Risk Factors Comparison 2024-02-12 to 2023-02-13 Form: 10-K

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Material factors that may adversely affect our business, operations and financial condition are summarized below. We refer to the equity and debt securities of both Vornado and the Operating Partnership as our " securities " and the investors who own shares of Vornado or units of the Operating Partnership, or both, as our " equity holders. " The risks and uncertainties described herein may not be the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, operations and financial condition. See " Forward- Looking Statements " contained herein on page 6. RISKS RELATED TO OUR ~~PROPERTIES~~ **BUSINESS** AND ~~INDUSTRY~~ **OPERATIONS** We may be adversely affected by trends in office real estate, including work from home trends. In ~~2022~~ **2023** , approximately ~~77~~ **78** % of our net operating income (" NOI " a non- GAAP measure) is from our office properties. Work from home, flexible or hybrid work schedules, open workplaces, videoconferencing, and teleconferencing **remain prevalent in certain situations following** ~~are becoming more common, particularly as a result of~~ the COVID- 19 pandemic. Changes in tenant space utilization, including ~~increased acceptance~~ **from the continuation** of work from home and flexible work arrangement policies, may **continue to** cause office tenants to reassess their long- term physical space needs, which could have an adverse effect on our business. **Further, as office tenants reevaluate their physical space needs and focus on attracting and retaining talent, many tenants have become more selective and are focused on leasing space in high- quality, modern and well- amenitized buildings near transit hubs. These factors have resulted in increased competition among landlords to attract tenants, significant landlord capital expenditures for a building to maintain Class A status and may negatively impact the value of older and less desirable office space. This could have an adverse effect on our financial condition and results of operations.** A significant portion of our properties is located in the New York ~~City Metropolitan~~ **metropolitan** area and is affected by the economic cycles and risks inherent to this area. In ~~2022~~ **2023** , approximately ~~86~~ **88** % of our NOI is from properties located in the New York ~~City~~ metropolitan area. We may continue to concentrate a significant portion of our future acquisitions, development and redevelopment in this area. Real estate markets are ~~subject to~~ **affected by** economic downturns and we cannot predict how economic conditions will impact this market in either the short or long term. Declines in the economy ~~or~~ **and** declines in **the New York metropolitan area** real estate ~~markets~~ - **market** ~~in the New York City metropolitan area, including the effects of the COVID- 19 pandemic,~~ have ~~hurt~~ **impacted** and could continue to ~~hurt~~ **impact** our financial performance and the value of our properties. In addition to the factors affecting the national economic condition generally, the factors affecting economic conditions in this ~~region~~ **area** include: • financial performance and productivity of the media, advertising, professional services, financial, technology, retail, insurance and real estate industries; • business layoffs or downsizing; • any oversupply of, or reduced demand for, real estate; • industry slowdowns; • the effects of inflation ~~and rising~~ **; • increased** interest rates; • relocations of businesses; • changing demographics; • increased work from home and use of alternative work places; • changes in the number of domestic and international tourists to our markets (including as a result of changes in the relative strengths of world currencies ~~and the COVID- 19 pandemic~~); • the fiscal health of New York State and New York City governments and local transit authorities ~~, particularly as a result of the impact of the COVID- 19 pandemic~~ ; • quality of life conditions; • infrastructure quality; • increased government regulation and costs of complying with such regulations; and • changes in rates or the treatment of the deductibility of state and local taxes. It is impossible for us to ~~ensure the accuracy of predictions~~ ---- **predict** ~~of~~ the future ~~or the~~ effect of trends in the economic and investment climates of the geographic areas in which we concentrate, and more generally of the United States, or the real estate markets in these areas. Local, national or global economic downturns could negatively affect the value of our properties, our businesses and profitability. We are subject to risks that affect the general and New York City retail environments. In ~~2022~~ **2023** , approximately ~~18~~ **17** % of our NOI is from Manhattan retail properties. These properties are affected by the general and New York City retail environments, including **the level of consumer spending and consumer confidence, Manhattan tourism,** office and residential occupancy rates ~~, the level of consumer spending and consumer confidence, Manhattan tourism~~ , employer remote- working policies, the threat of terrorism or other criminal acts, increasing competition from online retailers ~~,~~ **and** other retail centers, and the impact of technological change upon the retail environment generally ~~. Furthermore, New York City tourism has not yet fully recovered from the effects of the COVID- 19 pandemic. The decline in international tourists, who comprise a major source of demand for our Manhattan retail tenants, has adversely affected such tenants~~ . These factors could adversely affect the financial condition of our retail tenants, or result in the bankruptcy of such tenants, and the willingness of retailers to lease space in our retail locations, which could have an adverse effect on the value of our properties, our business and profitability. Our performance and the value of an investment in us are subject to risks associated with our real estate assets and with the real estate industry. The value of our real estate and the value of an investment in us fluctuates depending on conditions in the general economy and the real estate business. These conditions may also adversely impact our revenues and cash flows. The factors that affect the value of our real estate investments include, among other things: • global, national, regional and local economic conditions **and geopolitical events** ; • competition from other available space, including co- working space and sub- leases; • local conditions such as an oversupply of space or a reduction in demand for real estate in the area; • how well we manage our properties; • the development and / or redevelopment of our properties; • changes in market rental rates; • trends in office real estate, including many tenants' preferences for space in modern amenitized buildings which may require the landlord to incur significant capital expenditures; • increased competition from online shopping and its impact on retail tenants and their demand for retail space; • the timing and costs associated with property improvements and rentals; • whether we are able to pass all or portions of any increases in operating costs through to tenants; • changes in real estate taxes and other expenses; • **fluctuations in interest rates; •** the ability of state and local governments to operate within their budgets; • whether tenants and users such as customers and shoppers consider a property attractive; • changes in consumer preferences adversely affecting retailers and retail store values; • changes in tenant space utilization; • the financial condition of our tenants, including the extent of tenant bankruptcies or defaults; • consequences of any armed conflict involving, or terrorist attacks against, the United States or individual acts of violence in public spaces; • availability of financing on acceptable terms or at all; • inflation or deflation; • ~~fluctuations in interest rates; •~~ our ability to obtain adequate insurance; • **government regulation, including** changes in **fiscal policies, taxation, and** zoning laws ~~and taxation; • government regulation~~ ; • potential liability ~~under~~ **and compliance costs associated with** environmental or other laws or regulations; • natural disasters; • general competitive factors; • climate change; and • the impact of ~~the COVID- 19 pandemic~~ **pandemics** or outbreaks of other infectious diseases. The rents or sales proceeds we receive and the occupancy levels at our properties may decline as a result of adverse changes in any of these factors. If rental revenues, sales proceeds and / or occupancy levels decline, we generally would expect to have less cash available for operating costs, to pay indebtedness and for distribution to equity holders. In addition, some of our major expenses, including mortgage payments, real estate taxes and maintenance costs generally do not decline when the related rents decline and maintenance costs can increase substantially in an inflationary environment. These factors may cause the value of our real estate assets to decline, which may result in non- cash impairment charges and the impact could be material. Real estate is a competitive business and that competition may adversely impact us. We compete with a large number of real estate investors, property owners and developers, some of whom may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, ~~sales prices~~ **tenant concessions offered** , attractiveness of location, the quality of the property and the breadth and the quality of services provided. Substantially all of our properties face competition from similar properties in the same market, which may adversely impact the rents we can charge at those properties and our results of operations. Our commercial office properties are located primarily in highly developed areas of the New York metropolitan area. Manhattan is the largest office market in the United States. The number of competitive office properties in the New York metropolitan area, which may be newer **, more amenitized** or better located than our properties, could