

Risk Factors Comparison 2025-02-28 to 2024-02-23 Form: 10-K

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Summary of Risk Factors The following is a summary of material risks that could affect the Company's business, results of operations, financial condition, liquidity and cash flows. The risks summarized below are discussed in greater detail in the risk factors that follow and are not the only risks the Company faces. The Company's business operations could also be affected by additional factors that are not presently known to it or that the Company currently considers to be immaterial to its operations. Investors should carefully consider each of the following risks and all of the other information contained in this Annual Report on Form 10-K. If any of the following risks actually occur, the Company's business, financial condition or results of operations could be negatively affected. Risks Related to the Company's Business, Properties and ~~Strategies~~ **Strategy** • The economic performance and value of the Company's shopping centers depend on many factors, including broad economic climate and local conditions, each of which could have an adverse impact on the Company's cash flows and operating results. • An increase in e-commerce market share may have an adverse impact on the Company's tenants and business. • The Company leases a substantial portion of its square footage to large national tenants, making it vulnerable to changes in the business and financial condition of, or demand for, its space by such tenants. • The Company's dependence on rental income may adversely affect its ~~ability to meet its debt obligations and make distributions to shareholders~~ **results of operations. • The Company's expenses may remain constant or increase even if income from the Company's properties decreases**. • Inflationary pressures could adversely impact ~~the Company's tenants and~~ **the Company's tenants and** operating results. • **Rising interest rates could adversely affect** ~~The Company's expenses may remain constant or increase even if income from the Company's~~ **strategy** ~~properties decreases~~. • Property ownership through partnerships and joint ventures could limit the Company's control of those investments and reduce its expected return. • The Company's real estate assets may be subject to impairment charges. ~~• The Company's acquisition activities may not produce the cash flows that it expects and may be limited by competitive pressures or other factors~~. • Real estate property investments are illiquid; therefore, the Company may not be able to dispose of properties when desired or on favorable terms. ~~• The proposed spin-off of the Company's Curblin convenience assets into a separate, publicly traded REIT may not be completed on the currently contemplated timeline or terms, or at all, and may not achieve the intended benefits. • The proposed spin-off may create, or appear to create, potential conflicts of interest for certain of the Company's directors and officers because of their positions or relationships with Curblin. • The Company's redevelopment and construction activities could affect its operating results~~. • The Company's real estate investments may contain environmental risks that could adversely affect its results of operations. • Expectations relating to environmental, social and governance considerations expose the Company to potential liabilities, increased costs, reputational harm and other adverse effects on the Company's business. • The Company may be adversely ~~affected~~ **impacted** by laws, regulations or other issues related to climate change. • The Company's properties could be subject to climate change, damage from natural disasters, public health crises and weather-related factors; an uninsured loss on the Company's properties or a loss that exceeds the limits of the Company's insurance policies could subject the Company to lost capital or revenue on those properties. • Crime or civil unrest may affect the markets in which the Company operates its business and its profitability. • A disruption, failure or breach of the Company's networks or systems, including as a result of cyber-attacks, could harm its business. • ~~A disruption~~ **Disruptions** or cost ~~overrun~~ **overruns** in the transition of the Company's commercial property management and financial system could affect its operations. Risks Relating to the Company's Indebtedness and Capital Structure • **The Company does not maintain a revolving credit facility which could adversely affect its ability to fund its business.** • The Company utilizes a significant amount of indebtedness in the operation of its business which could adversely affect its financial condition, operating results and cash flows. ~~• Changes in the Company's credit ratings could adversely affect the Company's borrowing capacity and the market price of its publicly traded securities. • Rising interest rates could adversely affect the Company's cash flows and the market price of its publicly traded debt and preferred shares~~. • The Company's financial condition and operating activities could be adversely affected by financial covenants. • The Company's ability to increase its debt could adversely affect its financial condition and cash flows. • The Company may not be able to obtain additional capital to finance its operations ~~or make investments~~. Risks Related to the Company's Taxation as a REIT • If the Company fails to qualify as a REIT in any taxable year, it will be subject to U. S. federal income tax as a regular corporation and could have significant tax liability, which may have a significant adverse consequence to the value of the Company's shares. • Compliance with REIT requirements may negatively affect the Company's operating decisions. • The Company may be forced to borrow funds to maintain its REIT status, and the unavailability of such capital on favorable terms at the desired times, or at all, may cause the Company ~~to curtail its investment activities and / or~~ to dispose of assets at inopportune times, which could materially and adversely affect the Company. • Dividends paid by REITs generally do not qualify for reduced tax rates. • Certain foreign shareholders may be subject to U. S. federal income tax on gain recognized on a disposition of the Company's common shares if the Company does not qualify as a "domestically controlled" REIT. • Legislative or other actions affecting REITs could have a negative effect on the Company. Risks Related to the Company's Organization, Structure and Ownership • Provisions of the Company's Articles of Incorporation and Code of Regulations could have the effect of delaying, deferring or preventing a change in control, even if that change may be considered beneficial by some of the Company's shareholders. • The Company ~~has significant shareholders who may exert influence on the Company as a result of their considerable beneficial ownership of the Company's common shares, and their interests may differ from the interests of other shareholders~~. • The Company's Board of Directors may change significant corporate policies without shareholder approval. Risks Related to the Company's **Relationship with Curblin**

Properties • The Company's relationship with Curblin Properties may create, or appear to create, conflicts of interest. • The agreements with Curblin Properties were not negotiated on an arm's-length basis and may not be on the same terms as if they had been negotiated with an unaffiliated third party. • The Company is required to provide services and certain benefits to Curblin Properties for the duration of the Shared Services Agreement, even if it is economically inefficient to do so. Risks Related to the Company's Common Shares • Changes in market conditions could adversely affect the market price of the Company's publicly traded securities. • The Company may issue additional securities without shareholder approval. General Risks Relating to Investments in the Company's Securities • The Company may be unable to retain and attract key management personnel. • The Company is subject to litigation that could adversely affect its results of operations. The risks summarized above are discussed in greater detail below. **Risks Related to the Company's Business, Properties and Strategies** The Economic Performance and Value of the Company's Shopping Centers Depend on Many Factors, Including Broad Economic Climate and Local Conditions, Each of Which Could Have an Adverse Impact on the Company's Cash Flows and Operating Results The economic performance and value of the Company's real estate holdings can be affected by many factors, including the following: • Changes in the national, regional, local and international economic climate; • Local conditions, such as an oversupply of space or a reduction in demand for real estate in the area and population, demographic and employment trends; • The attractiveness of the properties to tenants; • The increase in consumer purchases through the internet; • The Company's ability to provide adequate management services and to maintain its properties; • Increased operating costs if these costs cannot be passed through to tenants and • The expense of renovating, repairing and re-letting spaces. Because the Company's properties consist of retail shopping centers, the Company's performance is linked to general economic conditions in the retail market, including conditions that affect consumers' purchasing behaviors and disposable income. The market for retail space historically has been, and may continue to be, adversely affected by weakness in the national, regional and local economies, the adverse financial condition of some large retailing companies, the ongoing consolidation in the retail sector, increases in consumer internet purchases and the excess amount of retail space in a number of markets. The Company's performance is affected by its tenants' results of operations, which are impacted by macroeconomic factors that affect consumers' ability to purchase goods and services. If the price of the goods and services offered by **its-the Company's** tenants materially increases, including as a result of inflationary pressures or increases in taxes or tariffs resulting from, among other things, potential changes in the Code, the operating results and the financial condition of the Company's tenants and demand for retail space could be adversely affected. To the extent that any of these