

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2025

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-12298 (Regency Centers Corporation)

Commission File Number 0-24763 (Regency Centers, L.P.)

**REGENCY CENTERS CORPORATION  
REGENCY CENTERS, L.P.**

(Exact name of registrant as specified in its charter)

**FLORIDA (REGENCY CENTERS CORPORATION)**

**DELAWARE (REGENCY CENTERS, L.P.)**

(State or other jurisdiction of incorporation or organization)

**One Independent Drive, Suite 114  
Jacksonville, Florida 32202**

(Address of principal executive offices) (zip code)



**59-3191743**

**59-3429602**

(I.R.S. Employer Identification No.)

**(904) 598-7000**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Regency Centers Corporation Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	REG	The Nasdaq Stock Market LLC
6.250% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share	REGCP	The Nasdaq Stock Market LLC
5.875% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share	REGCO	The Nasdaq Stock Market LLC
Title of each class	Regency Centers, L.P. Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**Regency Centers Corporation**      YES  NO       **Regency Centers, L.P.**      YES  NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

**Regency Centers Corporation**      YES  NO       **Regency Centers, L.P.**      YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

**Regency Centers Corporation:**

Large accelerated filer  Accelerated filer  Emerging growth company   
Non-accelerated filer  Smaller reporting company

**Regency Centers, L.P.:**

Large accelerated filer  Accelerated filer  Emerging growth company   
Non-accelerated filer  Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Regency Centers Corporation**       **Regency Centers, L.P.**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

**Regency Centers Corporation**      YES  NO       **Regency Centers, L.P.**      YES  NO

The number of shares outstanding of Regency Centers Corporation's common stock was 181,553,314 as of July 30, 2025.

## EXPLANATORY NOTE

This Quarterly Report on Form 10-Q (this "Report") combines the quarterly reports on Form 10-Q for the quarter ended June 30, 2025, of Regency Centers Corporation and Regency Centers, L.P. Unless stated otherwise or the context otherwise requires, references to "Regency Centers Corporation" or the "Parent Company" mean Regency Centers Corporation and its controlled subsidiaries and references to "Regency Centers, L.P." or the "Operating Partnership" mean Regency Centers, L.P. and its controlled subsidiaries. The terms "the Company," "Regency Centers," "Regency," "we," "our," and "us" as used in this Report mean the Parent Company, the Operating Partnership and their controlled subsidiaries, collectively.

The Parent Company is a real estate investment trust ("REIT") and the general partner of the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has exclusive control of the Operating Partnership's day-to-day management. The Operating Partnership's capital includes general and limited common partnership units ("Common Units"). As of June 30, 2025, the Parent Company owned approximately 99.4% of the Common Units in the Operating Partnership. The remaining Common Units, which are all limited Common Units, are owned by third party investors. In addition to the Common Units, the Operating Partnership has also issued two series of preferred units: the 6.250% Series A Cumulative Redeemable Preferred Units (the "Series A Preferred Units") and the 5.875% Series B Cumulative Redeemable Preferred Units (the "Series B Preferred Units"). The Parent Company currently owns all of the Series A Preferred Units and Series B Preferred Units. The Series A Preferred Units and Series B Preferred Units are sometimes referred to collectively as the "Preferred Units."

The Company believes combining the quarterly reports on Form 10-Q of the Parent Company and the Operating Partnership into this single report provides the following benefits:

- Enhances investors' understanding of the Parent Company and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- Eliminates duplicative disclosure and provides a more streamlined and readable presentation; and
- Creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Management operates the Parent Company and the Operating Partnership as a single business. The management of the Parent Company consists of the same individuals as the management of the Operating Partnership. These individuals are officers of the Parent Company, and officers and employees of the Operating Partnership.

The Company believes it is important to understand the key differences between the Parent Company and the Operating Partnership in the context of how the Parent Company and the Operating Partnership operate as a consolidated company. The Parent Company is a REIT, whose only material asset is its ownership of Common and Preferred Units of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing certain debt of the Operating Partnership. Except for \$200 million of unsecured private placement debt, the Parent Company does not directly hold any indebtedness, but guarantees all of the unsecured debt of the Operating Partnership. The Operating Partnership, directly or indirectly, is also the co-issuer and guarantor of the Parent Company's \$200 million unsecured private placement debt referenced above. The Operating Partnership holds all the assets of the Company and ownership of the Company's subsidiaries and equity interests in its joint ventures. Except for net proceeds from public equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for Common Units or Preferred Units, the Operating Partnership generates all other capital required by the Company's business. These sources include the Operating Partnership's operations, its direct or indirect incurrence of indebtedness, and the issuance of Common Units and Preferred Units.

Shareholders' equity, partners' capital, and noncontrolling interests are the main areas of difference between the Consolidated Financial Statements of the Parent Company and those of the Operating Partnership. The Operating Partnership's capital includes the Common Units and the Preferred Units. The limited partners' Common Units in the Operating Partnership owned by third parties are accounted for in partners' capital in the Operating Partnership's financial statements and outside of shareholders' equity in noncontrolling interests in the Parent Company's financial statements. The Preferred Units owned by the Parent Company are eliminated in consolidation in the accompanying consolidated financial statements of the Parent Company and are classified as preferred units of the general partner in the accompanying consolidated financial statements of the Operating Partnership.

In order to highlight the differences between the Parent Company and the Operating Partnership, there are sections in this Report that separately discuss the Parent Company and the Operating Partnership, including separate financial statements, controls and procedures sections, and separate Exhibit 31 and 32 certifications. In the sections that combine disclosure for the Parent Company and the Operating Partnership, this Report refers to actions or holdings as being actions or holdings of the Company.

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have assets other than its investment in the Operating Partnership. Therefore, while shareholders' equity and partners' capital differ as discussed above, the assets and liabilities of the Parent Company and the Operating Partnership are the same on their respective financial statements.

