

Risk Factors Comparison 2025-03-03 to 2024-02-29 Form: 10-K

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

Adverse U. S. and global market, economic and political conditions, health crises and other events beyond our control could have a material adverse effect on our business, results of operations, and financial condition. ~~Another economic~~ **Economic** or financial ~~crisis~~ **crises**, significant concerns over energy costs and inflation, ~~rising~~ **elevated** interest rates, geopolitical issues (including as a result of the armed conflict between Russia and Ukraine, ~~and~~ recent escalation in the conflict between the State of Israel and Hamas, and ~~potentially~~ other **potential conflicts amongst** countries in the Middle East and North Africa), the availability and cost of credit, or a declining real estate market in the U. S. or abroad ~~can have in the past, and may in the future~~, contribute to increased volatility, diminished expectations for the economy and the markets, shortage of available healthcare workers and related increased labor costs, and high levels of unemployment by historical standards. As was the case from 2008 through 2010, as well as most of 2022 and 2023, these factors, combined with volatile oil prices and fluctuating business and consumer confidence, can precipitate an economic decline. Adverse U. S. and global market, economic and political conditions, including dislocations and volatility in the credit markets, ~~rising~~ **elevated levels of** inflation and interest rates, and general global economic uncertainty, could have a material adverse effect on our business, results of operations, and financial condition as a result of the following potential consequences, among others: • reduced values of our properties may limit our ability to dispose of assets at attractive prices, or at all, or to obtain debt financing secured by our properties and may reduce the availability of unsecured loans; and • our ability to obtain financing on terms and conditions that we find acceptable, or at all, may be limited, which could reduce our ability to pursue acquisition and redevelopment opportunities, refinance existing debt, reduce our returns from our acquisition and redevelopment activities, reduce our ability to sell properties or tenant properties at favorable terms, and increase our future interest expense. Public health crises, pandemics and epidemics, such as those caused by ~~new strains of~~ viruses such as H5N1 (avian flu), severe acute respiratory syndrome (SARS) and ~~most recently~~, COVID- 19, could adversely impact our and our tenants' business by disrupting supply chains and transactional activities, creating labor shortages, and negatively impacting local, national, or global economies. Our revenues are dependent upon our relationships with and success of our tenants, particularly our largest tenants, like ~~Steward~~, Circle, Priority, **Prospect HSA**, ~~and~~ Lifepoint Behavioral, **and Swiss Medical**. Our tenants' financial performance and resulting ability to satisfy their lease and loan obligations to us are material to our financial results and our ability to service our debt and make distributions to our stockholders. **We have no operational control over the business of our tenants and associated health systems**. Our tenants experience operational challenges from time- to- time, and this can be even more of a risk for those tenants that grow (or have grown) via acquisitions in a short time frame, like ~~Steward~~, Circle, and others. Such operational challenges can result in our tenants and operators having to write- off uncollectible accounts receivable, incurring higher expenses, or even undergoing insolvency in certain cases. For example, we recorded approximately \$ ~~700~~ **1.6 million billion** of **real estate and other** impairment charges related to ~~Steward in the 2023~~ **2024** fourth quarter due to ~~ongoing~~ operational and liquidity challenges. For more information, including reserves and impairment charges, see Note 3 (~~Operational and Liquidity Challenges~~) to Item 8 of this Annual Report on Form 10- K. We are dependent upon the ability of our tenants to make rent and loan payments to us, and any failure to meet these obligations could have a material adverse effect on our financial condition and results of operations. As of December 31, ~~2023~~ **2024**, our largest tenants – ~~Steward~~, Circle, Priority, **Prospect HSA**, ~~and~~ Lifepoint Behavioral, **and Swiss Medical** – represented ~~19-14~~ **2** %, ~~11-8~~ **6** %, **8.3** %, ~~5.7~~ **6** %, ~~6.0~~ **4** %, and ~~4.5~~ **4.1** %, respectively, of our total assets. We rely on our tenants to provide us with accurate financial and other information under the terms of our leases or in the ordinary course of business relationship, which we, in turn, use for making business decisions, assessing risk and calculating and reporting tenant coverage and other data. Because most of our tenants are private companies, the financial information they provide us with might not be audited. If the financial or other information provided to us by our tenants is not accurate, our reported tenant coverage and other data, which is based on such tenant- provided information might prevent us from making a timely or accurate business decision or adequately assessing risk in connection with a tenant, which could adversely impact our financial condition, results of operations, stock price, and reputation. In addition, our tenants operate in the healthcare industry, which is highly regulated by