conditions occur, they are likely to affect market rents for retail space. In addition, the Company may face challenges in the management and maintenance of its properties or incur increased operating costs, such as real estate taxes, insurance and utilities, that may make its properties unattractive to tenants. In addition, the Company's properties compete with numerous shopping venues, including regional malls, outlet centers and other shopping centers in attracting and retaining retailers. As of December 31, **2023-2024**, leases at the Company's properties (including the proportionate share of unconsolidated properties) were scheduled to expire on a total of approximately **6.48%** of leased GLA during **2024-2025**. For those leases that renew, rental rates upon renewal may be lower than current rates. For those leases that do not renew, the Company may not be able to promptly re-lease the space on favorable terms or with reasonable capital investments. In these situations, the Company's financial condition, operating results and cash flows **and the market value of its properties** could be adversely impacted. An Increase in E-Commerce Market Share May Have an Adverse Impact on the Company's Tenants and Business E-commerce has been broadly embraced by the public and growth in e-commerce is likely to continue in the future. Some of the Company's tenants have been negatively impacted by increasing competition from internet retailers, and this trend could affect the way current and future tenants lease space. For example, the migration toward e-commerce has led a number of omni-channel retailers to reduce the number and size of their traditional "brick and mortar" locations, and increasingly rely on e-commerce and alternative distribution channels. The Company cannot predict with certainty how continuing growth in e-commerce will impact the demand for space at its properties or how much revenue will be generated at traditional store locations in the future. If the Company is unable to anticipate and respond promptly to trends in retailer and consumer behavior, or if demand for traditional retail space significantly decreases, the Company's occupancy levels and operating results could be materially and adversely affected. The Company Leases a Substantial Portion of Its Square Footage to Large National Tenants, Making It Vulnerable to Changes in the Business and Financial Condition of, or Demand for, Its Space by Such Tenants As of December 31, **2023-2024**, the annualized base rental revenues of the Company's tenants that are equal to or exceed 1.5% of the Company's aggregate annualized shopping center base rental revenues, including **its-the Company's** proportionate share of joint venture aggregate annualized shopping center base rental revenues, are as follows: Tenant % of Annualized Base Rental Revenues TJX Companies, Inc. **5.4%** **2.6%** Dick's Sporting Goods, Inc. **2.4%** **4.5%** Ross Stores, Inc. **2.2%** Burlington Stores, Inc. **2.4%** **3.1%** PetSmart LLC **2.1%** Nordstrom, Inc. **1.6%** Michaels Companies, Inc. **1.6%** Gap Inc. **1.6%** The Kroger Co. **1.3%** **5.6%** PetSmart Ultra Beauty, Inc. **1.3%** **5.3%** Fitness International LLC **3.2%** Best Buy Co., Inc. **2.9%** Ross Stores, Inc. **2.4%** Michaels Companies, Inc. **1.7%** Five Below, Inc. **1.7%** Ulta Beauty, Inc. **1.5%** The retail shopping sector has been affected by economic conditions, increases in consumer internet purchases and the competitive nature of the retail business and the competition for market share. In some cases, these shifts have resulted in weaker retailers losing market share and declaring bankruptcy, closing stores and / or taking advantage of early termination provisions in their leases. In addition, movie theater operators have experienced inconsistent performance **following since** the COVID-19 pandemic and prospects for releasing any theater vacancies arising in the Company's portfolio may be limited absent the investment of significant capital to repurpose the space. In **2023-2024**, rents from movie theater operators comprised **3.4%** **3.6%** of the Company's aggregate annualized shopping center base revenues (at the Company's share). The Company's Dependence on Rental Income May Adversely Affect Its **Results of Operations** Ability to Meet Its Debt Obligations and Make Distributions to Shareholders Substantially all of the Company's income is derived from rental income from real property. As a result, the Company's **results performance depends**

on its ability to collect rent from tenants. The Company's income and funds available for repayment of **operations indebtedness and distribution to shareholders would could** be negatively affected if a significant number of its tenants, or any of its major tenants, were to do the following: • Experience a downturn in their business that significantly weakens their ability to meet their obligations to the Company; • Delay lease commencements; • Decline to extend or renew leases upon expiration; • Fail to make rental payments when due or • Close stores or declare bankruptcy. Any of these actions could result in the termination of tenants' leases and the loss of rental income attributable to the terminated leases. In addition, the Company may be required to write off and / or accelerate depreciation and amortization expense associated with a significant portion of the tenant- related deferred charges in future periods. Lease terminations by an anchor tenant or a failure by that anchor tenant to occupy the premises may also permit other tenants in the same shopping centers to terminate their leases or reduce the amount of rent they pay under the terms of their leases. The Company cannot be certain that any tenant whose lease expires will renew that lease or that the Company will be able to re- lease space on economically advantageous terms. The loss of rental revenues from a number of the Company's major tenants and its inability to replace such tenants may adversely affect the Company's profitability and, its ability to meet debt and other financial obligations and make distributions to shareholders, **and the attractiveness of the Company's properties to potential buyers thereof**. In the event the Company is able to re- lease spaces vacated by major bankrupt, distressed or non- renewing tenants, the downtime and capital expenditures required in the re- leasing process may adversely affect the Company's results of operations. **The Company's Expenses May Remain Constant or Increase Even if Income from the Company's Properties Decreases Costs associated with the Company's business, such as common area expenses, utilities, insurance, real estate taxes, mortgage payments and corporate expenses, are relatively inflexible and generally do not decrease in the event that a property is not fully occupied, rental rates decrease, a tenant fails to pay rent or other circumstances cause the Company's revenues to decrease. In addition, other factors can cause operating costs to increase independent of occupancy, rental and default rates, such as inflation. If the Company is unable to lower its operating costs when property- level revenues decline and / or is unable to pass along cost increases to tenants, the Company's cash flows, profitability and ability to make distributions to shareholders could be adversely impacted.** Inflationary Pressures Could Adversely Impact **the Company's Tenants and** Operating Results Inflationary pressures pose risks to the Company's business, tenants and the U. S. economy. Inflationary pressures and rising interest rates could result in reductions in retailer profitability and consumer discretionary spending which could impact tenant demand for new and existing store locations and the Company's ability to **maintain or** grow rents. Regardless of inflation levels, base rent under most of the Company's long- term anchor leases will remain constant (subject to tenants' exercise of renewal options at pre- negotiated rent increases) until the expiration of their lease terms. Inflation may result in increases in certain shopping center operating expenses including common area maintenance and other operating expenses. Although most of the Company's leases require tenants to pay their share of these property operating expenses, some tenants may be unable to absorb large expense increases caused by inflation and such increased expenses may limit tenants' ability to pay higher base rents upon renewal, or renew leases at all. Inflation may also impact other aspects of the Company's operating costs, including insurance, employee retention costs, the cost to complete **redevelopments and** build- outs of recently leased vacancies and interest rate costs relating to variable- rate loans and refinancing of fixed- rate indebtedness. **Rising Interest Rates Could Adversely Impact the Company's Strategy A component of the Company's strategy includes exploring opportunities to sell additional properties at attractive values.