have a material adverse effect on our ability to lease office space at our properties and on the effective rents we are able to charge ~~. We depend on leasing space to tenants on economically favorable terms and collecting rent from tenants who may not be able to pay. Our financial results depend significantly on leasing space in our properties to tenants on economically favorable terms. In addition, because a majority of our income comes from renting of real property, our income, funds available to pay indebtedness and funds available for distribution to equity holders will decrease if a significant number of our tenants cannot pay their rent or if we are not able to maintain occupancy levels on favorable terms. If a tenant does not pay its rent, we may not be able to enforce our rights as landlord without delays and may incur substantial legal and other costs. Even if we are able to enforce our rights, a tenant may not have recoverable assets~~ . We may be unable to renew leases, lease vacant space or relet space as leases expire on favorable terms. When our tenants decide not to renew their leases upon their expiration, we may not be able to relet the space. Even if tenants do renew or we can relet the space, the terms of renewal or reletting, considering among other things, rent and ~~other~~ concessions, the cost of improvements to the property and leasing commissions, may be **on** less **economically** favorable ~~than the~~ terms ~~in the expired leases~~ . In addition, changes in space utilization by our tenants may impact our ability to renew or relet space without the need to incur substantial costs in renovating or redesigning the internal configuration of the relevant property and / or space. If we are unable to promptly renew ~~the~~ leases or relet the space **on economically favorable terms** ~~at similar rates or if we incur substantial costs in renewing or reletting the space~~ , our cash flow and ability to service debt obligations and pay dividends and distributions to equity holders could be adversely affected. Bankruptcy or insolvency of tenants may decrease our ~~revenue~~ **revenues** , net income and available cash. From time to time, some of our tenants have declared bankruptcy, and other tenants may declare bankruptcy, become insolvent or experience a material business downturn adversely affecting their ability to make timely rental payments in the future. **If a tenant does not pay its rent, we may face delays enforcing our rights as landlord and may incur substantial legal and other costs. Even if we are able to enforce our rights, a tenant may not have recoverable assets.** The bankruptcy or insolvency of a major tenant may delay our efforts to collect past **-** due balances under the relevant leases and could ultimately preclude collection of these amounts altogether. As a result, the bankruptcy or insolvency of, or nonpayment by, a major tenant could cause us to suffer lower revenues and operational difficulties, including leasing the remainder of the property, which could in turn result in decreased net income and funds available to pay our indebtedness or make distributions to equity holders. Our business, financial condition, results of operations and cash flows have been and may continue to be adversely affected by **outbreaks of highly infectious or contagious diseases. Our business has been, and may continue to be, adversely affected by the economic and industry challenges created by highly infectious or contagious diseases, including** the COVID- 19 pandemic ~~or future outbreaks of other highly infectious diseases~~ . **The impact of** ~~Our business has been, and may continue to be, adversely affected by the economic and industry challenges created by~~ the COVID- 19 pandemic ~~and preventive measures taken to curb the spread of the virus. While substantially all of the limitations and restrictions imposed during the onset of the pandemic have been lifted and / or eased and people have largely resumed pre-pandemic activities, economic conditions continue to negatively impact the financial health of our retail tenants. The impact of such conditions could cause~~ **caused** retailers ~~to continue~~ to reduce the number and size of their physical locations and ~~further~~ increase reliance on e- commerce **, and future infectious or contagious diseases could have a similar impact** . Additionally, **many** office tenants **have adopted** ~~may see further delays in employee return- to- work plans as a result of the continued risks of the pandemic and further dependence on~~ work from home **, hybrid** and flexible work arrangements **which** ~~. This~~ may lead our office tenants to reassess their long- term physical space needs. ~~If the COVID- 19 virus~~ **Any future outbreak of a highly infectious** or ~~another more~~ contagious ~~variant or~~ disease ~~were to spread, governmental agencies and other authorities may reorder closures or reimpose restrictions on businesses, which~~ could ~~further negatively~~ impact **how people live, work and**

travel in ways that have affected and may in the **future affect** ~~financial condition of~~ our ~~tenants~~ **properties** . Over time, these factors could decrease the demand for office and retail space and ultimately decrease occupancy and / or rent levels across our portfolio, which may have a negative impact on our financial condition and / or access to capital ~~. We may continue to experience material impacts to our business, financial condition,~~ and ~~operating results due to the COVID- 19 pandemic or variants or future outbreaks of other highly infectious diseases and those impacts~~ may have the effect of heightening other risks described under this heading " Risk Factors. " Some of our potential losses may not be covered by insurance. For our properties, we maintain general liability insurance with limits of $ 300, 000, 000 per occurrence and per property, of which $ **275, 000, 000, increased from $** 250, 000, 000 **effective June 20, 2023,** includes communicable disease coverage, and we maintain all risk property and rental value insurance with limits of $ 2. 0 billion per occurrence, with sub- limits for certain perils such as flood and earthquake, excluding communicable disease coverage. Our California properties have earthquake insurance with coverage of $ 350, 000, 000 per occurrence and in the aggregate, subject to a deductible in the amount of 5 % of the value of the affected property. We maintain coverage for certified terrorism acts with limits of $ 6. 0 billion per occurrence and in the aggregate (as listed below), $ 1. 2 billion for non- certified acts of terrorism, and $ 5. 0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological (" NBCR ") terrorism events, as defined by the Terrorism Risk Insurance Act of 2002, as amended to date and which has been extended through December 2027. Penn Plaza Insurance Company, LLC (" PPIC "), our wholly owned consolidated subsidiary, acts as a re- insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of $ ~~1~~ **2** , ~~774~~ **112** , ~~525~~ **753** and 20 % of the balance of a covered loss and the Federal government is responsible for the remaining portion of a covered loss. We are ultimately responsible for any loss incurred by PPIC. Certain condominiums in which we own an interest (including the Farley Condominiums) maintain insurance policies with different per occurrence and aggregate limits than our policies described above. We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism and other events. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future. We are responsible for uninsured losses and for deductibles and losses in excess of our insurance coverage, which could adversely affect our business, results of operations and financial condition, the impact of which could be material. Actual or threatened terrorist attacks or other criminal acts may adversely affect the value of our properties and our ability to generate cash flow. We have significant investments in the New York City, Chicago and San Francisco metropolitan areas. In response to a terrorist attack, the perceived threat of terrorism, or other criminal acts, tenants in these areas may choose to relocate their businesses to less populated, lower- profile areas of the United States that may be perceived to be less likely targets of future terrorist activity or have lower rates of crime and fewer customers may choose to patronize businesses in these areas. This, in turn, would trigger a decrease in the demand for space in these areas, which could increase vacancies in our properties and force us to lease space on less favorable terms. Furthermore, we may experience increased costs in security, equipment and personnel. As a result, the value of our properties and the level of our revenues and cash flows could decline materially. **The** ~~Natural disasters and the~~ effects of climate change could have a concentrated impact on the areas where we operate and could adversely impact our results. Our investments are concentrated in the New York **City** , Chicago and San Francisco metropolitan areas. **Physical climate change, and** ~~Natural~~ **natural** disasters, including earthquakes, storms **, storm surges** , tornados, floods and hurricanes, could cause significant damage to our properties and the surrounding environment or area. Potentially adverse consequences of climate change, including rising sea levels ~~, extreme weather,~~ and increased ~~flooding~~ **temperature fluctuations** , could similarly have an impact on our properties and the economies of the metropolitan areas in which we operate. Government efforts to combat climate change may impact the cost of operating our properties. Over time, these conditions could result in declining demand for office and retail space in our buildings or the inability of us to operate the buildings at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy at our properties and requiring us to expend funds as we seek to repair and protect our properties against such risks. The incurrence of these losses, costs or business interruptions may adversely affect our operating and financial results. Our properties are located in urban areas, which