U. S. federal, state, and local laws along with laws in Europe and South America and changes in regulations may temporarily impact our tenants' operations until they are able to make the appropriate adjustments to their business. Any adverse result to our tenants (particularly ~~Steward~~, Circle, Priority, **Prospect HSA**, ~~and~~ Lifepoint Behavioral, **and Swiss Medical**) in regulatory proceedings or financial or operational setbacks may have a material adverse effect on the relevant tenant' s operations and on its ability to make required lease and loan payments to us. We have made investments in certain operators of our healthcare facilities and the cash flows (and related returns) from these investments are subject to more volatility than our properties with the traditional net leasing structure. At December 31, ~~2023~~ **2024**, we have approximately \$ ~~1~~ **0.84** billion of investments in unconsolidated operating entities, ~~including \$0.4 billion of investments in Steward~~, our ~~or largest tenant~~ **3 % of our total assets**. These investments include loans but also equity investments that generate returns dependent upon the operator' s performance. As a result, the cash flow and returns from these investments may be more volatile than that of our traditional triple- net leasing structure. As disclosed elsewhere in this Annual Report, ~~Steward has been experiencing~~ operational challenges **for certain operators have in the past**, which could ~~and may in the future~~, impact our ability to recover our investments, in part or at all, and therefore could have a material adverse impact on our financial condition, results of operations, stock price, and ability to make distributions to our stockholders. See the risk factor titled “ Our revenues are dependent upon our relationships with and success of our tenants, particularly our largest tenants, like ~~Steward~~, Circle,

Priory, **Prospect HSA**, and Lifesteep Behavioral, **and Swiss Medical**” and Item 7 of this Annual Report on Form 10-K. The bankruptcy or insolvency of our tenants or investees could harm our operating results and financial condition. Any bankruptcy filings— **filing** by one of our tenants (such as **Steward in 2024 and Prospect in 2025**) could harm our operating results and financial condition. A bankruptcy filing could bar us from collecting pre- bankruptcy debts from that tenant or their property, unless we receive an order permitting us to do so from the bankruptcy court. A tenant bankruptcy can be expected to delay our efforts to collect past due balances under our leases and loans, and could ultimately preclude collection of these sums. If a lease is assumed by a tenant in bankruptcy (~~like it was—~~ **as** in the case of Pipeline Health System, LLC (“ Pipeline”) in 2022), we expect that all pre- bankruptcy balances due under the lease would be paid to us in full. However, if **we are required to seek one or more replacement operators for our facilities, this may result in delays and increase costs as transferring operations of healthcare facilities is highly regulated.** If a lease is rejected by a tenant in bankruptcy, we ~~would—~~ **could** have only a ~~general unsecured—~~ **secured** claim for damages. Any secured claims we have against our tenants may only be paid to the extent of the value of the collateral, which may not cover any or all of our losses. Any unsecured claim (such as our equity interests in our tenants) we hold against a bankrupt entity may be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. We may recover none or substantially less than the full value of any unsecured claims, which would harm our financial condition. **In addition, any bankruptcy filing by one of our tenants may require a disproportionate amount of our management’s attention and result in increased professional fees that may not be recovered. In regard to the Steward bankruptcy, a global settlement was reached by all parties in September 2024, and we have begun the process of re- tenating many of the properties. However, certain of the operators who have taken control over the former Steward- operated facilities are receiving transitional services from Steward. If Steward is unable to continue providing these services, these operators would be required to find alternative arrangements. These operators may be unable to find alternative arrangements on similar terms or within their anticipated timelines, which could impact their ability to pay rents due to us or service any loans that have been extended by us. Declines in the fair value of our assets may force us to recognize impairment charges, which could adversely impact our financial condition, liquidity and results of operations. We periodically evaluate our investments for impairment under generally accepted accounting principles (“ GAAP ”) in the U. S. based on factors such as market conditions, tenant performance and investment structure. If we determine that an impairment has occurred, we are required to make a downward adjustment to the net carrying value of the property. For example, the early termination of, or default under, a lease by a tenant or operator may lead to an impairment charge with respect to the relevant asset. During the year ended December 31, 2024, we incurred approximately \$ 2 billion of aggregate impairment charges relating to our investments in Steward and Prospect. For more information, including reserves and impairment charges, see Note 3 to Item 8 of this Annual Report on Form 10- K. Impairment charges also indicate a potential permanent adverse change in the fundamental operating characteristics of the impaired asset. There is no assurance that adverse impairment charges will be reversed in the future and the decline in the impaired asset’s value could be permanent. There can be no assurance that we will not take additional charges in the future. Any future impairment could have a material adverse effect on our financial condition, liquidity, results of operations and the market price of our common stock .