** Increasing interest rates or capital availability constraints may also adversely impact the transaction market, including **asset values and** the availability of acquisition financing, **asset values and the Company's ability to buy or sell properties**. Any of the foregoing risks could have a material adverse effect on the **market value** Company's business, results of operations and financial condition. **The Company's Expenses May Remain Constant or Increase Even if Income from the Company's Properties properties** Decreases Costs associated with the Company's business, such as common area expenses, utilities, insurance, real estate taxes, mortgage payments and corporate expenses, are relatively inflexible and generally do not decrease in the event that a property is **its** not fully occupied, rental rates decrease, a tenant fails to pay rent or other circumstances cause the Company's revenues to decrease. In addition, other factors can cause operating costs to increase independent of occupancy, rental and default rates, such as inflation. If the Company is unable to lower its operating costs when property- level revenues decline and / or is unable to pass along cost increases to tenants, the Company's cash flows, profitability and ability to **sell additional properties** make distributions to shareholders could be adversely impacted . **Property Ownership Through Partnerships and Joint Ventures Could Limit the Company's Control of Those Investments and Reduce Its Expected Return Partnership or joint venture investments may involve risks not otherwise present for investments made solely by the Company, including the possibility that the Company's partner or co- venturer might become bankrupt, that its partner or co- venturer might at any time have different interests or goals than the Company and that its partner or co- venturer may take action contrary to the Company's instructions, requests, policies or objectives, including the Company's policy with respect to maintaining its qualification as a REIT. In addition, the Company's partner or co- venturer could have different investment criteria that would impact the assets held by the joint venture or its interest in the joint venture, which may also reduce the carrying value of its equity investments if a loss in the carrying value of the investment is realized. These situations could have an impact on the Company's revenues from its joint ventures. Other risks of joint venture investments include impasse on decisions, such as the decision to sell or finance a property or leasing decisions with anchor tenants, because neither the Company's partner or co- venturer nor the Company would have full control over the partnership or joint venture. Joint venture platforms typically contain customary buy- sell provisions, which could result in either the sale of the Company's interest or the use of available cash or borrowings to acquire the Company's partner's interest at inopportune times, as well as the termination of applicable management contracts and fees. In addition, the Company is obligated to maintain the REIT status of the Dividend Trust Portfolio joint venture's REIT subsidiary and the Company's failure to do so could result in substantial liability to its partner. These factors could limit the return that the Company receives from such investments, cause its cash**

flows to be lower than its estimates or lead to business conflicts or litigation. There is no limitation under the Company's Articles of Incorporation, or its Code of Regulations, as to the amount of funds that the Company may invest in partnerships or joint ventures. In addition, a partner or co-venturer may not have access to sufficient capital to satisfy its funding obligations to the joint venture. Furthermore, if credit conditions in the capital markets deteriorate, the Company could be required to reduce the carrying value of its equity method investments if a loss in the carrying value of the investment is realized or considered an other than temporary decline. As of December 31, 2023-2024, the Company had \$ 39-30.4 million of investments in and advances to unconsolidated joint ventures holding shopping centers. The Company's Real Estate Assets May Be Subject to Impairment Charges On a periodic basis, the Company assesses whether there are any indicators that the value of its real estate assets and other investments may be impaired. A property's value is impaired only if the estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property are less than the carrying value of the property. In the Company's estimate of projected cash flows, it considers factors such as expected future operating income, trends and prospects, the effects of demand, competition, estimated hold periods and other factors. If the Company is evaluating the potential sale of an asset or development alternatives, the asset's undiscounted future cash flows considerations include are estimated based on the most likely course of action at the balance sheet date based on, including current plans, intended holding periods and available market information. The Company is required to make subjective assessments as to whether there are impairments in the value of its real estate assets and other investments. These assessments have a direct impact on the Company's earnings because recording an impairment charge results in an immediate negative adjustment to earnings. There can be no assurance that the Company will not take significant impairment charges in the future, especially in light of its strategy to pursue explore the sale of additional asset-assets sales. Any future impairment could have a material adverse effect on the Company's results of operations in the period in which the charge is taken. The Company's Acquisition Activities May Not Produce the Cash Flows That It Expects and May Be Limited by Competitive Pressures or Other Factors The Company intends to acquire convenience properties to the extent that suitable acquisitions can be made on suitable terms. Acquisitions of commercial properties entail risks such as the following: • The Company may be unable to identify, or may have difficulty identifying, acquisition opportunities that fit its investment strategy and cost of capital; • The Company's estimates on expected occupancy and rental rates may differ from actual conditions; • The Company's estimates of the costs of any redevelopment or repositioning of acquired properties may prove to be inaccurate; • The Company may be unable to operate successfully in new markets where acquired properties are located due to a lack of market knowledge or understanding of local economies; • The properties may become subject to environmental liabilities that the Company was unaware of at the time the Company acquired the property or • The Company may be unable to successfully integrate new properties into its existing operations. In addition, the Company may not be in a position or have the opportunity in the future to make suitable property acquisitions due to competition for such properties with others engaged in real estate investment, some of which may have greater financial resources or a lower cost of capital than the Company. Real Estate Property Investments Are Illiquid; Therefore, the Company May Not Be Able to Dispose of Properties When Desired or on Favorable Terms Real estate investments generally cannot be disposed of quickly. In addition, the Code imposes restrictions, which are not applicable to other types of real estate companies, on the ability of a REIT to dispose of properties. Therefore, the Company may not be able to diversify or alter its portfolio in response to economic conditions or trends in retailer or consumer behavior promptly or on favorable terms. The Company's inability to quickly respond to such changes or dispose of properties could adversely affect the value of the Company's portfolio and its ability to repay indebtedness and make distributions to shareholders. The Proposed Spin-off of the Company's Curblin Convenience Assets into a Separate, Publicly-Traded REIT May Not Be Completed on the Currently Contemplated Timeline or Terms, or at All, and May Not Achieve the Intended Benefits In October 2023, the Company announced a plan to spin-off its convenience assets into Curblin, a separate, publicly-traded REIT, for the purpose of pursuing the acquisition and aggregation of convenience properties. The Company expects to complete the taxable spin-off on or around October 1, 2024, although there can be no assurances as to whether or when the spin-off will occur, what the final structure of Curblin will be or the tax treatment of Curblin as a separate entity or the tax impact of the spin-off on the Company and its shareholders. The completion of the spin-off will be subject to various conditions, including effectiveness of a registration statement on Form 10 and final approval and declaration of the distribution of Curblin's common stock to the Company's shareholders by the Company's Board of Directors. Satisfaction of such conditions and other unforeseen developments could delay or prevent the spin-off or cause the spin-off to occur on terms or conditions that are less favorable and / or different than anticipated. The Company may also elect not to proceed with the spin-off if it is unable to complete the closing of the related Mortgage Facility. Whether or not the spin-off is ultimately completed, the pendency of the spin-off may impose challenges on the Company and its business, including the diversion of management time on matters relating to the spin-off and potential impacts on the Company's relationships with its employees, tenants and other counterparties. To the extent the Company is unable to complete the spin-off, the Company's future performance and the trading price of its shares may be adversely affected. If the spin-off is consummated, the trading price of the Company's common shares is expected to decrease significantly as a result of the value of the spin-off distribution, and the combined value of the common shares of the two publicly traded companies may not be equal to or greater than what the value of the Company's common shares would have been had the spin-off not occurred. The Company also expects to incur significant expenses in connection with its pursuit of the spin-off. In the event the spin-off is consummated, the Company and its shareholders may not be able to achieve the full strategic and financial benefits that are currently anticipated to result from the spin-off, or such benefits may be delayed, particularly if Curblin is unable to acquire a sufficient number of additional convenience assets or if the Company is unable to maximize value through operations and asset sales. Curblin's ability to execute on its plan to acquire assets is dependent on many factors, including the availability of additional sources of capital, the level of supply and pricing for such assets and the internal resources required to pursue such acquisitions. The Company's ability to maximize value through operations and additional asset sales is dependent on many