means the vitality of our properties is reliant on sound transportation and utility infrastructure. If that infrastructure is compromised in any way by an extreme weather event, such a compromise could have an adverse impact on our local economies and populations, as well as on our tenants' ability to do business in our buildings. Our properties are subject to transitional risks related to climate- related policy change. De- carbonization of grid- supplied energy could lead to increased energy costs and operating expenses for our buildings. Retrofitting our building systems to consume less energy could lead to increased capital costs. Buildings which consume fossil fuel onsite may be subject to penalties in the future. In addition, the full transition of grid- supplied energy to renewable sources (as has been mandated by the Climate Leadership and Community Protection Act in New York State) could lead to increased energy costs and operating expenses for our buildings **. Although these laws and regulations have not had any material adverse effects on our business to date, they could result in substantial costs, including compliance costs, increased energy costs, retrofit costs and construction costs. We cannot predict how future laws and regulations, or future interpretations of current laws and regulations, related to climate change will affect our business, results of operations and financial condition** . We may become subject to costs, taxes or penalties, or increases therein, associated with natural resource or energy usage, such as a " carbon tax " and by local legislation such as New York City' s Local Law 97, which sets limits on carbon emissions in our buildings and imposes penalties if we exceed those limits, and New York City' s Intro 2317, or the " gas ban " bill, which limits any onsite fossil fuel combustion in new construction and major renovations. These costs, taxes or penalties could increase our operating costs and decrease the cash available to pay our obligations or distribute to our equity owners. Changes to tax laws could affect REITs generally, the trading of our shares and our results of operations, both positively and negatively, in ways that are difficult to anticipate. The rules dealing with U. S. federal, state and local income taxation are constantly under review by persons involved in the legislative process and by the IRS and the Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect the taxation of REITs and their shareholders. We cannot predict whether, when, in what form, or with what effective dates, tax laws, regulations and rulings may be enacted, promulgated or decided, or technical corrections made, which could result in an increase in our, or our shareholders', tax liability or require changes in the manner in which we operate in order to minimize increases in our tax liability. If such changes occur, we may be required to pay additional taxes on our assets or income and / or be subject to additional restrictions. These increased tax costs could, among other things, adversely affect the trading price for our common shares, our financial condition, our results of operations and the amount of cash available for the payment of dividends. ~~RISKS RELATED TO OUR OPERATIONS AND STRATEGIES~~ Significant inflation and ~~continuing~~ **future** increases in the inflation rate could adversely affect our business and financial results. Recent substantial increases in the rate of inflation and potential future elevated rates of inflation, both real and anticipated, may impact our ~~investments~~ **business** and results of operations. In a highly inflationary environment, we may be unable to raise rental rates at or above the rate of inflation, which could reduce our profit margins. In addition, our cost of labor and materials could increase, which could have an adverse impact on our business and financial results. Increased inflation could also adversely affect us by increasing costs of construction and renovation. While increases in most operating expenses at our properties can be passed on to our office and retail tenants, some tenants have fixed reimbursement charges and expenses at our residential properties may not be able to be passed on to residential tenants. Unreimbursed increased operating expenses may reduce cash flow available for payment of mortgage debt and interest and for distributions to shareholders. We face risks associated with property acquisitions. We have acquired in the past and intend to continue to pursue the acquisition of properties and portfolios of properties, including, but not limited to, large portfolios that would increase our size and could result in alterations to our capital structure. Furthermore, from time to time we have made, and in the future we may seek to make one or more, material acquisitions that we believe will maximize shareholder value. However, an announcement by us of one or more significant acquisitions could result in a quick and significant decline in the price of our securities. Our acquisition activities and their success are subject to the following risks: • we may be unable to complete an acquisition of a property or portfolio even after entering into an acquisition agreement, making a non- refundable deposit and incurring certain other acquisition- related costs; • we may be unable to obtain or assume financing for acquisitions on favorable terms or at all **; • increased interest rates will increase the cost of acquiring properties through financing, reducing the opportunities for attractive acquisitions** ; • acquired properties may fail to perform as expected; • the actual costs of repositioning, redeveloping or maintaining acquired properties may be greater than our estimates and may require significantly greater time and attention of management than anticipated; • the acquisition agreement will likely contain conditions to closing, including completion of due diligence investigations to our satisfaction or other conditions that are not within our control, which may not be satisfied; • acquired properties may be located in new markets where we may face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area, costs associated with opening a new regional office and unfamiliarity with local governmental and permitting procedures; • we may acquire real estate through the acquisition of the ownership entity subjecting us to the risks of that entity and we may be exposed to the liabilities of properties or companies acquired, some of which we may not be aware of at the time of acquisition; • we may face competition for acquisition opportunities from other well- capitalized investors, including publicly traded and privately held REITs, private real estate funds, domestic and foreign financial institutions, life insurance companies, sovereign wealth funds, pension trusts, partnerships and individual investors, which may cause an increase in the purchase price for a desired acquisition property or result in a competitor acquiring the desired property instead of us; and • we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and this could have an adverse effect on our results of operations and financial condition. Any delay or failure on our part to identify, negotiate, finance and consummate such acquisitions in a timely manner and on favorable terms, or operate acquired properties to meet our financial expectations, could impede our growth and have an adverse effect on us, including our financial condition, results of operations, cash flow and the market value of our securities. If we are unable to successfully acquire additional properties, our ability to grow our business could be adversely affected. We are exposed to risks associated with property development, redevelopment and repositioning that could adversely affect us, including our financial condition and results of operations. We are the owner of numerous development sites and continue to engage in redevelopment and repositioning activities with respect to our properties, and, accordingly, we are subject to certain risks, which could adversely affect us, including our financial condition and results of operations. These risks include, without limitation, (i) the availability and pricing of financing on favorable terms or at all; (ii) the availability and timely receipt of zoning and other regulatory approvals; (iii) cost overruns, especially in **an** ~~the current~~ inflationary environment, and untimely completion of construction (including risks beyond our control, such as weather or labor conditions, material shortages or supply chain delays); (iv) the potential for the fluctuation of occupancy rates and rents at redeveloped properties, which may result in our investment not being profitable; (v) start up, repositioning and redevelopment costs may be higher than anticipated; (vi) the potential that we may fail to recover expenses already incurred if we abandon development or redevelopment opportunities after we begin to explore them; (vii) the potential that we may expend funds on and devote management time to projects which we do not complete; (viii) the inability to complete leasing of a property on schedule or at all, resulting in an increase in carrying or redevelopment costs; (ix) the possibility that properties will be leased at below expected rental rates and (x) to the extent the redevelopment activities are conducted in partnership with third parties, the possibility of disputes with our joint venture development partners and the potential that we miss certain project milestone deadlines. These risks could result in substantial unanticipated delays or expenses, prevent the initiation or the completion of redevelopment activities or reduce the ultimate rents achieved on new developments. These outcomes could have an adverse effect on our financial condition, results of operations, cash flow, the market value of our common shares and ability to satisfy our principal and interest obligations and to make distributions to our shareholders. It may be difficult to sell real estate on a timely basis, which may limit our flexibility. Real estate investments are relatively illiquid. Consequently, we may have limited ability to dispose of assets in our portfolio promptly