** It may be costly to replace defaulting tenants and we may not find suitable replacements on suitable terms. Failure on the part of a tenant to comply materially with the terms of a lease could give us the right to terminate the lease, repossess the facility, cross default certain other leases and loans with that tenant, and enforce the payment obligations under the lease. The process of terminating a lease with a defaulting tenant and repossessing the applicable facility may be costly and require a disproportionate amount of management’s attention. In addition, defaulting tenants may initiate litigation in connection with a lease termination or repossession against us. If a tenant- operator defaults and we choose to terminate the lease, we would then be required to find another tenant- operator or to sell the facility. The transfer of healthcare facilities is highly regulated, which may result in delays and increased costs in locating a suitable replacement tenant. The lease of these properties to non- healthcare operators may be difficult due to the added cost and time of refitting the properties. If we are unable to re- let the properties, we may be forced to sell the properties at a loss. There can be no assurance that we would be able to find another tenant in a timely fashion, or at all, or that, if another tenant were found, we would be able to enter into a new lease on favorable terms. Defaults by our tenants under our leases may adversely affect our results of operations, financial condition, and our ability to service our debt and make distributions to our stockholders. Defaults by our significant tenants under master leases (like ~~Steward, Circle, Priory, Prospect HSA~~ **and Lifesteep Behavioral, and Swiss Medical**) would have an even more pronounced negative impact ~~—For recent developments in our relationship with Steward, see the risk factor titled “Our revenues are dependent upon our relationships with and success of our tenants, particularly our largest tenants, like Steward, Circle, Priory, Prospect, and Lifesteep Behavioral” and Item 7 of this Annual Report on Form 10- K.~~ It may be costly to find new tenants when lease terms end, and we may not be able to replace such tenants with suitable replacements on suitable terms. Failure on the part of a tenant to renew or extend the lease at the end of its fixed term could result in us having to search for, negotiate with, and execute new lease agreements. The process of finding and negotiating with a new tenant, along with costs (such as maintenance, property taxes, utilities, ground lease expenses, etc.) that we will incur while the facility is untenanted, may be costly and require a disproportionate amount of our management’s attention. There can be no assurance that we would be able to find another tenant in a timely fashion, or at all, or that, if another tenant were found, we would be able to enter into a new lease on favorable terms. If we are unable to re- let the properties to healthcare operators, we may be forced to sell the properties at a loss due to the repositioning expenses likely to be incurred by non- healthcare purchasers. Alternatively, we may be required to spend substantial amounts to adapt the facility to other uses. Thus, the non- renewal or extension of leases may adversely affect our results of operations, financial condition, and our ability to service our debt and make distributions to our stockholders. This risk is even greater for those properties under master leases (like ~~Steward, Circle, and Prospect~~) because

several properties have the same lease ending dates. See Item 2 for our lease and loan maturity schedule. We have experienced rapid growth over the years, from adding new tenants to expanding our global footprint, and our failure to effectively manage our growth may adversely impact our financial condition and cash flows, which could negatively affect our ability to service our debt and make distributions. In past years, we have experienced growth through investments in healthcare properties and expansion into nine countries and three continents. We continually evaluate property acquisition and development opportunities as they arise. There is no assurance that we will be able to adapt our management, administrative, accounting, and operational systems, or hire and retain sufficient operational staff, to manage any facilities that we may acquire or develop in the future. Additionally, investing in real estate located in foreign countries creates risks associated with the uncertainty of foreign laws, economies, and markets, and exposes us to local economic downturns and adverse market developments. Our failure to manage our growth effectively may adversely impact our financial condition and cash flows, which could negatively affect our ability to service our debt and make distributions to our stockholders. Our growth could also increase our capital requirements, which may require us to issue potentially dilutive equity securities and / or incur additional debt. We have less experience with healthcare facilities located outside the U. S. At December 31, ~~2023~~ **2024**, we had approximately ~~39~~ **47.8** % of our total assets located in eight different countries outside the U. S. We have less experience investing in healthcare properties or other real estate- related assets located outside the U. S. Investing in real estate located in foreign countries creates risks associated with the uncertainty of foreign laws and markets including, without limitation, laws respecting foreign ownership, the enforceability of loan and lease documents, and foreclosure laws. Foreign real estate and tax laws are complex and subject to change, and we cannot assure you we will always be in compliance with those laws or that compliance will not expose us to additional expense. The properties we have acquired internationally will face risks in connection with unexpected changes in regulatory requirements, political and economic instability, potential imposition of adverse or confiscatory taxes, possible challenges to the anticipated tax treatment of the structures that allow us to acquire and hold investments, possible currency transfer restrictions, the difficulty in enforcing obligations in other countries, the impact from Brexit and future developments in the European Union, and the burden of complying with a wide variety of foreign laws. In addition, to qualify as a REIT, we generally will be required to operate any non- U. S. investments in accordance with the rules applicable to U. S. REITs, which may be inconsistent with local practices. We may also be subject to fluctuations in local real estate values or markets or the economy as a whole, which may adversely affect our investments. In addition, the revenues and expenses incurred internationally are denominated in either euros, British pounds, Swiss francs, or Colombian pesos, which could expose us to losses resulting from fluctuations in exchange rates to the extent we have not hedged our position, which in turn could adversely affect our revenues, operating margins, and dividends, and may also affect the book value of our assets and the amount of stockholders' equity. While we may hedge some of our foreign currency risk, we may not be able to do so successfully and may incur losses on our investments as a result of exchange rate fluctuations. Furthermore, we are subject to laws and regulations, such as the Foreign Corrupt Practices Act and similar local anti- bribery laws, which generally prohibit companies and their employees, agents, and contractors from making improper payments to governmental officials for the purpose of obtaining or retaining business. Failure to comply with these laws could subject us to civil and criminal penalties that could materially and adversely affect our results of operations, the value of our international investments, and our ability to service our debt and make distributions to our stockholders. We and our tenants have exposure to contingent rent escalators, which could impact profitability. We receive a significant portion of our revenues by leasing assets under long- term net leases that generally provide for fixed rental rates subject to annual escalations. These annual escalations may be contingent on changes in CPI (or a similar index internationally), typically with specified caps and floors. If, as a result of weak economic conditions or other factors, the CPI does not increase, our growth and profitability may be hindered by these leases. In addition, if strong economic conditions or higher than normal inflation results in significant increases in CPI (~~like has~~ ~~as been was~~ the case in 2023), but the escalations under our leases are capped, our growth and profitability may be limited. **Conversely** ~~On the flip side~~, higher than normal increases in CPI could negatively impact our tenants' profitability, particularly if reimbursement revenues from governmental programs, like Medicare, do not keep pace. Even if these governmental programs eventually increase reimbursement rates in line with CPI, there could be interim shortfalls for our tenants, which may adversely impact our ability to collect rent / interest on a timely basis. Our business is highly competitive, and we may be unable to compete successfully. We compete for acquisition and development opportunities with, among others, private investors, including large private equity funds; healthcare providers, including physicians; other REITs; real estate developers; government- sponsored and / or not- for- profit agencies; financial institutions; and other lenders. Some of these competitors may have substantially greater financial resources than we have and may have better relationships with lenders and sellers. Competition for healthcare facilities may adversely affect our ability to acquire or develop healthcare facilities and the prices we pay for those facilities. If we are unable to acquire or develop facilities or if we pay too much for facilities, our revenue, earnings growth, and financial return could be materially adversely affected. Certain of our facilities, or facilities we may acquire or develop in the future, will face competition from other nearby facilities that provide services comparable to those offered at our facilities. Some of those facilities are owned by governmental agencies and supported by tax revenues, and others are owned by tax- exempt corporations and may be supported to a large extent by endowments and charitable contributions. Those types of support are not generally available to our facilities. In addition, competing healthcare facilities located in the areas served by our facilities may provide healthcare services that are not available at our facilities. From time- to- time, referral sources, including physicians and managed care organizations, may change the healthcare facilities to which they refer patients. Each of these circumstances could adversely affect our tenants and indirectly our results of operations, financial condition, and ability to service our debt and make distributions. Many of our tenants have an option to purchase the facilities we lease to them, which could disrupt our operations. Many of our tenants have the option to purchase the facilities we lease to them. There is no assurance that the formulas we have developed for setting the purchase price will yield a fair market value purchase price. In the event our tenants decide to purchase the facilities at the end of the lease term, we may not be able to