factors, including demand for space within the Company's portfolio and the level of demand and pricing for its assets. Even if the Company disposes of additional assets, the ability to distribute sales proceeds to shareholders will be subject to any restrictions set forth in the terms of the Company's then-outstanding indebtedness and preferred stock financings. The Proposed Spin-Off May Create, or Appear to Create, Potential Conflicts of Interest for Certain of the Company's Directors and Officers Because of Their Positions or Relationships with Curblin In the event the spin-off of Curblin is consummated, members of the Company's Board of Directors and management are expected to own common shares of Curblin, including as a result of the distribution of Curblin common shares made on account of Company common shares currently owned by such individuals. Ownership of Curblin common shares by these individuals could create, or appear to create, potential conflicts of interest when the Company's directors and executive officers are faced with decisions that could have different implications for the Company and Curblin. It is expected that some of the Company's current or former directors and executives, including the Company's Chief Executive Officer, will also become directors and executives of Curblin following the spin-off. The Company's Redevelopment and Construction Activities Could Affect Its Operating Results The Company intends to continue the selective redevelopment of retail properties as opportunities arise. The Company's redevelopment activities include the following risks: • Construction costs of a project may exceed the Company's original estimates; • Leasing prospects and rents for newly constructed space may not be sufficient to make the project profitable; • The Company may not complete construction and lease-up on schedule, resulting in increased construction costs; • The Company may not be able to obtain, or may experience delays in obtaining, necessary zoning, land use, building, occupancy and other required governmental permits and authorizations and • The Company may abandon redevelopment opportunities after expending resources to determine feasibility. Additionally, the time frame required for redevelopment and lease-up of these properties means that the Company may wait several years for a significant cash return. If any of the above events occur, the redevelopment of properties may hinder the Company's growth and have an adverse effect on its results of operations and cash flows. The Company's Real Estate Investments May Contain Environmental Risks That Could Adversely Affect Its Results of Operations The acquisition and ownership of properties may subject the Company to liabilities, including environmental liabilities. The Company's operating expenses could be higher than anticipated due to the cost of complying with existing or future environmental laws and regulations. In addition, under various federal, state and local laws, ordinances and regulations, the Company may be considered an owner or operator of real property or to have arranged for the disposal or treatment of hazardous or toxic substances. As a result, the Company may become liable for the costs of removal or remediation of certain hazardous substances released on or in its properties. The Company may also be liable for other potential costs that could relate to hazardous or toxic substances (including governmental fines and injuries to persons and property). The Company may incur such liability whether or not it knew of, or was responsible for, the presence of such hazardous or toxic substances. Such liability could be of substantial magnitude and divert management's attention from other aspects of the Company's business and, as a result, could have a material adverse effect on the Company's operating results and financial condition, as well as its ability to make distributions to shareholders. **As of December 31, 2024, the Company continued to remediate and explore permanent solutions with the applicable state environmental protection agency with respect to groundwater contamination detected at one of its properties. The presence of contamination or the failure to successfully complete its remediation may adversely affect the Company's ability to lease or sell the property.** Expectations Relating to Environmental, Social and Governance Considerations Expose the Company to Potential Liabilities, Increased Costs, Reputational Harm and Other Adverse Effects on the Company's Business **In recent years, Many-many** governments, regulators, investors, employees, customers and other stakeholders are increasingly focused on environmental, social and governance ("ESG") considerations relating to businesses, including climate change and greenhouse gas emissions, human capital and diversity, equity and inclusion. The Company **makes has made** statements about its ESG considerations goals and initiatives through information provided on its website, press releases and other communications, including through its Corporate Responsibility and Sustainability Report. Disclosures regarding ESG considerations and the implementation of ESG goals and initiatives involve risks and uncertainties. Some stakeholders may disagree with the Company's **approach to** ESG goals and initiatives and stakeholders' ESG views may change and evolve over time. **The Company may also change its approach to ESG, due to a broader change in strategy, reduced relevance of such initiatives or changing market conditions.** Reporting certain ESG metrics also involves the use of estimates and assumptions and reliance on third-party information that cannot be independently verified by the Company if it is available at all. The Company expects to incur additional costs and devote additional resources to implement ESG initiatives and comply with **increasing any applicable** ESG disclosure obligations, including disclosures relating to the impact of climate change on the Company's business. Any failure, or perceived failure, by the Company to **achieve its goals,** further its ESG initiatives, adhere to its public statements, accurately report sustainability metrics and progress, comply with federal or state ESG laws and regulations, **which themselves may be subject to evolving standards and practices,** or meet evolving and varied stakeholder expectations and disclosure standards could result in legal and regulatory proceedings against the Company and / or materially adversely affect the Company's business, reputation, results of operations, financial condition and stock price. The Company May Be Adversely Impacted by Laws, Regulations or Other Issues Related To Climate Change The Company may become subject to laws or regulations related to climate change, which could cause its business, results of operations and financial condition to be impacted adversely. **The federal government Governments and some states and localities** have enacted certain climate change laws and regulations and have begun regulating carbon footprints and greenhouse gas emissions. Although **many of** these laws and regulations **remain subject to legal challenges and** have not had any known material impact on the Company's business to date, they could result in substantial costs, including compliance costs, increased energy costs, retrofit costs and construction costs, including monitoring and reporting costs, and capital expenditures for environmental control facilities and other new equipment. The Company **has implemented strategies to reduce landlord-controlled energy and water consumption, greenhouse gas emissions and waste production across the Company's portfolio but**

cannot predict how ~~future~~ laws and regulations related to climate change will affect the Company's business, results of operations and financial condition. The Company's Properties Could Be Subject to Climate Change, Damage from Natural Disasters, Public Health Crises and Weather-Related Factors; An Uninsured Loss on the Company's Properties or a Loss That Exceeds the Limits of the Company's Insurance Policies Could Subject the Company to Lost Capital or Revenue on Those Properties The Company's properties are generally open-air shopping centers. Extreme weather conditions may impact the profitability of the Company's tenants by decreasing traffic at or hindering access to the Company's properties, which may decrease the amount of rent the Company collects. Furthermore, a number of the Company's properties are located in coastal areas that are subject to natural disasters, including **Florida-the Southeast** and California. Such properties could therefore be affected by hurricanes, tropical storms, earthquakes and wildfires. The potential impacts of climate change on the Company's operations are highly uncertain but could include local changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperature averages or extremes. Furthermore, a public health crisis or other catastrophic event could adversely affect economies, financial markets and consumer behaviors and lead to an economic downturn, which could harm the Company's business, financial condition and operating results. The Company's insurance premiums have increased in recent years, and the potential increase in the frequency and intensity of natural disasters, extreme weather-related events and climate change in the future may limit the types of coverage and the coverage limits the Company is able to obtain on commercially reasonable terms. The Company currently maintains all-risk property insurance with limits of \$ **150-250** million per occurrence and in the aggregate and general liability insurance with limits of \$ 100 million per occurrence and in the aggregate, in each case subject to various conditions, exclusions, deductibles and sub-limits for certain perils such as **windstorm**, flood and earthquake. Coverage for named windstorms, floods and earthquakes in high-risk areas is generally subject to a deductible of up to 5% of the total insured value of each property. The amount of any insurance coverage for losses due to damage or business interruption may prove to be insufficient. Should a loss occur that is uninsured or is in an amount exceeding the aggregate limits for the applicable insurance policy, or in the event of a loss that is subject to a substantial deductible under an insurance policy, the Company could lose all or part of its capital invested in, and anticipated revenue from, one or more of the properties, which could have a material adverse effect on the Company's operating results and financial condition, as well as its ability to make distributions to shareholders. Crime or Civil Unrest May Affect the Markets in Which the Company Operates Its Business and Its Profitability Certain of the Company's properties are located in or near major metropolitan areas or other areas that are susceptible to ~~property~~ and violent crime, including terrorist attacks, mass shootings and civil unrest. Increased incidence of property crime, such as shoplifting or damage caused by civil unrest, could reduce tenant profitability or demand for space and, as a result, decrease the rents the Company is able to collect from affected properties. Furthermore, any kind of violent criminal acts, including terrorist acts against public institutions