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**REGENCY CENTERS CORPORATION**  
**Consolidated Balance Sheets**  
**June 30, 2025 and December 31, 2024**  
**(in thousands, except share data)**

	2025	2024
	(unaudited)	
<b>Assets</b>		
Net real estate investments:		
Real estate assets, at cost	\$ 13,988,815	13,698,419
Less: accumulated depreciation	3,107,560	2,960,399
Real estate assets, net	10,881,255	10,738,020
Investments in sales-type leases, net	16,609	16,291
Investments in real estate partnerships	389,828	399,044
Net real estate investments	11,287,692	11,153,355
Properties held for sale, net	15,553	—
Cash, cash equivalents, and restricted cash, including \$4,133 and \$5,601 of restricted cash at June 30, 2025 and December 31, 2024, respectively	154,819	61,884
Tenant and other receivables, net	260,824	255,495
Deferred leasing costs, less accumulated amortization of \$134,870 and \$131,080 at June 30, 2025 and December 31, 2024, respectively	87,027	79,911
Acquired lease intangible assets, less accumulated amortization of \$410,383 and \$395,209 at June 30, 2025 and December 31, 2024, respectively	218,995	229,983
Right of use assets, net	319,091	322,287
Other assets	386,473	289,046
Total assets	\$ 12,730,474	12,391,961
<b>Liabilities and Equity</b>		
Liabilities:		
Notes payable, net	\$ 4,769,182	4,343,700
Unsecured credit facility	30,000	65,000
Accounts payable and other liabilities	381,549	392,302
Acquired lease intangible liabilities, less accumulated amortization of \$233,778 and \$222,052 at June 30, 2025 and December 31, 2024, respectively	366,625	364,608
Lease liabilities	243,704	244,861
Tenants' security, escrow deposits and prepaid rent	82,474	81,183
Total liabilities	5,873,534	5,491,654
Commitments and contingencies	—	—
Equity:		
Shareholders' equity:		
Preferred stock \$0.01 par value per share, 30,000,000 shares authorized; 9,000,000 shares issued and outstanding, in the aggregate, in Series A and Series B at June 30, 2025 and December 31, 2024	225,000	225,000
Common stock \$0.01 par value per share, 220,000,000 shares authorized; 181,550,531 and 181,361,454 shares issued and outstanding at June 30, 2025 and December 31, 2024, respectively	1,816	1,814
Treasury stock at cost, 490,769 and 479,251 shares held at June 30, 2025 and December 31, 2024, respectively	(30,210)	(28,045)
Additional paid-in-capital	8,512,308	8,503,227
Accumulated other comprehensive (loss) income	(3,788)	2,226
Distributions in excess of net income	(2,027,254)	(1,980,076)
Total shareholders' equity	6,677,872	6,724,146
Noncontrolling interests:		
Exchangeable operating partnership units, aggregate redemption value of \$76,063 and \$81,076 at June 30, 2025 and December 31, 2024, respectively	38,359	40,744
Limited partners' interests in consolidated partnerships	140,709	135,417
Total noncontrolling interests	179,068	176,161
Total equity	6,856,940	6,900,307
Total liabilities and equity	\$ 12,730,474	12,391,961

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Operations**  
**For the periods ended June 30, 2025, and 2024**  
(in thousands, except per share data)  
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
<b>Revenues:</b>				
Lease income	\$ 369,105	347,845	\$ 740,184	700,951
Other property income	4,499	2,670	7,520	7,020
Management, transaction, and other fees	7,244	6,735	14,056	13,131
Total revenues	<u>380,848</u>	<u>357,250</u>	<u>761,760</u>	<u>721,102</u>
<b>Operating expenses:</b>				
Depreciation and amortization	99,535	100,968	196,309	198,553
Property operating expense	60,759	59,491	129,218	122,765
Real estate taxes	47,500	45,478	93,860	89,785
General and administrative	25,480	24,238	47,080	50,370
Other operating expenses	1,944	3,066	3,632	5,709
Total operating expenses	<u>235,218</u>	<u>233,241</u>	<u>470,099</u>	<u>467,182</u>
<b>Other expense, net:</b>				
Interest expense, net	50,272	43,178	98,285	86,046
Provision for impairment of real estate	1,262	—	1,262	—
Loss (Gain) on sale of real estate, net of tax	294	(11,081)	193	(22,484)
Loss on early extinguishment of debt	—	—	—	180
Net investment income	(788)	(703)	(27)	(3,134)
Total other expense, net	<u>51,040</u>	<u>31,394</u>	<u>99,713</u>	<u>60,608</u>
Income before equity in income of investments in real estate partnerships	94,590	92,615	191,948	193,312
Equity in income of investments in real estate partnerships	13,759	12,314	28,254	24,275
Net income	<u>108,349</u>	<u>104,929</u>	<u>220,202</u>	<u>217,587</u>
<b>Noncontrolling interests:</b>				
Exchangeable operating partnership units	(586)	(601)	(1,228)	(1,243)
Limited partners' interests in consolidated partnerships	(1,742)	(1,660)	(3,366)	(3,902)
Net income attributable to noncontrolling interests	<u>(2,328)</u>	<u>(2,261)</u>	<u>(4,594)</u>	<u>(5,145)</u>
Net income attributable to the Company	106,021	102,668	215,608	212,442
Preferred stock dividends	(3,413)	(3,413)	(6,826)	(6,826)
Net income attributable to common shareholders	<u>\$ 102,608</u>	<u>\$ 99,255</u>	<u>\$ 208,782</u>	<u>\$ 205,616</u>
<b>Net income attributable to common shareholders:</b>				
Per common share - basic	\$ 0.57	0.54	\$ 1.15	1.12
Per common share - diluted	\$ 0.56	0.54	\$ 1.15	1.12

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Comprehensive Income**  
**For the periods ended June 30, 2025, and 2024**  
**(in thousands)**  
**(unaudited)**