re-invest the capital on as favorable terms, or at all. Our inability to effectively manage the turnover of our facilities could materially adversely affect our ability to execute our business plan and our results of operations. We have ~~112~~ **100** leased properties that are subject to purchase options as of December 31, ~~2023~~ **2024**. For ~~95~~ **85** of these properties, the purchase option generally allows the lessee to purchase the real estate at the end of the lease term, assuming not currently in default, at a price equivalent to the greater of (i) fair market value or (ii) our original purchase price (increased, in some cases, by a certain annual rate of return from the lease commencement date). The lease agreements generally provide for an appraisal process to determine fair market value. For ~~nine~~ **eight** of these properties, the purchase option generally allows the lessee to purchase the real estate at the end of the lease term, assuming not currently in default, at our purchase price (increased, in some cases, by a certain annual rate of return from lease commencement date). For the remaining ~~eight~~ **seven** properties, the purchase options approximate fair value. In certain circumstances, a prospective purchaser of our hospital real estate may be deemed to be subject to Anti-Kickback and Stark statutes, which are described in the "Healthcare Regulatory Matters" section in Item 1 of this Annual Report on Form 10-K. In such event, it may not be practicable for us to sell a property to such prospective purchaser at a price other than fair market value. Merger and acquisition activity or consolidation in the healthcare industry may result in a change of control of, or a competitor's investment in, one or more of our tenants or operators, which could have a material adverse effect on us. The healthcare industry continues to experience consolidation, including among owners of real estate and healthcare providers. We compete with other healthcare REITs, healthcare providers, healthcare lenders, real estate partnerships, banks, insurance companies, private equity firms, and other investors that pursue a variety of investments, which may include investments in our tenants. We have historically developed strong, long-term relationships with many of our tenants. A competitor's investment in one of our tenants, any change of control of a tenant, or a change in the tenant's management team could enable our competitor to influence or control that tenant's business and strategy. This influence could have a material adverse effect on us by impairing our relationship with the tenant, negatively affecting our interest, or impacting the tenant's financial and operational performance, including their ability to pay us rent or interest. Depending on our contractual agreements and the specific facts and circumstances, we may have consent rights, termination rights, remedies upon default, or other rights and remedies related to a competitor's investment in, a change of control of, or other transactions impacting a tenant. In deciding whether to exercise our rights and remedies, including termination rights or remedies upon default, we assess numerous factors, including legal, contractual, regulatory, business, and other relevant considerations. Our investments in joint ventures could be adversely affected by our lack of control, our partners' failure to meet their obligations, and disputes with our partners. We have investments in five unconsolidated real estate joint ventures with independent parties that total approximately \$ ~~1.5~~ **2** billion at December 31, ~~2023~~ **2024**. Joint venture arrangements involve risks including the possibility that the other party may refuse or not be able to make capital contributions if needed, that our partner might have economic or other interests that are inconsistent with the joint venture's interests, or that we may become engaged in a dispute with our partner. If any of these events occur, we may need to provide additional funding to the joint ventures to meet its obligations, incur additional expenses to resolve disputes, or be forced to buy out the partner's interest or to sell our interests at a time that is not advantageous to us. Any loss of income, cash flow, or disruption of management's time could have a negative impact on the rest of our business. Increased scrutiny and changing expectations from investors, employees, and other stakeholders regarding our **ESG corporate responsibility** practices and reporting could cause us to incur additional costs, devote additional resources, and expose us to additional risks, which could adversely impact our reputation, tenant and employee acquisition and retention, and access to capital. Companies