or buildings or modes of public transportation (including airlines, trains or buses), or civil unrest could alter shopping habits, deter customers from visiting the Company's shopping centers or result in damage to its properties. The Company may also incur increased expenses as a result of its efforts to provide enhanced security measures at its properties to contend with criminal or other threats. Any of the foregoing circumstances could have a negative effect on the Company's business, the operations of its tenants and the value of its properties. A Disruption, Failure or Breach of the Company's Networks or Systems, Including as a Result of Cyber-Attacks, Could Harm Its Business The Company relies extensively on computer systems to manage its business, **including to provide services to Curblin Properties and the Company's joint ventures**. While the Company maintains some of its own critical information technology systems, it also depends on third parties to provide important information technology services relating to several key business functions, such as payroll, human resources, electronic communications and certain finance functions. These systems are subject to damage or interruption from power outages, facility damage, computer or telecommunications failures, computer viruses, security breaches, vandalism, natural disasters, catastrophic events, human error and potential cyber threats, including phishing attacks, ransomware and other sophisticated cyber-attacks. Although the Company and such third parties employ a number of measures to prevent, detect and mitigate cyber threats, including password protection, firewalls, backup servers, threat monitoring and periodic penetration testing, the techniques used to obtain unauthorized access change frequently and there is no guarantee that such efforts will be successful. Should they occur, these threats could compromise the confidential information of the Company's tenants, employees ~~and~~, third-party vendors, **joint ventures and other counterparties (including Curblin Properties)**; disrupt the Company's business operations and the availability and integrity of data in the Company's systems; and result in litigation, violation of applicable privacy and other laws, investigations, actions, fines or penalties. In the event of damage or disruption to the Company's business due to these occurrences, the Company may not be able to successfully and quickly recover all of its critical business functions, assets and data. Furthermore, while the Company maintains insurance, the coverage may not sufficiently cover all types of losses, claims or fines that may arise. For additional information see Item 1. "Business — Information Technology and Cybersecurity" in Part I of this Annual Report on Form 10-K. Disruptions or Cost Overruns in the Transition of the Company's Commercial Property Management and Financial System Could Affect Its Operations The Company is in the process of transitioning to a new commercial property management and financial system. Implementation of the new system is a major undertaking, both financially and from a management and personnel perspective, and the conversion process is complex because of the wide range of existing processes and data that must be migrated to the new system. Should the new system not be implemented successfully and within budget, or if the system does not perform in a satisfactory manner, it could disrupt and adversely affect the Company's operations, including the ability to timely bill and collect tenant payments and otherwise adequately service tenants, ~~operating results~~ **the ability to satisfy contractual obligations to the Company's joint ventures** and ~~cash flows~~ **Curblin Properties**, and the ability to report accurate and timely financial results ~~and~~, **any of which could adversely impact the Company's business, reputation, results of operations, financial condition and the price of the Company's common shares. The Company Does Not Maintain a Revolving Credit Facility Which Could Adversely Affect Its** ~~ability~~ **Ability to consummate** ~~Fund Its~~

Business In preparation for the spin-off of Curblin Properties, the Company repaid all of its unsecured indebtedness and terminated its revolving credit facility in August 2024. As a result, the Company does not maintain a line of credit that can be used to fund working capital needs. Although the Company seeks to conservatively manage its cash position in order to provide sufficient liquidity to operate its business, and owns certain unencumbered assets that could serve as collateral for additional financings, the Company may not be able to timely satisfy unexpected liabilities if they were to arise, which could have a material adverse effect on the currently contemplated schedule Company's business, operations and financial condition. The Company Utilizes a Significant Amount of Indebtedness in the Operation of its Business Which Could Adversely Affect Its Financial Condition, Operating Results and Cash Flows As of December 31, 2023-2024, the Company had approximately \$ 1306.68 billion million aggregate principal amount of consolidated indebtedness outstanding, consisting of (i) the cross-collateralized Mortgage Facility, having an outstanding principal balance of \$ 206.9 million and maturing in September 2026 (subject to two one-year extension options) with an interest rate a weighted-average maturity of 2.75 years. The Company has approximately 1% at December 31, 2024, and (ii) a mortgage loan secured by Nassau Park Pavilion, having an outstanding principal balance of \$ 482.99.49 million, \$ 399.3 million and maturing in November 2028 with and an \$ 649 interest rate of 6.7 million of consolidated indebtedness, with weighted-average interest rates of 3.8%, 4.4% and 4.6%, maturing in 2025, 2026 and 2027, respectively. In addition, the Company's unconsolidated joint ventures have \$ 483.441.78 million of indebtedness (\$ 115.106.26 million at SITE's share) with a weighted-average interest rate of 7.6.02% and a weighted average maturity of 4.3.16 years (excluding extension option options). In connection with the Company's plan to spin off its convenience assets into a separate, publicly-traded REIT, in October 2023, the Company obtained a commitment for the \$ 1.1 billion Mortgage Facility and intends to use proceeds from this financing and additional asset sales to repay all of the Company's outstanding unsecured indebtedness prior to the spin-off's consummation. The Mortgage Facility commitment is subject to various closing conditions, including debt yield and loan-to-value thresholds, the lender's receipt of acceptable third-party reports and satisfaction of other customary closing requirements. The Company is not obligated to close or draw on the Mortgage Facility and no assurances can be given that the Company will satisfy the conditions to close the Mortgage Facility or that the Mortgage Facility will close on the terms set forth in the commitment or at all. Although the Company believes that it maintains prudent leverage levels, in the event the Mortgage Facility does not close, the Company's ability to refinance its existing indebtedness at maturity will depend on its the future performance of the Company and its properties and credit market conditions generally. The U. S. and global credit markets have experienced significant dislocations and liquidity disruptions in the past, which have caused the spreads on prospective debt financings to fluctuate. These circumstances materially affected liquidity in the financial markets, making terms for certain financings less attractive and, in certain cases, resulting in the unavailability of financing for businesses and assets similar to those operated by the Company. In addition, recent volatility in benchmark interest rates may cause interest rates applicable to refinancings to exceed the interest rates applicable to the Company's existing indebtedness which would negatively impact the Company's results of operations and could adversely impact the amount the Company is able to distribute to its shareholders. Changes in the Company's Credit Ratings Could Adversely Affect the Company's Borrowing Capacity and the Market Price of Its Publicly Traded Securities Credit rating agencies continually review their ratings for the companies they follow, including the Company. The ratings of the Company's publicly traded debt are based primarily on the rating agency's assessment of the likelihood of timely payment of interest and principal when due which is dependent on the rating agency's assessment of the Company's operating performance, liquidity and leverage ratios, financial condition and prospects and other factors relevant to the Company's industry. Credit rating agencies are also expected to continue to closely monitor and review the Company's debt ratings in connection with the recently announced intent to spin-off the Company's convenience assets and related plans regarding the refinancing of the Company's outstanding unsecured indebtedness. The Company's credit rating can affect its ability to access debt capital (including for the purpose of refinancing existing indebtedness), as well as the interest rate and terms of certain existing and future unsecured debt financing the Company may obtain. Since the Company depends on debt financing to fund its business, an adverse change in its credit rating, including changes in its credit outlook, or even the initiation of a review of the Company's credit rating that could result in an adverse change, could adversely affect the Company's financial condition and the market price of its publicly traded debt and equity shares. Rising Interest Rates Could Adversely Affect the Company's Cash Flows and the Market Price of Its Publicly Traded Debt and Preferred Shares As of December 31, 2023, the Company maintained a \$ 200 million unsecured term loan and an unsecured revolving credit facility providing for borrowings of up to \$ 950 million that bear interest at variable rates. The Company may also incur additional variable-rate debt in the future. Increases in interest rates applicable to variable-rate debt would increase the Company's interest expense, which would negatively affect the Company's net earnings and cash available for operations, payment of debt obligations and distributions to its shareholders. In order to partially mitigate the Company's exposure to interest rate risk, the Company has entered into an interest rate swap agreement on its term loan which swaps the variable-rate component of the interest rate applicable to such indebtedness to a fixed rate. In addition, an increase in market interest rates may lead purchasers of the Company's debt and equity securities to demand a higher yield, which could adversely affect the market price of the Company's outstanding securities and the timing, cost and feasibility of refinancings or issuances of additional debt or equity securities. The Company's Financial Condition and Operating Activities Could Be Adversely Affected by Financial Covenants The instruments governing Company's credit facilities and the Company's debt indenture under which its senior unsecured indebtedness is, or may be including the Mortgage Facility, issued contain certain financial and operating covenants, including, among other things, leverage ratios and certain coverage ratios, as well as limitations on the Company's ability to sell one or more of its mortgaged assets and incur additional secured and unsecured indebtedness, sell all. These instruments also impose limitations on or our substantially all of ability to access operating cash from properties in the event the applicable loan's debt yield its is not maintained. The Mortgage Facility also contains covenants that require