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
Net income	\$ 108,349	104,929	\$ 220,202	217,587
Other comprehensive (loss) income:				
Effective portion of change in fair value of derivative instruments:				
Effective portion of change in fair value of derivative instruments	(1,295)	3,124	(3,943)	11,717
Reclassification adjustment of derivative instruments included in net income	(1,015)	(2,440)	(2,760)	(4,807)
Unrealized gain (loss) on available-for-sale debt securities	94	(1)	288	(120)
Other comprehensive (loss) income	(2,216)	683	(6,415)	6,790
Comprehensive income	106,133	105,612	213,787	224,377
Less: comprehensive income attributable to noncontrolling interests:				
Net income attributable to noncontrolling interests	2,328	2,261	4,594	5,145
Other comprehensive (loss) income attributable to noncontrolling interests	(143)	13	(401)	347
Comprehensive income attributable to noncontrolling interests	2,185	2,274	4,193	5,492
Comprehensive income attributable to the Company	<u>\$ 103,948</u>	<u>103,338</u>	<u>\$ 209,594</u>	<u>218,885</u>

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Equity**  
**For the three months ended June 30, 2025 and 2024**  
**(in thousands, except per share data)**  
**(unaudited)**

	Preferred Stock	Common Stock	Treasury Stock	Addition at Paid In Capital	Accumulated Other Comprehensive Income	Distributions in Excess of Net Income	Total Shareholders' Equity	Noncontrolling Interests			Total Equity
								Exchangeable Operating Partnership Units	Limited Partners' Interest in Consolidated Partnerships	Total Noncontrolling Interests	
<b>Balance at March 31, 2024</b>	\$ 225,000	1,848	(26,321)	8,703,756	4,465	(1,889,037)	7,019,711	41,606	116,702	158,308	7,178,019
Net income	—	—	—	—	—	102,668	102,668	601	1,660	2,261	104,929
Other comprehensive income	—	—	—	—	—	—	—	—	—	—	—
Other comprehensive income before reclassification	—	—	—	—	2,955	—	2,955	18	150	168	3,123
Amounts reclassified from accumulated other comprehensive income	—	—	—	—	(2,285)	—	(2,285)	(14)	(141)	(155)	(2,440)
Adjustment for noncontrolling interests	—	—	—	(8,694)	—	—	(8,694)	—	8,694	8,694	—
Deferred compensation plan, net	—	—	(913)	913	—	—	—	—	—	—	—
Amortization of equity awards	—	—	—	6,561	—	—	6,561	—	—	—	6,561
Tax withholding on stock-based compensation	—	—	—	84	—	—	84	—	—	—	84
Common stock repurchased and retired	—	(33)	—	(200,033)	—	—	(200,066)	—	—	—	(200,066)
Common stock issued under dividend reinvestment plan	—	—	—	166	—	—	166	—	—	—	166
Contributions from partners	—	—	—	—	—	—	—	—	1,529	1,529	1,529
Distributions to partners	—	—	—	—	—	—	—	—	(1,890)	(1,890)	(1,890)
Dividends declared:											
Preferred stock (Series A: \$0.390625 per share/unit; Series B: \$0.367200 per share/unit)	—	—	—	—	—	(3,413)	(3,413)	—	—	—	(3,413)
Common stock/unit (\$0.670 per share/unit)	—	—	—	—	—	(121,959)	(121,959)	(1,473)	—	(1,473)	(123,432)
<b>Balance at June 30, 2024</b>	\$ 225,000	1,815	(27,234)	8,502,753	5,135	(1,911,741)	6,795,728	40,738	126,704	167,442	6,963,170
<b>Balance at March 31, 2025</b>	\$ 225,000	1,815	(29,133)	8,505,489	(1,715)	(2,001,878)	6,699,578	40,584	136,278	176,862	6,876,440
Net income	—	—	—	—	—	106,021	106,021	586	1,742	2,328	108,349
Other comprehensive income	—	—	—	—	—	—	—	—	—	—	—
Other comprehensive income before reclassification	—	—	—	—	(1,146)	—	(1,146)	(7)	(48)	(55)	(1,201)
Amounts reclassified from accumulated other comprehensive income	—	—	—	—	(927)	—	(927)	(6)	(82)	(88)	(1,015)
Deferred compensation plan, net	—	—	(1,077)	1,077	—	—	—	—	—	—	—
Amortization of equity awards	—	1	—	5,569	—	—	5,570	—	—	—	5,570
Tax withholding on stock-based compensation	—	—	—	(23)	—	—	(23)	—	—	—	(23)
Repurchase of exchangeable operating partnership units	—	—	—	—	—	—	—	(2,046)	—	(2,046)	(2,046)
Common stock issued under dividend reinvestment plan	—	—	—	196	—	—	196	—	—	—	196
Contributions from partners	—	—	—	—	—	—	—	—	5,439	5,439	5,439
Distributions to partners	—	—	—	—	—	—	—	—	(2,620)	(2,620)	(2,620)
Dividends declared:											
Preferred stock (Series A: \$0.390625 per share/unit; Series B: \$0.367200 per share/unit)	—	—	—	—	—	(3,413)	(3,413)	—	—	—	(3,413)
Common stock/unit (\$0.705 per share/unit)	—	—	—	—	—	(127,984)	(127,984)	(752)	—	(752)	(128,736)
<b>Balance at June 30, 2025</b>	\$ 225,000	1,816	(30,210)	8,512,308	(3,788)	(2,027,254)	6,677,872	38,359	140,709	179,068	6,856,940

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Equity**  
**For the six months ended June 30, 2025 and 2024**  
**(in thousands, except per share data)**  
**(unaudited)**