in response to changes in economic or other conditions which could have an adverse effect on our sources of working capital and our ability to satisfy our debt obligations. We may not be ~~able to effectively operate our business if we are unable to attract and retain qualified personnel due to a tight labor market in areas in which we operate. Our success depends on our ability to continue to attract, retain, and motivate qualified personnel. The U. S. job market continues to experience labor shortages and employee resignations at elevated levels. Factors impacting the labor shortage include demand for flexible working hours and remote work, higher pay from competitors, people leaving the workforce entirely, enhanced unemployment insurance benefits and many other factors. The increased ability and desire of employees in the workforce to work from home or in other remote work arrangements has made it and may continue to make it more difficult for us to compete in the job market. In addition, we may find it difficult to attract and retain employees in New York City, where our corporate office and a significant portion of our properties are located. Our inability to attract, retain, and motivate qualified personnel, could have a material adverse effect on our ability to operate our business. We may not be~~ permitted to dispose of certain properties or pay down the debt associated with those properties when we might otherwise desire to do so without incurring additional costs. In addition, when we dispose of or sell assets, we may not be able to reinvest the sales proceeds and earn similar returns. As part of an acquisition of a property, or a portfolio of properties, we may agree, and in the past have agreed, not to dispose of the acquired properties or reduce the mortgage indebtedness for a long- term period, unless we pay certain of the resulting tax costs of the seller. These agreements could result in us holding on to properties that we would otherwise sell and not pay down or refinance. In addition, when we dispose of or sell assets, we may not be able to reinvest the sales proceeds and earn returns similar to those generated by the assets that were sold. From time to time we have made, and in the future we may seek to make investments in companies over which we do not have sole control. Some of these companies operate in industries with different risks than investing and operating real estate. From time to time we have made, and in the future we may seek to make, investments in companies that we may not control, including, but not limited to, Alexander' s, our Fifth Avenue and Times Square JV, and other equity and loan investments. Although these businesses generally have a significant real estate component, some of them operate in businesses that are different from investing and operating real estate. Consequently, we are subject to operating and financial risks of those industries and to the risks associated with lack of control, such as having differing objectives than our partners or the entities in which we invest, or becoming involved in disputes, or competing directly or indirectly with these partners or entities. In addition, we rely on the internal controls and financial reporting controls of these entities and their failure to maintain effectiveness or comply with applicable standards may adversely affect us. We are subject to risks involved in real estate activity through joint ventures and private equity real estate funds. We currently own properties through joint ventures and private equity real estate funds with other persons and entities and may in the future acquire or own properties through joint ventures and funds when we believe circumstances warrant the use of such structures. Joint venture and fund investments involve risk, including: the possibility that our partners might refuse to make capital contributions when due and therefore we may be forced to make contributions to maintain the value of the property; that we may be responsible to our partners for indemnifiable losses; that our partners might at any time have business or economic goals that are inconsistent with ours; that third parties may be hesitant or refuse to transact with the joint venture or fund due to the identity of our partners; and that our partners may be in a position to take action or withhold consent contrary to our recommendations, instructions or requests. ~~We~~ **For certain of our joint venture arrangements, we** and our respective joint venture partners ~~may each~~ have ~~the right~~ **rights including the ability** to trigger a buy- sell, put right or forced sale arrangement, which could cause us to sell our interest, or acquire our partner' s interest, or to sell the underlying asset, at a time when we otherwise would not have initiated such a transaction, without our consent or on unfavorable terms. In some instances, joint venture and fund partners may have competing interests in our markets that could create conflicts of interest. These conflicts may include compliance with the REIT requirements, and our REIT status could be jeopardized if any of our joint ventures or funds do not operate in compliance with REIT requirements. To the extent our partners do not meet their obligations to us or our joint ventures or funds, or they take action inconsistent with the interests of the joint venture or fund, we may be adversely affected. We are exposed to risks related to our properties that are subject to ground leases arrangements which could adversely affect our results of operations. We are the lessee under long- term ground lease arrangements at certain of our properties. Unless we purchase a fee interest in the underlying land or extend the terms of these leases prior to expiration, we will no longer operate these properties upon expiration of the leases, which could adversely affect our financial condition and results of operations. Furthermore, rent payments under such leasehold interests are periodically adjusted pursuant to the ~~relevant~~ **respective** contractual arrangements ~~and~~ **, including the currently ongoing PENN 1 June 2023 rent reset process. These rent resets** may result in ~~significantly~~ **materially** higher rents that could adversely affect our financial condition and results of operation. Additionally, due to the greater risk in a loan secured by a leasehold interest than a loan secured by a fee interest, we face risks related to the availability and pricing of financing on favorable terms or at all for such ground leasehold interests. RISKS RELATED TO OUR INDEBTEDNESS AND ACCESS TO CAPITAL **Significantly tighter** ~~Capital~~ **capital** markets and economic conditions ~~can~~ **have affected and may continue to** materially affect our liquidity, financial condition and results of operations as well as the value of an investment in our debt and equity securities. There are many factors that can affect the value of our debt and equity securities, including the state of the capital markets and the economy. Demand for office and retail space typically declines nationwide due to an economic downturn, bankruptcies, downsizing, layoffs and cost cutting. Government action or inaction may adversely affect the state of the capital markets. The cost and availability of credit may be adversely affected by illiquid credit markets and wider credit spreads, which may adversely affect our liquidity and financial condition, including our results of operations, and the liquidity and financial condition of our tenants. **Recently, domestic and international financial markets have experienced unusual volatility, significant interest rate increases and continuing uncertainty. Liquidity has significantly tightened in overall financial markets. Consequently, there is greater uncertainty regarding our ability to access the credit markets in order to attract financing on reasonable terms. Additionally, the recent inflation environment has led to an increase in interest rates, which has had a direct and material increase on the interest expense of our borrowings.** Our inability or the inability of our tenants to timely refinance maturing liabilities and access the capital markets to meet liquidity needs may materially affect our financial condition and results of operations and the value of our securities. We have outstanding debt, and ~~the amount of debt and~~ its cost may **continue to** increase and refinancing may not be available on acceptable terms **and could affect our future operations. As of December 31, 2023, our consolidated mortgages and unsecured indebtedness, excluding related premium, discount and deferred financing costs, totaled $ 8. 3 billion** . We rely on both secured and unsecured, variable rate and **fixed** ~~non- variable~~ rate debt to finance acquisitions and development activities and for working capital **.