the Company to maintain certain levels of minimum net worth and liquid assets that could limit our financial and operational flexibility engage in mergers and certain acquisitions the amount we are able to distribute to shareholders. In addition, the Mortgage Facility requires the Company to use proceeds from the sale of mortgaged properties to repay the release amounts related to such properties before allowing the Company to use sale proceeds for any other purpose (including to make distributions to shareholders). These instruments credit facilities and indenture also contain customary default provisions, including, but not limited to, the failure to pay principal and interest issued thereunder in a timely manner; and the failure to comply with certain the Company's financial and operating covenants and the failure of the Company or its majority-owned subsidiaries (i. A default e., entities in which the Company has a greater than 50 % interest) to pay when due certain indebtedness in excess of certain thresholds beyond applicable grace and cure periods. These covenants could limit the Company's ability to obtain additional funds needed to address cash shortfalls or pursue growth opportunities or transactions that would provide substantial return to its shareholders. In addition, a breach of any of these covenants could cause a default and allow the lender to foreclose on the properties serving as collateral or for accelerate some or all of the applicable loan Company's indebtedness, which could have a material adverse effect on its the Company's financial condition. The Company's Ability to Increase Its Debt Could Adversely Affect Its Financial Condition and Cash Flows The Company is subject to limitations under its credit facilities and indentures relating to its ability to incur additional debt; however, the Company's organizational documents do not contain any limitation on the amount or percentage of indebtedness it may incur. If the Company were to become more highly leveraged, its cash needs to fund debt service would increase accordingly. Under such circumstances, the Company's risk of decreases in cash flow due to fluctuations in the real estate market, reliance on its major tenants, acquisition and development costs and the other factors discussed in these risk factors could subject the Company to an even greater adverse impact on its financial condition and results of operations. In addition, increased leverage could increase the risk of default on the Company's debt obligations, which could further reduce its cash available for distribution and adversely affect its ability to dispose of its portfolio on favorable terms, which could cause the Company to incur losses and reduce its cash flows. The Company May Not Be Able to Obtain Additional Capital to Finance Its Operations or Make Investments To qualify as a REIT, the Company must, among other things, distribute at least 90 % of its REIT taxable income (excluding net capital gains) to its stockholders each year. Because of these distribution requirements, the Company has relied on third-party sources of capital, including secured and unsecured debt and common and preferred equity financings, to fund growth opportunities and capital needs. Economic conditions and conditions in the capital markets may not be favorable at the time the Company needs to raise capital which may cause the Company to seek alternative sources of potentially less attractive financing and may require it to adjust its business plan accordingly. Disruptions in the financial markets may also have a material adverse effect on the market value of the Company's common shares, the value of its properties in private market transactions and other adverse effects on the Company or the economy in general. If the Company Fails to Qualify as a REIT in Any Taxable Year, It Will Be Subject to U. S. Federal Income Tax as a Regular Corporation and Could Have Significant Tax Liability, Which May Have a Significant Adverse Consequence to the Value of the Company's Shares The Company intends currently seeks to operate in a manner that allows it to qualify as a REIT for U. S. federal income tax purposes. However, REIT qualification requires that the Company satisfy numerous requirements (some on an annual or quarterly basis) established under highly technical and complex provisions of the Code, for which there are a limited number of judicial or administrative interpretations. The Company's status as a REIT requires an analysis of various factual matters and circumstances that are not entirely within its control. In addition, the amount of non-qualifying assets and income the Company can own and earn while still maintaining its REIT status has decreased in recent years due to the reduction in the size of the Company's operations resulting from asset sales and the spin-off of Curblin and may continue to decrease. Accordingly, the Company's ability to qualify and remain qualified as a REIT for U. S. federal income tax purposes is not certain and cannot be assured. Even a technical or inadvertent violation of the REIT requirements could jeopardize the Company's REIT qualification. Furthermore, Congress or the Internal Revenue Service (" IRS ") might change the tax laws or regulations and the courts could issue new rulings, in each case potentially having a retroactive effect that could make it more difficult or impossible for the Company to continue to qualify as a REIT. If the Company fails to qualify as a REIT in any tax year, the following will result: • The Company would be taxed as a regular domestic corporation, which, among other things, means that it would be unable to deduct distributions to its shareholders in computing its taxable income and would be subject to U. S. federal income tax on its taxable income at regular corporate rates; • Any resulting tax liability could be substantial and would reduce the amount of cash available for distribution to shareholders and could force the Company to liquidate assets or take other actions that could have a detrimental effect on its operating results and • Unless the Company were entitled to relief under applicable statutory provisions, it would be disqualified from treatment as a REIT for the four taxable years following the year during which the Company lost its qualification, and its cash available for debt service obligations and distribution to its shareholders, therefore, would be reduced for each of the years in which the Company does not qualify as a REIT. Even if the Company remains qualified as a REIT, it may face other tax liabilities that directly or indirectly reduce its cash flow. The Company's may conduct certain non-qualifying operations through a TRS, which is subject to taxation, and any changes in the laws affecting the Company's use of a TRS may increase the Company's tax expenses. The Company may also be subject to certain federal, state and local taxes on its income and property either directly or at the level of its subsidiaries. Any of these taxes would decrease cash available for debt service obligations and distribution to the Company's shareholders. Compliance with REIT Requirements May Negatively Affect the Company's Operating Decisions To maintain its status as a REIT for U. S. federal income tax purposes, the Company must meet certain requirements on an ongoing basis, including requirements regarding its sources of income, the nature and diversification of its assets, the amounts the Company distributes to its shareholders and the ownership of its shares. The Company may also be required to make distributions to its shareholders when it does not have funds readily available for distribution or at times when the Company's funds are otherwise needed to