									<u>Noncontrolling Interests</u>		
	Prefer red Stock	Comm on Stock	Treasu ry Stock	Additi onal Paid In Capital	Accumula ted Other Comprehen sive Income (Loss)	Distribut ions in Excess of Net Income	Total Shareholde rs' Equity	Exchangeab le Operating Partnership Units	Limited Partners' Interest in Consolida ted Partnersh ips	Total Noncontroll ing Interests	Total Equity
<b>Balance at December 31, 2023</b>	225, \$ 000	1,846	(25,4 88)	8,704,2 40	(1,308)	(1,871, 603)	7,032,687	42,195	117,053	159,248	7,191,93 5
Net income	—	—	—	—	—	212,44 2	212,442	1,243	3,902	5,145	217,587
Other comprehensive income	—	—	—	—	—	—	—	—	—	—	—
Other comprehensive income before reclassification	—	—	—	—	10,942	—	10,942	66	589	655	11,597
Amounts reclassified from accumulated other comprehensive income	—	—	—	—	(4,499)	—	(4,499)	(27)	(281)	(308)	(4,807)
Adjustment for noncontrolling interests	—	—	—	(8,694)	—	—	(8,694)	—	8,694	8,694	—
Deferred compensation plan, net	—	—	(1,74 6)	1,746	—	—	—	—	—	—	—
Amortization of equity awards	—	2	—	13,135	—	—	13,137	—	—	—	13,137
Tax withholding on stock-based compensation	—	—	—	(8,494)	—	—	(8,494)	—	—	—	(8,494)
Common stock repurchased and retired	—	(33)	—	(200,03 3)	—	—	(200,066)	—	—	—	(200,066)
Common stock issued under dividend reinvestment plan	—	—	—	324	—	—	324	—	—	—	324
Common stock issued for exchangeable units exchanged	—	—	—	529	—	—	529	(529)	—	(529)	—
Contributions from partners	—	—	—	—	—	—	—	—	3,001	3,001	3,001
Distributions to partners	—	—	—	—	—	—	—	—	(6,254)	(6,254)	(6,254)
Dividends declared:	—	—	—	—	—	—	—	—	—	—	—
Preferred stock stock/unit (Series A: \$0.781250 per share/unit; Series B: \$0.734400 per share/unit)	—	—	—	—	—	(6,826)	(6,826)	—	—	—	(6,826)
Common stock/unit (\$1.340 per share/unit)	—	—	—	—	—	(245,75 4)	(245,754)	(2,210)	—	(2,210)	(247,964)
<b>Balance at June 30, 2024</b>	225, \$ 000	1,815	(27,2 34)	8,502,7 53	5,135	(1,911, 741)	6,795,728	40,738	126,704	167,442	6,963,17 0
<b>Balance at December 31, 2024</b>	225, \$ 000	1,814	(28,0 45)	8,503,2 27	2,226	(1,980, 076)	6,724,146	40,744	135,417	176,161	6,900,30 7
Net income	—	—	—	—	—	215,60 8	215,608	1,228	3,366	4,594	220,202
Other comprehensive income	—	—	—	—	—	—	—	—	—	—	—
Other comprehensive income before reclassification	—	—	—	—	(3,435)	—	(3,435)	(27)	(193)	(220)	(3,655)
Amounts reclassified from accumulated other comprehensive income	—	—	—	—	(2,579)	—	(2,579)	(14)	(167)	(181)	(2,760)
Adjustment for noncontrolling interests	—	—	—	2,210	—	—	2,210	(2,210)	—	(2,210)	—
Deferred compensation plan, net	—	—	(2,16 5)	2,165	—	—	—	—	—	—	—
Amortization of equity awards	—	2	—	11,116	—	—	11,118	—	—	—	11,118
Tax withholding on stock-based compensation	—	—	—	(6,783)	—	—	(6,783)	—	—	—	(6,783)
Repurchase of exchangeable operating partnership units	—	—	—	—	—	—	—	(2,046)	—	(2,046)	(2,046)
Common stock issued under dividend reinvestment plan	—	—	—	373	—	—	373	—	—	—	373
Contributions from partners	—	—	—	—	—	—	—	2,210	8,416	10,626	10,626
Distributions to partners	—	—	—	—	—	—	—	—	(6,130)	(6,130)	(6,130)
Dividends declared:	—	—	—	—	—	—	—	—	—	—	—
Preferred stock stock/unit (Series A: \$0.781250 per share/unit; Series B: \$0.734400 per share/unit)	—	—	—	—	—	(6,826)	(6,826)	—	—	—	(6,826)
Common stock/unit (\$1.410 per share/unit)	—	—	—	—	—	(255,96 0)	(255,960)	(1,526)	—	(1,526)	(257,486)
<b>Balance at June 30, 2025</b>	225, \$ 000	1,816	(30,2 10)	8,512,3 08	(3,788)	(2,027, 254)	6,677,872	38,359	140,709	179,068	6,856,94 0

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Cash Flows**  
**For the periods ended June 30, 2025, and 2024**  
**(in thousands)**  
**(unaudited)**

	<b>Six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 220,202	217,587
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	196,309	198,553
Amortization of deferred financing costs and debt premiums	6,922	6,232
Amortization of above and below market lease intangibles, net	(11,414)	(12,193)
Stock-based compensation, net of capitalization	9,864	12,539
Equity in income of investments in real estate partnerships	(28,254)	(24,275)
Loss (gain) on sale of real estate, net of tax	193	(22,484)
Provision for impairment of real estate, net of tax	1,262	—
Loss on early extinguishment of debt	—	180
Distribution of earnings from investments in real estate partnerships	34,502	32,440
Deferred compensation (income) expense	(253)	2,695
Realized and unrealized gain on investments	(87)	(3,013)
<b>Changes in assets and liabilities:</b>		
Tenant and other receivables	(1,670)	(3,565)
Deferred leasing costs	(8,802)	(6,311)
Other assets	(15,123)	(13,793)
Accounts payable and other liabilities	464	(9,776)
Tenants' security, escrow deposits and prepaid rent	964	(3,602)
Net cash provided by operating activities	<u>405,079</u>	<u>371,214</u>
<b>Cash flows from investing activities:</b>		
Acquisition of operating real estate, net of cash acquired of \$787 in 2025	(83,261)	(45,208)
Real estate development and capital improvements	(204,657)	(141,775)
Proceeds from sale of real estate	7,165	92,159
Proceeds from property insurance casualty claims	—	4,638
Issuance of notes receivable	—	(32,651)
Collection of notes receivable	180	3,004
Investments in real estate partnerships	(6,217)	(8,582)
Return of capital from investments in real estate partnerships	—	10,038
Dividends on investment securities	1,081	263
Purchase of investment securities	(96,226)	(95,519)
Proceeds from sale of investment securities	9,242	99,490
Net cash used in investing activities	<u>(372,693)</u>	<u>(114,143)</u>