across all industries are facing increased scrutiny related to their **ESG corporate responsibility** practices and reporting. Investors, employees, and other stakeholders have begun to focus on **ESG corporate responsibility** practices and to place greater importance on the implications and social cost of their investments and business decisions. For example, an increasing number of investment funds focus on positive **ESG corporate responsibility** practices and sustainability scores when making an investment decision. In addition, investors, particularly institutional investors, use **ESG corporate responsibility** practices and scores to benchmark companies against their peers and if a company is perceived as lagging, such investors may engage with a company to improve **ESG** disclosure or performance and may also make voting decisions on this basis. Given this increased focus and demand, public reporting regarding **ESG corporate responsibility** practices is becoming more broadly expected. If our **ESG** practices and reporting regarding, among others, corporate governance, environmental compliance, human capital management, and workforce inclusion and diversity do not meet investor, employee, and other stakeholder expectations, our reputation may be negatively impacted. We could also incur additional costs and devote additional resources to monitoring, reporting, and implementing various **ESG corporate responsibility** practices. Our failure, or perceived failure, to meet the goals and objectives we set in our sustainability disclosure or the expectations of our various stakeholders, could negatively impact our reputation, tenant and employee retention, and access to capital. FINANCING RISKS Our indebtedness could adversely affect our financial condition and may otherwise adversely impact our business operations and our ability to make distributions to stockholders. As of February ~~16~~ **28**, ~~2024~~ **2025**, we had approximately \$ ~~10.9~~ **10** billion of debt outstanding- see "Contractual Commitments" in Item 7 of this Annual Report on Form 10-K for a schedule of our debt coming due over the next five years. Our indebtedness could have significant effects on our business, including by: • requiring us to use a substantial portion (or all) of our cash flow from operations to service our indebtedness, which would reduce available cash flow to fund working capital, development projects, and other general corporate purposes, as well as **cash** distributions; • forcing us to dispose of one or more of our properties, possibly on disadvantageous terms, to make payments on our debt; • reducing our ability to extend existing bank debt or refinance debt on favorable terms; • increasing our vulnerability to general adverse economic and industry conditions; • limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; • restricting us from making strategic acquisitions or exploiting other business opportunities; and • placing us at a competitive disadvantage compared to our competitors that have less debt. Our future borrowings under our loan facilities may bear interest at variable rates in addition to the \$ ~~10~~ **8.3** billion in variable interest

rate debt that we had outstanding as of February 16-28, 2024-2025 (excluding the variable rate debt that we have fixed through interest rate swaps). If interest rates increase significantly, our operating results would decline along with the cash available for distributions to our stockholders. In addition, most of our current debt is, and we anticipate that much of our future debt will be, non-amortizing and payable in balloon payments. Therefore, we will likely need to refinance at least a portion of that debt as it matures. There is a risk that we may not be able to refinance debt maturing in 2024-2026 and future years or that the terms of any refinancing will not be as favorable as the terms of the then-existing debt. If principal payments due at maturity cannot be refinanced, extended, or repaid with proceeds from other sources, such as new equity capital, joint venture proceeds, or sales of facilities, our cash flow may not be sufficient to repay all maturing debt in years when significant balloon payments come due. See Item 7 of this Annual Report on Form 10-K for further information on our ~~current~~ debt maturities. Covenants in our debt instruments limit our operational flexibility, and a breach of these covenants could materially affect our financial condition and results of operations. The terms of our ~~unsecured~~ credit facility ("Credit Facility") and the indentures governing our outstanding ~~unsecured~~ senior notes and other debt instruments that we may enter into in the future are subject to customary financial, operational, and reporting covenants. For example, our Credit Facility imposes certain restrictions on us, including restrictions on our ability to: incur debts; create or incur liens; provide guarantees in respect of obligations of any other entity; make redemptions and repurchases of our capital stock; prepay, redeem, or repurchase debt; engage in mergers or consolidations; enter into affiliated transactions; dispose of real estate; and change our business. In addition, our Credit Facility and senior ~~unsecured~~ notes limit the amount of dividends we can pay. ~~Finally~~ **Furthermore**, our senior ~~unsecured~~ notes require us to maintain total unencumbered assets (as defined in the related indenture) of not less than 150% of our unsecured indebtedness, **and the terms of our senior secured notes issued in February 2025 limit the amount