fund capital expenditures or debt service obligations. As a REIT, the Company must distribute at least 90 % of its annual net taxable income (excluding net capital gains) to its shareholders. To the extent that the Company satisfies this distribution requirement, but distributes less than 100 % of its net taxable income, the Company will be subject to U. S. federal corporate income tax on its undistributed taxable income. In addition, the Company will be subject to a 4 % non- deductible excise tax if the actual amount paid to its shareholders in a calendar year is less than the minimum amount specified under U. S. federal tax laws. From time to time, the Company may generate taxable income greater than its income for financial reporting purposes, or its net taxable income may be greater than its cash flows available for distribution to its shareholders. If the Company does not have other funds available in these situations, it could be required to borrow funds, sell its securities or a portion of its properties at unfavorable prices or find other sources of funds in order to meet the REIT distribution requirements and avoid corporate income tax and the 4 % excise tax. In addition, the REIT provisions of the Code impose a 100 % tax on income from “ prohibited transactions. ” Prohibited transactions generally include sales of assets, other than foreclosure property, that constitute inventory or other property held for sale to customers in the ordinary course of business. This 100 % tax could affect the Company’ s decisions to sell property if it believes such sales could be treated as a prohibited transaction. However, the Company would not be subject to this tax if it were to sell assets through ~~its a~~ TRS. The Company will also be subject to a 100 % tax on certain amounts if the economic arrangements between the Company and its TRS are not comparable to similar arrangements among unrelated parties. **Changes to the Company’ s asset portfolio could exacerbate these risks.** The Company May Be Forced to Borrow Funds to Maintain Its REIT Status, and the Unavailability of Such Capital on Favorable Terms at the Desired Times, or at All, May Cause the Company to ~~Curtail Its Investment Activities and / or to~~ Dispose of Assets at Inopportune Times, Which Could Materially and Adversely Affect the Company To qualify as a REIT, the Company generally must distribute to shareholders at least 90 % of its REIT taxable income each year, determined without regard to the dividends paid deduction and excluding any net capital gains, and the Company will be subject to regular corporate income taxes on its undistributed taxable income to the extent that the Company distributes less than 100 % of its REIT taxable income, determined without regard to the dividends paid deduction and including any net capital gains, each year. In addition, the Company will be subject to a 4 % nondeductible excise tax on the amount, if any, by which distributions paid by the Company in any calendar year are less than the sum of 85 % of the Company’ s ordinary income, 95 % of its capital gain net income and 100 % of its undistributed income from prior years. The Company could have a potential distribution shortfall as a result of, among other things, differences in timing between the actual receipt of cash and recognition of income for U. S. federal income tax purposes or the effect of nondeductible capital expenditures, the creation of reserves or required debt or amortization payments. In order to maintain REIT status and avoid the payment of income and excise taxes, the Company may need to borrow funds to meet the REIT distribution requirements. The Company may not be able to borrow funds on favorable terms or at all, and the Company’ s ability to borrow may be restricted by the terms of the instruments governing the Company’ s existing indebtedness. The Company’ s access to third- party sources of capital depends on a number of factors, including the market’ s perception of the **value of the** Company’ s **properties growth potential**, **its** current debt levels, the market price of **its** common shares and current and potential future earnings. The Company cannot assure shareholders that it will have access to such capital on favorable terms at the desired times, or at all, which may cause the Company ~~to curtail its investment activities and / or~~ to dispose of assets at inopportune times and could materially and adversely affect the Company. The Company may make taxable in- kind distributions of common shares, which may cause shareholders to be required to pay income taxes with respect to such distributions in excess of any cash received, or the Company may be required to withhold taxes with respect to such distributions in excess of any cash shareholders receive. Dividends Paid by REITs Generally Do Not Qualify for Reduced Tax Rates In general, the maximum U. S. federal income tax rate for dividends paid to individual U. S. shareholders is 20 %. Due to its REIT status, the Company’ s distributions to individual shareholders generally are not eligible for the reduced rates. However, U. S. shareholders that are individuals, trusts or estates generally may deduct up to 20 % of the ordinary dividends (e. g., REIT dividends that are not designated as capital gain dividends or qualified dividend income) received from a REIT for taxable years beginning after December 31, 2017, and before January 1, 2026. Although this deduction reduces the effective tax rate applicable to certain dividends paid by REITs (generally to 29. 6 %, assuming the shareholder is subject to the 37 % maximum rate), such tax rate is still higher than the tax rate applicable to corporate dividends that constitute qualified dividend income. Accordingly, investors who are individuals, trusts or estates may perceive investments in REITs to be relatively less attractive than investments in stocks of non- REIT corporations that pay dividends, which could materially and adversely affect the value of the shares of REITs, including the per share trading price of the Company’ s common shares. Certain Foreign Shareholders May Be Subject to U. S. Federal Income Tax on Gain Recognized on a Disposition of the Company’ s Common Shares if the Company Does Not Qualify as a “ Domestically Controlled ” REIT A foreign person disposing of a U. S. real property interest, including shares of a U. S. corporation whose assets consist principally of U. S. real property interests, is generally subject to U. S. federal income tax on any gain recognized on the disposition. This tax does not apply, however, to the disposition of stock in a REIT if the REIT is “ domestically controlled. ” In general, the Company will be a domestically controlled REIT if at all times during the five- year period ending on the applicable stockholder’ s disposition of the Company’ s stock, less than 50 % in value of the stock was held directly or indirectly by non- U. S. persons. If the Company were to fail to qualify as a domestically controlled REIT, gain recognized by a foreign stockholder on a disposition of the Company’ s common shares would be subject to U. S. federal income tax unless the common shares were traded on an established securities market and the foreign stockholder did not at any time during a specific testing period directly or indirectly own more than 10 % of the Company’ s outstanding common stock. Legislative or Other Actions Affecting REITs Could Have a Negative Effect on the Company The rules dealing with U. S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the Department of the Treasury. Changes to the tax laws, with or without retroactive application, could materially and adversely affect the Company or its shareholders. The Company cannot predict how changes

in the tax laws might affect shareholders or the Company. New legislation, Treasury regulations, administrative interpretations or court decisions could significantly and negatively affect the Company's ability to qualify as a REIT, the U. S. federal income tax consequences of such qualification or the U. S. federal income tax consequences of an investment in the Company. In addition, the law relating to the tax treatment of other entities, or an investment in other entities, could change, making an investment in such other entities more attractive relative to an investment in a REIT. Furthermore, potential amendments and technical corrections, as well as interpretations and implementation of regulations by the Treasury and IRS, may have or may in the future occur or be enacted, and, in each case, they could lessen or increase the impact of the Tax Cuts and Jobs Act of 2017 (the "TCJA"). In addition, states and localities, which often use federal taxable income as a starting point for computing state and local tax liabilities, continue to react to the TCJA, and these may exacerbate its negative, or diminish its positive, effects on the Company. It is impossible to predict the nature or extent of any new tax legislation, regulation or administrative interpretations, but such items could adversely affect the Company's operating results, financial condition and / or future business planning. Provisions of the Company's Articles of Incorporation and Code of Regulations Could Have the Effect of Delaying, Deferring or Preventing a Change in Control, Even if That Change May Be Considered Beneficial by Some of the Company's Shareholders The Company's Articles of Incorporation and Code of Regulations contain provisions that could have the effect of rendering more difficult, delaying or preventing an acquisition deemed undesirable by the Company's Board of Directors. Among other things, the Articles of Incorporation and Code of Regulations include these provisions: • Prohibiting any person, ~~except for certain shareholders (including the family of Mr. Alexander Otto) as set forth in the Company's Articles of Incorporation,~~ from owning more than **59.8%** of the Company's outstanding common shares in order to maintain the Company's status as a REIT; • Authorizing "blank check" preferred **stock shares**, which could be issued by the Board of Directors without shareholder approval and may contain voting, liquidation, dividend and other rights superior to the Company's common shares; • Providing that any vacancy on the Board of Directors may be filled only by the affirmative vote of a majority of the remaining directors then in office; • Providing that no shareholder may cumulate the shareholder's voting power in the election of directors; • Providing that shareholders may not act by written consent unless such written consent is unanimous and • Requiring advance notice of shareholder proposals for business to be conducted at meetings of the Company's shareholders and for nominations of candidates for election to the Board of Directors. These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in the Company's management. The Company believes these provisions protect its shareholders from coercive or otherwise unfair takeover tactics and are not intended to make the Company immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some shareholders and could delay, defer or prevent an acquisition that the Board of Directors determines is not in the best interests of the Company and its shareholders, which under certain circumstances could reduce the market price of its common shares. ~~The Company Has Significant Shareholders Who May Exert Influence on the Company as a Result of Their Considerable Beneficial Ownership of the Company's Common Shares, and Their Interests May Differ from the Interests of Other Shareholders The Company has shareholders, including Mr. Alexander Otto, who is a member of the Board of Directors, who, because of their considerable beneficial ownership of the Company's common shares, are in a position to exert significant influence over the Company. These shareholders may exert