	<b>Six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>Cash flows from financing activities:</b>		
Tax withholding on stock-based compensation	(6,783)	(8,776)
Common shares repurchased through share repurchase program	—	(200,066)
Repurchase of exchangeable operating partnership units	(2,046)	—
Proceeds from sale of treasury stock	462	210
Contributions from noncontrolling interests	8,416	3,001
Distributions to and redemptions of noncontrolling interests	(6,130)	(6,254)
Distributions to exchangeable operating partnership unit holders	(1,546)	(1,479)
Dividends paid to common shareholders	(255,455)	(247,138)
Dividends paid to preferred shareholders	(6,826)	(6,825)
Repayment of fixed rate unsecured notes	—	(250,000)
Proceeds from issuance of fixed rate unsecured notes, net of debt discount	397,116	398,468
Proceeds from unsecured credit facilities	395,000	422,419
Repayment of unsecured credit facilities	(430,000)	(264,419)
Proceeds from notes payable	10,000	—
Repayment of notes payable	(32,787)	(88,069)
Scheduled principal payments	(5,060)	(6,121)
Payment of financing costs	(3,812)	(13,453)
Net cash provided by (used in) financing activities	60,549	(268,502)
Net increase (decrease) in cash and cash equivalents and restricted cash	92,935	(11,431)
Cash and cash equivalents and restricted cash at beginning of the period	61,884	91,354
Cash and cash equivalents and restricted cash at end of the period	<u>\$ 154,819</u>	<u>79,923</u>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest (net of capitalized interest of \$4,534 and \$3,176 in 2025 and 2024, respectively)	\$ 90,174	77,408
Cash paid for income taxes, net of refunds	\$ 387	6,405
<b>Supplemental disclosure of non-cash transactions:</b>		
Common and Preferred stock, and exchangeable operating partnership dividends declared but not paid	\$ 131,017	125,709
Sale of leased asset in exchange for net investment in sales-type lease	\$ —	2,808
<b>Acquisition of operating real estate:</b>		
Tenant and other receivable and other assets	\$ 593	—
Acquired lease intangible assets	\$ 9,725	—
Notes payable assumed in acquisition, at fair value	\$ 40,060	—
Intangible liabilities, Accounts payable and other liabilities	\$ 18,945	—
<b>Acquisition of unconsolidated real estate investments:</b>		
Tenant and other receivable and other assets	\$ 941	—
Acquired lease intangible assets	\$ 4,308	—
Notes payable assumed in acquisition, at fair value	\$ 16,749	—
Intangible liabilities, Accounts payable and other liabilities	\$ 1,119	—
Reallocation of equity upon acquisition of non-controlling interest	\$ —	8,694
Change in accrued capital expenditures	\$ 15,244	3,094
Stock-based compensation capitalized	\$ 1,254	880

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Balance Sheets**  
**June 30, 2025 and December 31, 2024**  
(in thousands, except unit data)

	2025	2024
<b>Assets</b>	<b>(unaudited)</b>	
Net real estate investments:		
Real estate assets, at cost	\$ 13,988,815	13,698,419
Less: accumulated depreciation	3,107,560	2,960,399
Real estate assets, net	10,881,255	10,738,020
Investments in sales-type leases, net	16,609	16,291
Investments in real estate partnerships	389,828	399,044
Net real estate investments	11,287,692	11,153,355
Properties held for sale, net	15,553	—
Cash, cash equivalents, and restricted cash, including \$4,133 and \$5,601 of restricted cash at June 30, 2025 and December 31, 2024, respectively	154,819	61,884
Tenant and other receivables, net	260,824	255,495
Deferred leasing costs, less accumulated amortization of \$134,870 and \$131,080 at June 30, 2025 and December 31, 2024, respectively	87,027	79,911
Acquired lease intangible assets, less accumulated amortization of \$410,383 and \$395,209 at June 30, 2025 and December 31, 2024, respectively	218,995	229,983
Right of use assets, net	319,091	322,287
Other assets	386,473	289,046
Total assets	\$ 12,730,474	12,391,961
<b>Liabilities and Capital</b>		
Liabilities:		
Notes payable, net	\$ 4,769,182	4,343,700
Unsecured credit facility	30,000	65,000
Accounts payable and other liabilities	381,549	392,302
Acquired lease intangible liabilities, less accumulated amortization of \$233,778 and \$222,052 at June 30, 2025 and December 31, 2024, respectively	366,625	364,608
Lease liabilities	243,704	244,861
Tenants' security, escrow deposits and prepaid rent	82,474	81,183
Total liabilities	5,873,534	5,491,654
Commitments and contingencies	—	—
Capital:		
Partners' capital:		
Preferred units \$0.01 par value per unit, 30,000,000 units authorized; 9,000,000 units issued and outstanding, in the aggregate, in Series A and Series B at June 30, 2025 and December 31, 2024	225,000	225,000
General partner's common units, 181,550,531 and 181,361,454 units issued and outstanding at June 30, 2025 and December 31, 2024, respectively	6,456,660	6,496,920
Limited partners' common units, 1,067,844 and 1,096,659 units issued and outstanding at June 30, 2025 and December 31, 2024 respectively	38,359	40,744
Accumulated other comprehensive (loss) income	(3,788)	2,226
Total partners' capital	6,716,231	6,764,890
Noncontrolling interest: Limited partners' interests in consolidated partnerships	140,709	135,417
Total capital	6,856,940	6,900,307
Total liabilities and capital	\$ 12,730,474	12,391,961

