable for the costs of remedial action with respect to these regulated substances or tanks or related claims. We cannot predict with any certainty the magnitude of any expenditures relating to ~~the~~ environmental compliance or the long- range effect, if any, on our operations. Compliance with such laws has not had a material adverse effect on our operating results or competitive position in the past but could have such an effect on our operating results and competitive position in the future. Compliance with the Americans with Disabilities Act may be a significant cost for us. The Americans with Disabilities Act of 1990, as amended (ADA), requires that all public accommodations and commercial facilities, including office buildings, meet certain federal requirements related to access and use by disabled persons. Other federal, state, and local laws may require modifications to or restrict further renovations of our properties with respect to such accesses. Noncompliance with the ADA or similar or related laws or regulations could result in the U. S. government imposing fines or private litigants being awarded damages against us. Such costs may adversely affect our business, financial condition, and results of operations. Catastrophic events, including climate change, may adversely affect our business. As a result of climate change, we may experience extreme weather and changes in precipitation and temperature, all of which may result in physical damage or a decrease in demand for our properties located in the areas affected by these conditions. Should the impact of climate change be material in nature or occur for lengthy periods of time, our financial condition or results of operations would be adversely affected. In addition, many state and local governments are adopting or considering adopting regulations requiring that property owners and developers include in their development or redevelopment plans resiliency measures to address climate- change related risks. We may be required to incur substantial costs if such regulations apply to any of our properties. Additionally, COVID- 19 disrupted our business and a resurgence of it, or another pandemic, could have a material adverse effect on our business, financial performance and condition, operating results, and cash flows , and could materially adversely impact and cause disruption to, our business, financial performance and condition, operating results, and cash flows. **HHH 2024 FORM 10- K | 22** Water and electricity shortages could have an adverse effect on our business, financial condition, and results of operations. Drought conditions and increased temperatures in the Phoenix, Arizona and Las Vegas, Nevada, regions could cause our master planned communities in these regions to experience water and electricity shortages. The lack or reduced availability of electricity or water in these regions may make it more difficult or expensive for us to obtain approvals for new developments and could limit, impair or delay our ability to develop or sell, or increase the cost of developing, our land in these master planned communities. Tax increases and changes in tax rules may adversely affect our financial results. As a company conducting business with physical operations throughout North America, we are exposed, both directly and indirectly, to the effects of changes in U. S., state, and local tax rules. Taxes for financial reporting purposes and cash tax liabilities in the future may be adversely affected by changes in such tax rules.

~~GENERAL RISKS The Company may not obtain the anticipated benefits of the holding company structure. The anticipated benefits of the holding company structure may not be obtained by the Company if circumstances prevent the Company from taking advantage of the strategic and business opportunities that it expects the structure may afford it. As a result, the Company may incur costs associated with the holding company structure without realizing the anticipated benefits, which could adversely affect the Company' s business, financial condition, cash flows, and results of operations. HHH 2023 FORM 10- K | 23~~ Loss of key personnel could adversely affect our business and operations. We depend on the efforts of key executive personnel. The loss of the services of any key executive personnel could adversely affect our business and operations. While we believe we have proper succession planning and are confident we could attract and train new personnel if necessary, this could impose additional costs and hinder our business strategy. Possible terrorist activity or other acts of violence could adversely affect our financial condition and results of operations. Future terrorist attacks in the U. S. or other acts of violence may result in declining economic activity, which could harm the demand for goods and services offered by tenants and the value of our properties and might adversely affect the value of an investment in our securities. Such a resulting decrease in retail demand could make it