influence with respect to matters that are brought to a vote of the Company's Board of Directors and / or the holders of the Company's common shares. Among others, these matters include the election of the Company's Board of Directors, corporate finance transactions and joint venture activity, merger, acquisition and disposition activity, and amendments to the Company's Articles of Incorporation and Code of Regulations. In the context of major corporate events, the interests of the Company's significant shareholders may differ from the interests of other shareholders. For example, if a significant shareholder does not support a merger, tender offer, sale of assets or other business combination because the shareholder judges it to be inconsistent with the shareholder's investment strategy, the Company may be unable to enter into or consummate a transaction that would enable other shareholders to realize a premium over the then-prevailing market prices for common shares. Furthermore, significant shareholders of the Company have sold in the past, and may sell in the future, substantial amounts of the Company's common shares in the public market to enhance the shareholders' liquidity positions, fund alternative investments or for other reasons. This has caused in the past, and may cause in the future, the trading price of the Company's common shares to decline significantly, resulting in other shareholders being unable to sell their common shares at favorable prices. The Company cannot predict or control how the Company's significant shareholders may use the influence they have as a result of their common share holdings. The Company's Board of Directors May Change Significant Corporate Policies Without Shareholder Approval The Company's strategies and investment, financing and dividend policies will be determined by its Board of Directors. These strategies and policies may be amended or revised at any time at the discretion of the Board of Directors without a vote of the Company's shareholders. A change in any of these strategies and policies could have an adverse effect on the **market price of the Company's common shares and on the Company's financial condition, operating results and cash flow and on its ability to make distributions to shareholders. The Company's Relationship with Curblin Properties May Create, or Appear to Create, Conflicts of Interest The Company's agreements with Curblin Properties could lead to, or appear to cause, conflicts of interest. For example, pursuant to the Shared Services Agreement, Curblin Properties provides the Company with leadership, management and transaction services, and the Company provides Curblin Properties with the services of its employees and the use or benefit of such Company assets, offices and other resources as are necessary or useful to operate Curblin Properties' business. As a result, Company employees provide significant services to Curblin Properties, and Curblin Properties provides the Company with the services of its leadership and management personnel. As such, conflicts of interest may arise in connection with the performance of the services provided by the Company or Curblin Properties and the allocation of priority, time and attention to providing such services. In particular, the Company's Chief Executive Officer and Chief Investment Officer are employed and compensated by, and also serve as the chief executive officer and**~~

chief investment officer of, Curblin Properties, and their services are provided to the Company under the terms of the Shared Services Agreement. These individuals also serve as directors of the Company and own equity in Curblin Properties which could create, or appear to create, conflicts of interest when these officers and the Company are faced with decisions (including with respect to the Shared Services Agreement) that could have different implications for the Company and Curblin Properties. Conflicts of interest could likewise arise in connection with the exercise of rights (including termination rights) by, and resolution of any dispute among, the Company and Curblin Properties with respect to the terms of the agreements governing their separation and ongoing relationship. Conflicts of interest may also arise from the lease of vacant space or renewal of existing leases at the Company's properties, which may be located near and compete with properties owned by Curblin Properties. Conflicts may also arise with respect to the employment of Company personnel, as Curblin Properties is not prohibited from soliciting the employment of Company employees. The Agreements with Curblin Properties Were Not Negotiated on an Arm's Length Basis and May Not Be on the Same Terms as if They Had Been Negotiated With an Unaffiliated Third Party The Separation and Distribution Agreement, the Tax Matters Agreement, the Employee Matters Agreement, the Shared Services Agreement and other agreements governing the Company's ongoing relationship with Curblin Properties were negotiated between related parties and do not reflect the terms that would have been negotiated at arm's length with an unaffiliated third party. For example, the allocation of assets, liabilities, expenses, rights, durations, indemnification and other obligations between the Company and Curblin Properties under these agreements would likely be have been different if they had been agreed to by unaffiliated parties. It is unlikely that an unaffiliated third party would be willing or able to perform certain of these agreements or provide similar services on the same terms or at all. The Company Is Required to Provide Services and Certain Benefits to Curblin Properties for the Duration of the Shared Services Agreement, Even If it is Economically Inefficient to do so Pursuant to the terms of the Shared Services Agreement, until October 1, 2027, the Company is generally obligated to provide Curblin Properties with the services of the Company's employees and the use or benefit of such of the Company's assets, offices and other resources as may be necessary or useful for Curblin Properties to establish and operate various business functions in a manner as would be established and operated for a REIT similarly situated to Curblin Properties. As a result of these obligations, even if future sales of Company assets cause a significant decrease in the size of the Company's portfolio, the Company may have limited ability to proportionately reduce the size of its organization and general and administrative expense during the term of the Shared Services Agreement. While Curblin Properties is required to pay dividends certain fees to the Company pursuant to the terms of the Shared Services Agreement, these fees are not expected to fully offset the cost of the services and benefits the Company is required to provide to Curblin Properties during the term of the agreement. As a result, the costs incurred by the Company to satisfy its obligations to Curblin Properties during the term of the Shared Services Agreement are likely to have an increasingly disproportionate and adverse impact on the Company's results of operations and its ability to use operating cash flows to make distributions to shareholders.

Changes in Market Conditions Could Adversely Affect the Market Price of the Company's Publicly Traded Securities As with other publicly traded securities, the market price of the Company's publicly traded securities depends on various market conditions, which may change from time to time. Among the market conditions that may affect the market price of the Company's publicly traded securities are the following: • The extent of institutional investor interest in the Company and the properties it owns; • The reputation of REITs generally and the reputation of REITs with similar portfolios; • The attractiveness of the securities of REITs in comparison to securities issued by other entities (including securities issued by other real estate companies or sovereign governments), bank deposits or other investments; • The Company's financial condition and performance; • The market's perception of the Company's growth potential strategy, the value of its properties and its future cash dividends; • An increase in market interest rates, which could adversely impact the value of the Company's properties or may lead prospective investors to demand a higher distribution rate in relation to the price paid for the Company's shares and • General economic and financial market conditions. The Company May Issue Additional Securities Without Shareholder Approval The Company can issue preferred shares and common shares without shareholder approval subject to certain limitations in the Company's Articles of Incorporation. Holders of preferred shares have priority over holders of common shares, and the issuance of additional shares reduces the ownership interest of existing holders in the Company. The Company May Be Unable to Retain and Attract Key Management Personnel The Company may be unable to retain and attract talented executives. Pursuant to the terms of the Shared Services Agreement, Curblin Properties currently provides the Company with our Chief Executive Officer and Chief Investment Officer and therefore these officers are not employed by, or exclusively dedicated to, the Company. In the event of the loss of key management personnel to competitors, or upon unexpected death, disability or retirement, the Company may not be able to find replacements with comparable skill, ability and industry expertise. The Company's operating results and financial condition and the market price of the Company's common shares could be materially and adversely affected until suitable replacements are identified and retained, if at all. The Company Is Subject to Litigation That Could Adversely Affect Its Results of Operations The Company is a defendant from time to time in lawsuits and regulatory proceedings relating to its business. Due to the inherent uncertainties of litigation and regulatory proceedings, the Company cannot accurately predict the ultimate outcome of any such litigation or proceedings. An unfavorable outcome could adversely affect the Company's business, financial condition or results of operations. Any such litigation could also lead to increased volatility of the trading price of the Company's common shares. For a further discussion of litigation risks, see "Legal Matters" in Note 9-8. "Commitments and Contingencies," to the Company's consolidated financial statements.