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Operations**  
**For the periods ended June 30, 2025, and 2024**  
**(in thousands, except per unit data)**  
**(unaudited)**

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
<b>Revenues:</b>				
Lease income	\$ 369,105	347,845	\$ 740,184	700,951
Other property income	4,499	2,670	7,520	7,020
Management, transaction, and other fees	7,244	6,735	14,056	13,131
<b>Total revenues</b>	<b>380,848</b>	<b>357,250</b>	<b>761,760</b>	<b>721,102</b>
<b>Operating expenses:</b>				
Depreciation and amortization	99,535	100,968	196,309	198,553
Property operating expense	60,759	59,491	129,218	122,765
Real estate taxes	47,500	45,478	93,860	89,785
General and administrative	25,480	24,238	47,080	50,370
Other operating expenses	1,944	3,066	3,632	5,709
<b>Total operating expenses</b>	<b>235,218</b>	<b>233,241</b>	<b>470,099</b>	<b>467,182</b>
<b>Other expense, net:</b>				
Interest expense, net	50,272	43,178	98,285	86,046
Provision for impairment of real estate	1,262	—	1,262	—
Loss (Gain) on sale of real estate, net of tax	294	(11,081)	193	(22,484)
Loss on early extinguishment of debt	—	—	—	180
Net investment income	(788)	(703)	(27)	(3,134)
<b>Total other expense, net</b>	<b>51,040</b>	<b>31,394</b>	<b>99,713</b>	<b>60,608</b>
Income before equity in income of investments in real estate partnerships	94,590	92,615	191,948	193,312
<b>Equity in income of investments in real estate partnerships</b>	<b>13,759</b>	<b>12,314</b>	<b>28,254</b>	<b>24,275</b>
Net income	108,349	104,929	220,202	217,587
Limited partners' interests in consolidated partnerships	(1,742)	(1,660)	(3,366)	(3,902)
Net income attributable to the Partnership	106,607	103,269	216,836	213,685
<b>Preferred unit distributions</b>	<b>(3,413)</b>	<b>(3,413)</b>	<b>(6,826)</b>	<b>(6,826)</b>
<b>Net income attributable to common unit holders</b>	<b>\$ 103,194</b>	<b>99,856</b>	<b>\$ 210,010</b>	<b>206,859</b>
<b>Net income attributable to common unit holders:</b>				
Per common unit - basic	\$ 0.57	0.54	\$ 1.15	1.12
Per common unit - diluted	\$ 0.56	0.54	\$ 1.15	1.12

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Comprehensive Income**  
**For the periods ended June 30, 2025, and 2024**  
**(in thousands)**  
**(unaudited)**

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
Net income	\$ 108,349	104,929	\$ 220,202	217,587
Other comprehensive (loss) income:				
Effective portion of change in fair value of derivative instruments:				
Effective portion of change in fair value of derivative instruments	(1,295)	3,124	(3,943)	11,717
Reclassification adjustment of derivative instruments included in net income	(1,015)	(2,440)	(2,760)	(4,807)
Unrealized gain (loss) on available-for-sale debt securities	94	(1)	288	(120)
Other comprehensive (loss) income	(2,216)	683	(6,415)	6,790
Comprehensive income	106,133	105,612	213,787	224,377
Less: comprehensive income attributable to noncontrolling interests:				
Net income attributable to noncontrolling interests	1,742	1,660	3,366	3,902
Other comprehensive (loss) income attributable to noncontrolling interests	(130)	9	(360)	308
Comprehensive income attributable to noncontrolling interests	1,612	1,669	3,006	4,210
Comprehensive income attributable to the Partnership	\$ 104,521	103,943	\$ 210,781	220,167

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Capital**  
**For the three months ended June 30, 2025 and 2024**  
**(in thousands)**  
**(unaudited)**

	General Partner Preferred and Common Units	Limited Partners	Accumulated Other Comprehensive Income	Total Partners' Capital	Noncontrolling Interests in Limited Partners' Interest in Consolidated Partnerships	Total Capital
<b>Balance at March 31, 2024</b>	\$ 7,015,246	41,606	4,465	7,061,317	116,702	7,178,019
Net income	102,668	601	—	103,269	1,660	104,929
Other comprehensive income						
Other comprehensive income before reclassification	—	18	2,955	2,973	150	3,123
Amounts reclassified from accumulated other comprehensive loss	—	(14)	(2,285)	(2,299)	(141)	(2,440)
Adjustment for noncontrolling interests in the Operating Partnership	(8,694)	—	—	(8,694)	8,694	—
Contributions from partners	—	—	—	—	1,529	1,529
Distributions to partners	(121,959)	(1,473)	—	(123,432)	(1,890)	(125,322)
Preferred unit distributions	(3,413)	—	—	(3,413)	—	(3,413)
Restricted units issued as a result of restricted stock issued by Parent Company, net of amortization	6,561	—	—	6,561	—	6,561
Common units repurchased and retired as a result of common stock repurchased and retired by Parent Company	(200,066)	—	—	(200,066)	—	(200,066)
Common units repurchased as a result of common stock repurchased by Parent Company, net of issuances	250	—	—	250	—	250
<b>Balance at June 30, 2024</b>	<u>\$ 6,790,593</u>	<u>40,738</u>	<u>5,135</u>	<u>6,836,466</u>	<u>126,704</u>	<u>6,963,170</u>
<b>Balance at March 31, 2025</b>	\$ 6,701,293	40,584	(1,715)	6,740,162	136,278	6,876,440
Net income	106,021	586	—	106,607	1,742	108,349
Other comprehensive income						
Other comprehensive income before reclassification	—	(7)	(1,146)	(1,153)	(48)	(1,201)
Amounts reclassified from accumulated other comprehensive loss	—	(6)	(927)	(933)	(82)	(1,015)
Contributions from partners	—	—	—	—	5,439	5,439
Distributions to partners	(127,984)	(752)	—	(128,736)	(2,620)	(131,356)
Preferred unit distributions	(3,413)	—	—	(3,413)	—	(3,413)
Restricted units issued as a result of restricted stock issued by Parent Company, net of amortization	5,570	—	—	5,570	—	5,570
Repurchase of exchangeable operating partnership units	—	(2,046)	—	(2,046)	—	(2,046)
Common units repurchased as a result of common stock repurchased by Parent Company, net of issuances	173	—	—	173	—	173
<b>Balance at June 30, 2025</b>	<u>\$ 6,681,660</u>	<u>38,359</u>	<u>(3,788)</u>	<u>6,716,231</u>	<u>140,709</u>	<u>6,856,940</u>