difficult to renew or re- lease properties at lease rates equal to or above historical rates. Terrorist activities or violence also could directly affect the value of our properties, including a high- profile property such as the Seaport, through damage, destruction or loss, and the availability of insurance for such acts, or of insurance generally, might be lower or cost more, which could increase our operating expenses and adversely affect our financial condition and results of operations. To the extent that tenants are affected by future attacks, their businesses similarly could be adversely affected, including their ability to continue to meet obligations under their existing leases. Any one of these events might decrease demand for real estate, decrease or delay the occupancy of new or redeveloped properties, and limit access to capital or increase the cost of capital. Our stock price may continue to be volatile. The trading price of our common stock is likely to continue to be volatile due to the stock market' s routine periods of large or extreme volatility. This volatility often has been unrelated or disproportionate to the operating performance of particular companies, including ours. Factors that affect our trading price may include the following: – results of operations that vary from the expectations of securities analysts and investors, including our ability to finance and achieve operational success at the Seaport project **anticipated benefits of the spinoff** – changes in expectations as to our future financial performance, including financial estimates and investment recommendations by securities analysts and investors – announcements by us or our competitors of new significant real- estate developments, acquisitions, joint ventures, other strategic relationships or actions, capital commitments, or responses to these events – changes in general economic or market conditions, including increases in interest rates, or trends in our industry or markets – future sales of our common stock or other securities – guidance, if any, that we provide to the public, any changes in this guidance, or our failure to meet this guidance – the development and sustainability of an active trading market for our stock – changes in accounting principles – events or factors resulting from natural disasters, war, acts of terrorism, or responses to these events These broad market and industry fluctuations may adversely affect the market price of our common stock, regardless of our actual operating performance. In addition, price volatility may be greater if the public float and trading volume of our common stock is low. In the past, following periods of market volatility, stockholders have instituted securities class action litigation. If we were involved in securities litigation, it could have a substantial cost and divert resources and the attention of executive management from our business regardless of the outcome of such litigation. **HHH 2024 FORM 10- K | 23 The Company may not obtain the anticipated benefits of the holding company structure. If circumstances prevent the Company from taking advantage of the strategic and business opportunities that it expects to realize from the holding company structure, the Company would nevertheless bear the costs incurred in connection with the holding company structure, which could adversely affect the Company' s business, financial condition, cash flows, and results of operations.** Anti- takeover provisions in our certificate of incorporation, our by- laws, Delaware law, stockholder' s rights agreement and certain other agreements may prevent or delay an acquisition of us, which could decrease the trading price of our common stock. Our certificate of incorporation and bylaws contain the following limitations: – the inability of our stockholders to act by written consent – restrictions on the ability of stockholders to call a special meeting without 15 % or more of the voting power of the issued and outstanding shares entitled to vote generally in the election of our directors – rules regarding stockholder proposals and director nominations – the right of our board of directors to issue preferred stock without stockholder approval – a requirement that, to the fullest extent permitted by law, certain proceedings against or involving us or our directors or officers be brought exclusively in the Court of Chancery in the State of Delaware – that certain provisions may be amended only by the affirmative vote of at least 66 2 / 3 % of the shares of common stock entitled to vote generally in the election of directors ~~HHH 2023 FORM 10- K | 24~~ In addition, we are a Delaware corporation, and Section 203 of the DGCL applies to us. In general, Section 203 prevents an interested stockholder from engaging in certain business combinations with us for three years following the date that person becomes an interested stockholder subject to certain exceptions. The statute generally defines an interested stockholder as any person that is the owner of 15 % or more of the outstanding voting stock or is our affiliate or associate and was the owner of 15 % or more of outstanding voting stock at any time within the three- year period immediately before the date of determination. We have granted a waiver of the applicability of the provisions of Section 203 of the DGCL to Pershing Square Capital Management, L. P., PS Management GP, LLC and William A. Ackman (together, Pershing Square) such that Pershing Square may increase its position in our common stock up to 40 % of the outstanding shares without being subject to Section 203' s restrictions on business combinations. As such, Pershing Square, through its ability to accumulate more common stock than would otherwise be permitted under Section 203, has the ability to become a large holder that would be able to affect matters requiring approval by Company stockholders, including the election of directors and approval of mergers or other business combination transactions. The Board' s Corporate Governance Guidelines reflect that it will grant to any stockholder a waiver of the applicability of Section 203 of the DGCL to the acquisition of up to 40 % of the Company' s outstanding voting stock upon the request of such stockholder, subject to the Board' s fiduciary duties and applicable law. These anti- takeover provisions could make it more difficult for a third party to acquire us, even if the third- party' s offer may be considered beneficial by many of our stockholders. As a result, our stockholders may be limited in their ability to obtain a premium for their shares. These provisions could limit the price that investors might be willing to pay in the future for shares of our common stock.