** We are subject to the risks normally associated with debt financing,including the risk that our cash flow from operations will be insufficient to meet our required debt service.Our debt service costs generally will not be reduced if ~~developments~~ **conditions** in the market or at our properties,such as the entry of new competitors or the loss of major tenants,cause a reduction in the income from our properties.Should such events occur,our operations may be adversely affected.If a property is mortgaged to secure payment of indebtedness and income from such property is insufficient to pay that indebtedness,the property could be foreclosed upon by the mortgagee resulting in ~~a~~ **our** loss of **the property** ~~income and a~~. If we are unable to obtain debt financing or refinance existing indebtedness upon maturity, our financial condition and results of operations would likely be adversely affected. In addition, the current ~~rising~~ interest rate environment has **led to an** ~~increased~~ - **increase** ~~the~~ **in** interest ~~payable~~ **rates** on our variable rate debt ~~that is not subject to interest rate swap~~ **, including on new hedging instruments, and** ~~and~~ - **an** ~~cap arrangements~~ **increase in the cost of refinancing our existing debt and entering into new debt** , ~~reducing~~ **all of which have reduced, and could continue to reduce,** our operating cash flows. While certain of our debt is fixed by interest rate swap arrangements, the arrangements typically expire earlier than the mortgage loan maturity, resulting in future exposure to rising interest rates, which could further reduce our available cash. If the cost or amount of our indebtedness continues to increase or we cannot refinance our debt in sufficient amounts or on acceptable terms, we are at risk of credit rating downgrades and default on our obligations that could adversely affect our financial condition and results of operations. We may not be able to obtain capital to make investments. We depend primarily on external financing to fund the growth of our business. This is because one of the requirements of the Internal Revenue Code of 1986, as amended, for a REIT is that it distributes 90 % of its taxable income, excluding net capital gains, to its shareholders. This, in turn, requires the Operating Partnership to make distributions to its unitholders. There is a separate requirement to distribute net capital gains or pay a corporate level tax in lieu thereof. Our access to debt or equity financing depends on the willingness of third parties to lend or make equity investments and on conditions in the capital markets generally. Although we believe that we will be able to finance any investments we may wish to make in the foreseeable future, there can be no assurance that new financing will be available or available on acceptable terms. For information about our available sources of funds, see “ Management’ s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources ” and the notes to the consolidated financial statements in this Annual Report on Form 10- K . We depend on dividends and distributions...... a decline in our total asset value . The hedge instruments we may use to manage our exposure to interest rate volatility involve risks. The interest rate hedge instruments we may use to manage some of our exposure to interest rate volatility involve risks, including the risk that counterparties may fail to perform under these arrangements. If interest rates were to fall, these arrangements may cause us to pay higher interest on our debt obligations than would otherwise be the case. In addition, the use of such instruments may generate income that may not be treated as qualifying REIT income for purposes of the 75 % gross income test or 95 % gross income test. Furthermore, there can be no assurance that our hedging arrangements will qualify as “ highly effective ” cash flow hedges under applicable accounting standards. If our hedges do not qualify as “ highly effective, ” the changes in the fair value of these instruments would be reflected in our results of operations and could adversely impact our earnings. Covenants in our debt instruments could adversely affect our financial condition and our acquisitions and development activities. The mortgages on our properties contain customary covenants such as those that limit our ability, without the prior consent of the applicable lender, to further mortgage the applicable property or to ~~discontinue~~ **reduce or change** insurance coverage. Our unsecured indebtedness and debt that we may obtain in the future may contain customary restrictions, requirements and other limitations on our ability to incur indebtedness, including covenants that limit our ability to incur debt based upon the levels of certain ratios including total debt to total assets, secured debt to total assets, EBITDA to interest expense, and fixed charges, and that require us to maintain a certain ratio of unencumbered assets to unsecured debt. Our ability to borrow is subject to compliance with these and other covenants. In addition, failure to comply with our covenants could cause a default under the applicable debt instrument, and we may then be required to repay such debt with capital from such other sources or give possession of a secured property to the lender. Under those circumstances, other sources of capital may not be available to us or may be available only on unattractive terms **. Further, depending on market conditions at the time of any refinancing, the covenants included as part of the terms of such refinancing may be more restrictive than the existing indebtedness** . In addition, our debt instruments contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain it could result in acceleration of repayment of such debt instruments and adversely affect our ability to finance or refinance our properties and expand our portfolio. A **further** downgrade in our credit ratings could materially and adversely affect our business and financial condition. Our credit rating and the credit ratings assigned to our debt securities and our preferred shares **have been recently downgraded and** could change **in the future** based upon, among other things, our results of operations and financial condition. **Our** ~~Currently, our senior debt is~~

~~rated BBB- by Fitch, Baa3 by Moody' s and BBB- by S & P. These~~ ratings are subject to ongoing evaluation by credit rating agencies, and any rating could be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant such action. Moreover, these credit ratings are not recommendations to buy, sell or hold our common shares or any other securities. If any of the credit rating agencies that have rated our securities downgrades or lowers its credit rating ~~, particularly to non- investment grade status~~ , or if any credit rating agency indicates that it has placed any such rating on a " watch list " for a possible downgrading or lowering, or otherwise indicates that its outlook for that rating is negative, such action could have a material adverse effect on our costs and availability of funding. For instance, if we fail to maintain the ~~investment grade~~ credit ratings **currently** assigned to our senior debt, the interest rates payable on outstanding debt under our unsecured term loan and revolving credit facilities would increase and we may be required to post additional collateral under certain of our existing loan agreements. Furthermore, any future lowering of our credit ratings or outlook would likely make it more difficult and / or more expensive for us to obtain additional debt financing. Our failure to maintain or improve our credit ratings could in turn have a material adverse effect on our financial condition, results of operations, cash flows, the trading / redemption price of our securities, and our ability to satisfy our debt service obligations and to pay dividends and distributions to our equity holders. ~~We may be adversely affected by the discontinuation of London Interbank Offered Rate (" LIBOR"). On March 5, 2021, the United Kingdom Financial Conduct Authority (" FCA") announced that USD LIBOR will no longer be published after June 30, 2023. The Secured Overnight Financing Rate (" SOFR") has been identified by market participants as the preferred alternative to USD LIBOR in derivatives and other financial contracts. Our new floating rate loans entered into after December 31, 2021 no longer reference to LIBOR and instead reference to SOFR or another floating rate. As of December 31, 2022, we had consolidated variable rate debt indexed to LIBOR of $ 2. 2 billion, with $ 840, 000, 000 subject to floating- to- fixed interest rate swap arrangements and $ 950, 000, 000 subject to interest rate cap arrangements. As of December 31, 2022, our share of the variable rate debt indexed to LIBOR of our unconsolidated subsidiaries was $ 1. 2 billion, with $ 301, 000, 000 subject to floating- to- fixed interest rate swap arrangements and $ 710, 000, 000 subject to interest rate cap arrangements. The transition of our LIBOR- based obligations to SOFR could affect all- in interest rates on our debt and interest rate swap and cap arrangements and could result in interest payable that does not correlate over time with the interest that would be payable if LIBOR was available in its current form. Certain of our LIBOR- based obligations provide for alternative methods of calculating the interest rate payable (including transition to an alternative benchmark rate) if LIBOR is not reported, and we have entered into amendments to certain of our financing agreements to provide for alternative benchmark rates upon the discontinuation of LIBOR. However, certain of our LIBOR- based contracts that may be in effect upon the discontinuation of LIBOR may not contain fallback language in the event LIBOR is unavailable or permanently discontinued, and uncertainty as to the extent and manner of future changes may result in interest rates and / or payments that differ over time with the interest rates and / or payments that would have been made on our obligations if LIBOR was available in its current form. The occurrence of cyber incidents, or a deficiency in our cyber security, as well as other disruptions of our IT networks and related systems, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and / or damage to our business relationships or reputation, all of which could negatively impact our financial results. We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, ransomware, computer viruses, attachments to e- mails, persons who access our systems from inside or outside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Although we have not experienced cyber incidents that are individually, or in the aggregate, material, we have experienced cyber attacks in the past, which have thus far been mitigated by preventative, detective, and responsive measures that we have put in place. Our IT networks and related systems are essential to the operation of our business and our ability to perform day- to- day operations (including managing our building systems) and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Unauthorized parties, whether within or outside our company, may disrupt or gain access to our systems, or those of third parties with whom we do business, through human error, misfeasance, fraud, trickery, or other forms of deceit, including break- ins, use of stolen credentials, social engineering, phishing, computer viruses or other malicious codes, and similar means of unauthorized and destructive tampering. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed to not be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk. A security breach or other significant disruption involving our IT networks and related systems could disrupt the proper functioning of our networks and systems and therefore our operations and / or those of certain of our tenants; result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of, proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or which could expose us to damage claims by third- parties for disruptive, destructive or otherwise harmful purposes and outcomes; result in our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space; require significant management attention and resources to remedy any damages that result; may require payments to the attackers; subject us to litigation claims for breach of contract, damages, credits, fines, penalties, governmental investigations and enforcement actions or termination of leases or other agreements; or damage our reputation among our tenants and investors generally. Any or all of the foregoing could have a material adverse effect on our results of operations,~~