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Capital**  
**For the six months ended June 30, 2025 and 2024**  
**(in thousands)**  
**(unaudited)**

	General Partner Preferred and Common Units	Limited Partners	Accumulated Other Comprehensive Income (Loss)	Total Partners' Capital	Noncontrolling Interests in Limited Partners' Interest in Consolidated Partnerships	Total Capital
<b>Balance at December 31, 2023</b>	\$ 7,033,995	42,195	(1,308)	7,074,882	117,053	7,191,935
Net income	212,442	1,243	—	213,685	3,902	217,587
Other comprehensive income						
Other comprehensive income before reclassification	—	66	10,942	11,008	589	11,597
Amounts reclassified from accumulated other comprehensive income	—	(27)	(4,499)	(4,526)	(281)	(4,807)
Adjustment for noncontrolling interests in the Operating Partnership	(8,694)	—	—	(8,694)	8,694	—
Contributions from partners	—	—	—	—	3,001	3,001
Distributions to partners	(245,754)	(2,210)	—	(247,964)	(6,254)	(254,218)
Preferred unit distributions	(6,826)	—	—	(6,826)	—	(6,826)
Restricted units issued as a result of restricted stock issued by Parent Company, net of amortization	13,137	—	—	13,137	—	13,137
Common units repurchased and retired as a result of common stock repurchased and retired by Parent Company	(200,066)	—	—	(200,066)	—	(200,066)
Common units repurchased as a result of common stock repurchased by Parent Company, net of issuances	(8,170)	—	—	(8,170)	—	(8,170)
Exchangeable operating partnership units exchanged for common stock of Parent Company	529	(529)	—	—	—	—
<b>Balance at June 30, 2024</b>	<u>\$ 6,790,593</u>	<u>40,738</u>	<u>5,135</u>	<u>6,836,466</u>	<u>126,704</u>	<u>6,963,170</u>
<b>Balance at December 31, 2024</b>	\$ 6,721,920	40,744	2,226	6,764,890	135,417	6,900,307
Net income	215,608	1,228	—	216,836	3,366	220,202
Other comprehensive income						
Other comprehensive income before reclassification	—	(27)	(3,435)	(3,462)	(193)	(3,655)
Amounts reclassified from accumulated other comprehensive income	—	(14)	(2,579)	(2,593)	(167)	(2,760)
Adjustment for noncontrolling interests in the Operating Partnership	2,210	(2,210)	—	—	—	—
Contributions from partners	—	2,210	—	2,210	8,416	10,626
Distributions to partners	(255,960)	(1,526)	—	(257,486)	(6,130)	(263,616)
Preferred unit distributions	(6,826)	—	—	(6,826)	—	(6,826)
Restricted units issued as a result of restricted stock issued by Parent Company, net of amortization	11,118	—	—	11,118	—	11,118
Repurchase of exchangeable operating partnership units	—	(2,046)	—	(2,046)	—	(2,046)
Common units repurchased as a result of common stock repurchased by Parent Company, net of issuances	(6,410)	—	—	(6,410)	—	(6,410)
<b>Balance at June 30, 2025</b>	<u>\$ 6,681,660</u>	<u>38,359</u>	<u>(3,788)</u>	<u>6,716,231</u>	<u>140,709</u>	<u>6,856,940</u>

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Cash Flows**  
**For the periods ended June 30, 2025, and 2024**  
**(in thousands)**  
**(unaudited)**

	<b>Six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 220,202	217,587
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	196,309	198,553
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Amortization of above and below market lease intangibles, net	(11,414)	(12,193)
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Provision for impairment of real estate, net of tax	1,262	—
Loss on early extinguishment of debt	—	180
Distribution of earnings from investments in real estate partnerships	34,502	32,440
Deferred compensation (income) expense	(253)	2,695
Realized and unrealized gain on investments	(87)	(3,013)
<b>Changes in assets and liabilities:</b>		
Tenant and other receivables	(1,670)	(3,565)
Deferred leasing costs	(8,802)	(6,311)
Other assets	(15,123)	(13,793)
Accounts payable and other liabilities	464	(9,776)
Tenants' security, escrow deposits and prepaid rent	964	(3,602)
Net cash provided by operating activities	<u>405,079</u>	<u>371,214</u>
<b>Cash flows from investing activities:</b>		
Acquisition of operating real estate, net of cash acquired of \$787 in 2025	(83,261)	(45,208)
Real estate development and capital improvements	(204,657)	(141,775)
Proceeds from sale of real estate	7,165	92,159
Proceeds from property insurance casualty claims	—	4,638
Issuance of notes receivable	—	(32,651)
Collection of notes receivable	180	3,004
Investments in real estate partnerships	(6,217)	(8,582)
Return of capital from investments in real estate partnerships	—	10,038
Dividends on investment securities	1,081	263
Acquisition of investment securities	(96,226)	(95,519)
Proceeds from sale of investment securities	9,242	99,490
Net cash used in investing activities	<u>(372,693)</u>	<u>(114,143)</u>