of first lien debt that can be secured on the collateral of such notes. Finally, our Credit Facility requires compliance with certain borrowing base conditions, as well as maintenance of maximum total leverage and unsecured leverage ratios and a minimum unsecured interest coverage ratio**. From time-to-time, the lenders of our Credit Facility may adjust certain covenants to give us more flexibility to complete a transaction **(as was done in April and August of 2024, and most recently in February 2025)**; however, such modified covenants ~~are~~ **could be** temporary, and we must be in a position to meet the lowered reset covenants in the future. Our continued ability to incur debt and operate our business is subject to compliance with the covenants in our debt instruments. Breaches of these covenants could result in defaults under applicable debt instruments and other debt instruments due to cross-default provisions, even if payment obligations are satisfied. Financial and other covenants, among others, that limit our operational flexibility, as well as defaults resulting from a breach of any of these covenants in our debt instruments, could have a material adverse effect on our financial condition and results of operations. Failure to hedge effectively against interest rate changes may adversely affect our results of operations and our ability to make distributions to our stockholders. As of February 16-28, 2024-2025, we had approximately \$ 0.3 -0-billion in variable interest rate debt along with € 655 million and approximately \$ 890 million in our joint venture ~~arrangements~~ **arrangement** with Primotop Holdings S. à. r. l. ("Primotop") and MAM, respectively. This variable rate debt subjects us to interest rate volatility. To manage this interest rate volatility, we ~~from time-to-time~~ have entered into interest rate swaps to fix the interest rate ~~on all but \$ 1.8 billion of this debt and have an interest rate cap in place on another \$ 890 million~~. However, even these hedging arrangements involve risk, including the risk that counterparties may fail to honor their obligations, that these arrangements may not be effective in reducing our exposure to interest rate changes, and that these arrangements may result in higher interest rates than we would otherwise have (in the case of our interest rate swaps). Moreover, no hedging activity can completely insulate us from the risks associated with changes in interest rates. Failure to hedge effectively against interest rate changes may materially adversely affect our results of operations and our ability to service our debt and make distributions to our stockholders. The market price and trading volume of our common stock may be volatile and may decline regardless of our operating performance, and you may lose all or part of your investment. As **observed can be seen in 2024 and 2023 and 2022**, the market price of our common stock may be highly volatile and subject to wide fluctuations. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. A variety of factors may cause significant price variations, including, we believe, the amount and status of short interest in our securities and any coordinated trading activities or large derivative positions in our common stock. For example, the potential for a "short squeeze" whereby a number of investors take a short position in a stock and have to buy the borrowed securities to close out the position at a time that other short sellers of the same security also want to close out their positions, may result in volatility in our stock price. If the market price of our common stock declines significantly, you may be unable to sell your shares at or above your purchase price. We cannot assure you that the market price of our common stock will not fluctuate or decline significantly in the future. Although not a comprehensive list, some possible factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include: • actual or anticipated variations in our quarterly operating results or distributions; • changes in our earnings estimates, or publications of research, news, or other reports about us or the real estate industry; • changes in market valuations of similar companies; • changes in the market value of our facilities; • adverse market reaction to any increased indebtedness we incur in the future; • additions or departures of key management personnel; • actions by institutional stockholders; • an oversupply of, or a reduction in demand for, general acute care hospitals, behavioral health facilities, ~~IRFs, LTACHs~~ **post acute care facilities**, or freestanding ER / urgent care facilities; • speculation in the press or investment community; • short-selling activity; • the financial performance and health of our tenants; and • general market and economic conditions, including inflation and rising interest rates. Future sales of common stock may have adverse effects on our stock price. We cannot predict the effect, if any, of future sales of common stock on the market price of our common stock. Sales of substantial amounts of common stock, or the perception that these sales could occur, may adversely affect prevailing market prices for our common stock. If the market price of our common stock declines significantly, you may be unable to sell your shares at or above your purchase price. In addition, such a share price decline could impair our ability to raise future capital through a sale of additional equity securities.

Downgrades in our credit ratings could have a material adverse effect on our cost and availability of capital.