~~financial condition and cash flows. A cyber attack or systems failure could interfere with our ability to comply with financial reporting requirements, which could adversely affect us. A cyber attack could also compromise the confidential information of our employees, tenants, customers and vendors. A successful attack could disrupt and materially affect our business operations, including damaging relationships with tenants, customers and vendors. Any compromise of our information security systems could also result in a violation of applicable privacy and other laws, significant legal and financial exposure, damage to our reputation, loss or misuse of the information (which may be confidential, proprietary and / or commercially sensitive in nature) and a loss of confidence in our security measures, which could harm our business.~~ RISKS RELATED TO OUR ORGANIZATION AND STRUCTURE ~~.~~We depend on dividends and distributions from our direct and indirect subsidiaries.The creditors and preferred equity holders of these subsidiaries are entitled to amounts payable to them by the subsidiaries before the subsidiaries may pay any dividends or distributions to us.Substantially all of Vornado' s assets are held through ~~its~~ **the** Operating Partnership ~~that~~ **which** holds substantially all of its properties and assets through subsidiaries.The Operating Partnership' s cash flow is dependent on cash distributions to it by its subsidiaries,and in turn,substantially all of Vornado' s cash flow is dependent on cash distributions to it by the Operating Partnership.The creditors of each of Vornado' s direct and indirect subsidiaries are entitled to payment of that subsidiary' s obligations to them,when due and payable,before distributions may be made by that subsidiary to its equity holders.Thus,the Operating Partnership' s ability to make distributions to its equity holders depends on its subsidiaries' ability first to satisfy their obligations to their creditors and then to make distributions to the Operating Partnership.Consequently,Vornado' s ability to pay dividends to its holders of common and preferred shares depends on the Operating Partnership' s ability first to satisfy its obligations to its creditors and make distributions to holders of its preferred units and then to make distributions to Vornado.Furthermore,the holders of preferred units of the Operating Partnership are entitled to receive preferred distributions before payment of distributions to the Operating Partnership' s equity holders,including Vornado.Thus,Vornado' s ability to pay cash dividends to its equity holders and satisfy its debt obligations depends on the Operating Partnership' s ability first to satisfy its obligations to its creditors and make distributions to holders of its preferred units and then to its equity holders,including Vornado.As of December 31, ~~2022~~ **2023** ,there were six series of preferred units of the Operating Partnership not held by Vornado with a total liquidation value of $ 52, ~~918~~ **921** ,000.In addition,Vornado' s participation in any distribution of the assets of any of its direct or indirect subsidiaries upon the liquidation,reorganization or insolvency is only after the claims of the creditors,including trade creditors and preferred equity holders,are satisfied **.** Vornado' s Amended and Restated Declaration of Trust (the " declaration of trust ") sets limits on the ownership of its shares. Generally, for Vornado to maintain its qualification as a REIT under the Internal Revenue Code, not more than 50 % in value of the outstanding shares of beneficial interest of Vornado may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of Vornado' s taxable year. The Internal Revenue Code defines " individuals " for purposes of the requirement described in the preceding sentence to include some types of entities. Under Vornado' s declaration of trust, as amended, no person may own more than 6. 7 % of the outstanding common shares of any class, or 9. 9 % of the outstanding preferred shares of any class, with some exceptions for persons who held common shares in excess of the 6. 7 % limit before Vornado adopted the limit and other persons approved by Vornado' s Board of Trustees. In addition, our declaration of trust includes restrictions on ownership of our common shares and preferred shares to preserve our status as a" domestically controlled qualified investment entity" within the meaning of Section 897 (h) (4) (B) of the Internal Revenue Code of 1986, as amended. These restrictions on transferability and ownership may delay, deter or prevent a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of equity holders. The Maryland General Corporation Law (the " MGCL ") contains provisions that may reduce the likelihood of certain takeover transactions. The MGCL imposes conditions and restrictions on certain " business combinations " (including, among other transactions, a merger, consolidation, share exchange, or, in certain circumstances, an asset transfer or issuance of equity securities) between a Maryland REIT and certain persons who beneficially own at least 10 % of the corporation' s stock (an " interested shareholder "). Unless approved in advance by the board of trustees of the trust, or otherwise exempted by the statute, such a business combination is prohibited for a period of five years after the most recent date on which the interested shareholder became an interested shareholder. After such five- year period, a business combination with an interested shareholder must be: (a) recommended by the board of trustees of the trust, and (b) approved by the affirmative vote of at least (i) 80 % of the trust' s outstanding shares entitled to vote and (ii) two- thirds of the trust' s outstanding shares entitled to vote which are not held by the interested shareholder with whom the business combination is to be effected, unless, among other things, the trust' s common shareholders receive a " fair price " (as defined by the statute) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for his or her shares. In approving a transaction, Vornado' s Board of Trustees may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the Board of Trustees. Vornado' s Board of Trustees has adopted a resolution exempting any business combination between Vornado and any trustee or officer of Vornado or its affiliates. As a result, any trustee or officer of Vornado or its affiliates may be able to enter into business combinations with Vornado that may not be in the best interest of our equity holders. With respect to business combinations with other persons, the business combination provisions of the MGCL may have the effect of delaying, deferring or preventing a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of our equity holders. The business combination statute may discourage others from trying to acquire control of Vornado and increase the difficulty of consummating any offer. Title 3, Subtitle 8 of the MGCL permits our Board of Trustees, without shareholder approval and regardless of what is currently provided in our declaration of trust or bylaws, to implement certain takeover defenses, including adopting a classified board or increasing the vote required to remove a trustee. Such takeover defenses may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide our common shareholders with the opportunity to realize a premium over the then current market price. Vornado may issue additional shares in a manner that could adversely affect the likelihood of certain takeover transactions. Vornado' s declaration of trust authorizes the Board of Trustees to: • cause Vornado to issue additional authorized but unissued common shares or preferred shares; • classify or reclassify, in one or more series, any unissued preferred shares; • set the preferences, rights and other terms of any classified or reclassified shares that Vornado issues; and • increase, without shareholder approval, the number of shares of beneficial interest that Vornado may issue. Vornado' s Board of Trustees could establish a series of preferred shares whose terms could delay, deter or prevent a change in control of Vornado, and therefore of the Operating Partnership, or other transaction that might involve a premium price or otherwise be in the best interest of our equity holders, although Vornado' s Board of Trustees does not now intend to establish a series of preferred shares of this kind. Vornado' s declaration of trust and bylaws contain other provisions that may delay, deter or prevent a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of our equity holders. We may change our policies without obtaining the approval of our equity holders. Our operating and financial policies, including our policies with respect to acquisitions of real estate or other companies, growth, operations, indebtedness, capitalization, dividends and distributions, are exclusively determined by Vornado' s Board of Trustees. Accordingly, our equity holders do not control these policies. Steven Roth and Interstate Properties may exercise substantial influence over us. They and some of Vornado' s other trustees and officers have interests or positions in other entities that may compete with us. As of December 31, ~~2022~~ **2023** , Interstate Properties, a New Jersey general partnership, and its partners beneficially owned an aggregate of approximately 7. 0 % of the common shares of beneficial interest of Vornado and 26. 0 % of the common stock of Alexander' s, which is described below. Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are the three partners of Interstate Properties. Mr. Roth is the Chairman of the Board of Trustees and Chief Executive Officer of Vornado, the managing general partner of Interstate Properties, and the Chairman of the Board of Directors and Chief Executive Officer of Alexander' s. Messrs. Mandelbaum and Wight are Trustees of Vornado and Directors of Alexander' s. Because of these overlapping interests, Mr. Roth and Interstate Properties and its partners may have substantial influence over Vornado, and therefore over the Operating Partnership. In addition, certain decisions concerning our operations or financial structure may present conflicts of interest among Messrs. Roth, Mandelbaum and Wight and Interstate Properties and our other equity holders. In addition, Mr. Roth, Interstate Properties and its partners, and Alexander' s currently and may in the future engage in a wide variety of activities in the real estate business which may result in conflicts of interest with respect to matters affecting us, such as which of these entities or persons, if any, may take advantage of potential business opportunities, the business focus of these entities, the types of properties and geographic locations in which these entities make investments, potential competition between business activities conducted, or sought to be conducted, competition for properties and tenants, possible corporate transactions such as acquisitions and other strategic decisions affecting the future of these entities. We manage and lease the real estate assets of Interstate Properties pursuant to a management agreement for which we receive an annual fee equal to 4 % of annual base rent and percentage rent. See Note 22 – Related Party Transactions to our consolidated financial statements in this Annual Report on Form 10- K for additional information. There may be conflicts of interest between Alexander' s and us. As of December 31, ~~2022~~ **2023** , we owned 32. 4 % of the outstanding common stock of Alexander' s. Alexander' s is a REIT that has ~~six~~ **five** properties, which are located in the greater New York metropolitan area. In addition to the 2. 3 % that they indirectly own through Vornado, Interstate Properties, which is described above, and its partners owned 26. 0 % of the outstanding common stock of Alexander' s as of December 31, ~~2022~~ **2023** . Mr. Roth is the Chairman of the Board of Trustees and Chief Executive Officer of Vornado, the managing general partner of Interstate Properties, and the Chairman of the Board of Directors and Chief Executive Officer of Alexander' s. Messrs. Mandelbaum and Wight are Trustees of Vornado and Directors of Alexander' s and general partners of Interstate Properties. Ms. Mandakini Puri is a Trustee of Vornado and Director of Alexander' s. We manage, develop and lease Alexander' s properties under management, development and leasing agreements under which we receive annual fees from Alexander' s. These agreements are described in Note 5 – Investments in Partially Owned Entities to our consolidated financial statements in this Annual Report on Form 10- K. RISKS RELATED TO OUR COMMON SHARES AND OPERATING PARTNERSHIP CLASS A UNITS The trading price of Vornado' s common shares has been volatile and may continue to fluctuate. The trading price of Vornado' s common shares has been volatile and may continue to fluctuate widely as a result of several factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations have in the past and may in the future adversely affect the market price of Vornado' s common shares and the redemption price of the Operating Partnership' s Class A units. ~~In particular, the market price of our common shares has been further adversely impacted since March 2020 due to the COVID- 19 pandemic and its lasting impacts.~~ These factors include: • our financial condition and performance **; • the financial condition of our tenants, including the extent of tenant bankruptcies or defaults** ; • actual or anticipated quarterly fluctuations in our operating results and financial condition; • our dividend policy; • the reputation of REITs and real estate investments generally and the attractiveness of REIT equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income securities; • uncertainty and volatility in the equity and credit markets; • ~~fluctuations, in particular, increases, in~~ interest rates **increases** ; • changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other REITs; • failure to meet analysts' revenue or earnings estimates; • speculation in the press or investment community; • strategic actions by us or our competitors, such as acquisitions or restructurings; • the extent of institutional investor interest in us; • the extent of short- selling of Vornado common shares and the shares of our competitors; • fluctuations in the stock price and operating results of our competitors **; • share repurchase plans** ; • general financial and economic market conditions and, in particular, developments related to market conditions for office REITs and other real estate related companies and the New York City real estate market; • inflation; • **local,** domestic and international economic factors unrelated to our performance (including the macro- economic impact of ~~the~~

geopolitical ~~conflict~~ **conflicts** ~~between Russia and Ukraine~~); • fiscal policies or inaction at the U. S. federal government level that may lead to federal government shutdowns or negative impacts on the U. S. economy; • changes in tax laws and rules; and • all other risk factors addressed elsewhere in this Annual Report on Form 10- K. A significant decline in Vornado' s stock price could result in substantial losses for our equity holders. Vornado has many shares available for future sale, which could hurt the market price of its shares and the redemption price of the Operating Partnership' s units. The interests of equity holders could be diluted if we issue additional equity securities. As of December 31, ~~2022~~ **2023** , Vornado had authorized but unissued ~~58~~ **59** , ~~133~~ **609** , ~~120~~ **297** common shares of beneficial interest, $ 0. 04 par value, and 58, 387, 098 preferred shares of beneficial interest, no par value; of which 22, ~~123~~ **186** , ~~781~~ **690** common shares are reserved for issuance upon redemption of Class A Operating Partnership units, convertible securities and employee stock options and 11, 200, 000 preferred shares are reserved for issuance upon redemption of preferred Operating Partnership units. Any shares not reserved may be issued from time to time in public or private offerings or in connection with acquisitions. In addition, common and preferred shares reserved may be sold upon issuance in the public market after registration under the Securities Act or under Rule 144 under the Securities Act or other available exemptions from registration. We cannot predict the effect that future sales of Vornado' s common and preferred shares or Operating Partnership Class A and preferred units will have on the market prices of our securities. In addition, under Maryland law, Vornado' s Board of Trustees has the authority to increase the number of authorized shares without shareholder approval. Loss of our key personnel could harm our operations and adversely affect the value of our common shares and Operating Partnership Class A units. We are dependent on the efforts of Steven Roth, the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. While we believe that we could find a replacement for him and other key personnel, the loss of their services could harm our operations and adversely affect the value of our securities. RISKS RELATED TO REGULATORY COMPLIANCE Vornado may fail to qualify or remain qualified as a REIT and may be required to pay federal income taxes at corporate rates, which could adversely impact the value of our common shares. Although we believe that Vornado will remain organized and will continue to operate so as to qualify as a REIT for federal income tax purposes, Vornado may fail to remain so qualified. Qualifications are governed by highly technical and complex provisions of the Internal Revenue Code for which there are only limited judicial or administrative interpretations and depend on various facts and circumstances that are not entirely within our control. In addition, legislation, new regulations, administrative interpretations or court decisions may significantly change the relevant tax laws and / or the federal income tax consequences of qualifying as a REIT. If, with respect to any taxable year, Vornado fails to maintain its qualification as a REIT and does not qualify under statutory relief provisions, Vornado could not deduct distributions to shareholders in computing our taxable income and would have to pay federal income tax on its taxable income at regular corporate rates. The federal income tax payable would include any applicable alternative minimum tax. If Vornado had to pay federal income tax, the amount of money available to distribute to equity holders and pay its indebtedness would be reduced for the year or years involved, and Vornado would not be required to make distributions to shareholders in that taxable year and in future years until it was able to qualify as a REIT and did so. In addition, Vornado would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost, unless Vornado were entitled to relief under the relevant statutory provisions. Our failure to qualify as a REIT could impact our ability to expand our business and raise capital and adversely affect the value of our common shares. We may face possible adverse federal tax audits and changes in federal tax laws, which may result in an increase in our tax liability. In the normal course of business, certain entities through which we own real estate either have undergone or may undergo tax audits. Although we believe that we have substantial arguments in favor of our positions, in some instances there is no controlling precedent or interpretive guidance. There can be no assurance that audits will not occur with increased frequency or that the ultimate result of such audits will not have a material adverse effect on our results of operations. At any time, the U. S. federal income tax laws governing REITs or the administrative interpretations of those laws may be amended. We cannot predict if or when any new U. S. federal income tax law, regulation, or administrative interpretation, or any amendment to any existing U. S. federal income tax law, Treasury regulation or administrative interpretation, will be adopted, promulgated or become effective and any such law, regulation, or interpretation may take effect retroactively. Vornado, its taxable REIT subsidiaries, and our security holders could be adversely affected by any such change in, or any new, U. S. federal income tax law, Treasury regulation or administrative interpretation. We may face possible adverse state and local tax audits and changes in state and local tax law. Because Vornado is organized and qualifies as a REIT, it is generally not subject to federal income taxes, but we are subject to certain state and local taxes. In the normal course of business, certain entities through which we own real estate either have undergone, or are currently undergoing, tax audits. Although we believe that we have substantial arguments in favor of our positions in the ongoing audits, in some instances there is no controlling precedent or interpretive guidance on the specific point at issue. There can be no assurance that audits will not occur with increased frequency or that the ultimate result of such audits will not have a material adverse effect on our results of operations. From time to time changes in state and local tax laws or regulations are enacted, which may result in an increase in our tax liability. A shortfall in tax revenues for states and municipalities in which we operate may lead to an increase in the frequency and size of such changes including changes in laws, regulations and administration of property and transfer taxes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and the amount of cash available for the payment of dividends and distributions to our security holders. Compliance or failure to comply with the Americans with Disabilities Act (**the** " ADA") or other safety regulations and requirements could result in substantial costs. **The** ADA generally requires that public buildings, including our properties, meet certain Federal requirements related to access and use by disabled persons. Noncompliance could result in the imposition of fines by the Federal government or the award of damages to private litigants and / or legal fees to their counsel. From time to time persons have asserted claims against us with respect to some of our properties under the ADA, but to date such claims have not resulted in any material expense or liability. If, under the ADA, we are required to make substantial alterations and capital expenditures in one or more of our properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations, as well as the amount of cash available for distribution to equity holders. Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect our cash flow and results of operations. We may incur significant costs to comply with environmental laws and environmental contamination may impair our ability to lease and / or sell real estate. Our operations and properties are subject to various federal, state and local laws and regulations concerning the protection of the environment, including air and water quality, hazardous or toxic substances and health and safety. Under some environmental laws, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property. The owner or operator may also be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean-up costs incurred by those parties because of the contamination. These laws often impose liability without regard to whether the owner or operator knew of the release of the substances or caused the release. The presence of contamination or the failure to remediate contamination may also impair our ability to sell or lease real estate or to borrow using the real estate as collateral. Other laws and regulations govern indoor and outdoor air quality including those that can require the abatement or removal of asbestos- containing materials in the event of damage, demolition, renovation or remodeling and govern emissions of and exposure to asbestos fibers in the air. The maintenance and removal of lead paint and certain electrical equipment containing polychlorinated biphenyls (PCBs) are also regulated by federal and state laws. We are also subject to risks associated with human exposure to chemical or biological contaminants such as molds, pollens, viruses and bacteria which, above certain levels, can be alleged to be connected to allergic or other health effects and symptoms in susceptible individuals. Our predecessor companies may be subject to similar liabilities for activities of those companies in the past. We could incur fines for environmental compliance and be held liable for the costs of remedial action with respect to the foregoing regulated substances or related claims arising out of environmental contamination or human exposure to contamination at or from our properties. Each of our properties has been subject to varying degrees of environmental assessment. To date, these environmental assessments have not revealed any environmental condition material to our business. However, identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, human exposure to contamination or changes in clean- up or compliance requirements could result in significant costs to us. **RISKS RELATED TO TECHNOLOGY, CYBERSECURITY AND DATA PROTECTION The occurrence of cyber incidents, or a deficiency in our cyber security, as well as other disruptions to our IT networks and related systems, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and / or damage to our business relationships or reputation, all of which could negatively impact our financial results. Our IT networks and related systems are essential to the operation of our business and our ability to perform day- to- day operations (including managing our building systems) and, in some cases, may be critical to the operations of certain of our tenants. We face risks associated with security breaches, whether through cyber- attacks, malware, ransomware, computer viruses, phishing, attachments to e- mails, persons who access our systems from inside or outside our organization, and other significant disruptions of our IT networks and related systems. Our suppliers, subcontractors, and joint venture partners face similar threats and an incident at one of these entities could adversely impact our business. These entities are typically outside our control and may have access to certain of our information with varying levels of security and cybersecurity resources. The risk of a security breach or disruption, particularly through cyber attack, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks from around the world have increased, including through the use of artificial intelligence. Although we have not experienced cyber incidents that are individually, or in the aggregate, material, the incidents we have experienced thus far have been mitigated by preventative, detective, and responsive measures that we have put in place. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Unauthorized parties, whether within or outside our company, may disrupt or gain access to our systems, or those of third parties with whom we do business, through human error, misfeasance, fraud, trickery, or other forms of deceit, including break- ins, use of stolen credentials, social engineering, phishing, computer viruses or other malicious codes, and similar means of unauthorized and destructive tampering. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed to not be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk. A security breach or other significant disruption involving our IT networks and related systems could disrupt the proper functioning of our networks and systems and therefore our operations and / or those of certain of our tenants; result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of, proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or which could expose us to damage claims by third- parties for disruptive, destructive or otherwise harmful purposes and outcomes; result in our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space; require significant management attention and resources to remedy any damages that result; may require payments to the attackers; subject us to litigation claims for breach of contract, damages, credits, fines, penalties, governmental investigations and enforcement actions or termination of leases**

or other agreements; or damage our reputation among our tenants and investors generally. Any or all of the foregoing could have a material adverse effect on our results of operations, financial condition and cash flows. A cyber attack or systems failure could interfere with our ability to comply with financial reporting requirements, which could adversely affect us. A cyber attack could also compromise the confidential information of our employees, tenants, customers and vendors. A successful attack could disrupt and materially affect our business operations, including damaging relationships with tenants, customers and vendors. Any compromise of our information security systems could also result in a violation of applicable privacy and other laws, significant legal and financial exposure, damage to our reputation, loss or misuse of the information (which may be confidential, proprietary and / or commercially sensitive in nature) and a loss of confidence in our security measures, which could harm our business. For additional information on our cybersecurity risk management process, see Item 1C. Cybersecurity.