	<b>Six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>Cash flows from financing activities:</b>		
Tax withholding on stock-based compensation	(6,783)	(8,776)
Common units repurchased through share repurchase program	—	(200,066)
Repurchase of exchangeable operating partnership units	(2,046)	—
Proceeds from sale of treasury stock	462	210
Contributions from noncontrolling interests	8,416	3,001
Distributions to and redemptions of noncontrolling interests	(6,130)	(6,254)
Distributions to partners	(257,001)	(248,617)
Dividends paid to preferred unit holders	(6,826)	(6,825)
Repayment of fixed rate unsecured notes	—	(250,000)
Proceeds from issuance of fixed rate unsecured notes, net of debt discount	397,116	398,468
Proceeds from unsecured credit facilities	395,000	422,419
Repayment of unsecured credit facilities	(430,000)	(264,419)
Proceeds from notes payable	10,000	—
Repayment of notes payable	(32,787)	(88,069)
Scheduled principal payments	(5,060)	(6,121)
Payment of financing costs	(3,812)	(13,453)
Net cash provided by (used in) financing activities	60,549	(268,502)
Net increase (decrease) in cash and cash equivalents and restricted cash	92,935	(11,431)
Cash and cash equivalents and restricted cash at beginning of the period	61,884	91,354
Cash and cash equivalents and restricted cash at end of the period	\$ 154,819	79,923
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest (net of capitalized interest of \$4,534 and \$3,176 in 2025 and 2024, respectively)	\$ 90,174	77,408
Cash paid for income taxes, net of refunds	\$ 387	6,405
<b>Supplemental disclosure of non-cash transactions:</b>		
Common and Preferred stock, and exchangeable operating partnership dividends declared but not paid	\$ 131,017	125,709
Right of use assets obtained in exchange for new operating lease liabilities	\$ —	—
Sale of leased asset in exchange for net investment in sales-type lease	\$ —	2,808
<b>Acquisition of operating real estate:</b>		
Tenant and other receivable and other assets	\$ 593	—
Acquired lease intangible assets	\$ 9,725	—
Notes payable assumed in acquisition, at fair value	\$ 40,060	—
Intangible liabilities, Accounts payable and other liabilities	\$ 18,945	—
<b>Acquisition of unconsolidated real estate investments:</b>		
Tenant and other receivable and other assets	\$ 941	—
Acquired lease intangible assets	\$ 4,308	—
Notes payable assumed in acquisition, at fair value	\$ 16,749	—
Intangible liabilities, Accounts payable and other liabilities	\$ 1,119	—
Change in accrued capital expenditures	\$ 15,244	3,094
Stock-based compensation capitalized	\$ 1,254	880

The accompanying notes are an integral part of the consolidated financial statements.

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Notes to Unaudited Consolidated Financial Statements**  
**June 30, 2025**

1. Organization and Significant Accounting Policies

General

Regency Centers Corporation (the "Parent Company") began its operations as a REIT in 1993 and is the general partner of Regency Centers, L.P. (the "Operating Partnership"). The Parent Company primarily engages in the ownership, management, leasing, acquisition, development, and redevelopment of shopping centers through the Operating Partnership and has no other assets other than through its investment in the Operating Partnership. Its only indebtedness consists of \$200 million of unsecured private placement notes, which are co-issued and guaranteed by the Operating Partnership. The Parent Company guarantees all of the unsecured debt of the Operating Partnership.

As of June 30, 2025, the Parent Company, the Operating Partnership, and their controlled subsidiaries on a consolidated basis owned 380 properties and held partial interests in an additional 103 properties through unconsolidated Investments in real estate partnerships (also referred to as "joint ventures" or "investment partnerships").

Basis of Presentation

The information included in this Report should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2024 (the "Annual Report on Form 10-K"), as certain disclosures in this Report that would duplicate those included in such Annual Report on Form 10-K are not included in these consolidated financial statements. The consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary to fairly state the results for the interim periods presented. These adjustments are considered to be of a normal recurring nature.

Estimates, Risks and Uncertainties

The preparation of the Consolidated Financial Statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of commitments and contingent assets and liabilities, as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The most significant estimates in the Company's financial statements relate to the net carrying values of its real estate investments, collectibility of lease income, and acquired lease intangible assets and liabilities. It is possible that the estimates and assumptions that have been utilized in the preparation of the Consolidated Financial Statements could change significantly if economic conditions were to change.

The success of the Company's tenants in operating their businesses and their corresponding ability to pay rent may be influenced by evolving political, economic, trade, tax and immigration policies and macroeconomic uncertainties, and the success of the Company's tenants, in the aggregate, is important to the operating and financial success of the Company. These issues include, but are not limited to, the potential for impacts from tariffs, tax and other regulatory changes and potential trade disputes, retaliatory actions by other countries, inflation, the cost and availability of labor, including labor shortages related to deportations or threat of deportations, increasing energy prices and interest rates, supply chain disruptions, and access to and cost of capital. Additionally, geopolitical and macroeconomic challenges, including the war involving Russia and Ukraine, the Middle East conflicts and wars, and economic conflicts with China, as well as the slowing of its economy, could impact aspects of the U.S. economy and, therefore, consumer confidence and spending.

The policies implemented by the U.S. government to address these and related issues, including changes by the Board of Governors of the Federal Reserve System of its benchmark federal funds rate, increases or decreases in federal government spending, and economic sanctions and tariffs, could result in adverse impacts on the U.S. economy, including inflation, reduction in consumer confidence and spending, a slowing of growth, and potentially a recession, thereby adversely impacting the costs to our tenants of operating their businesses, demand for their products and services, and their ability to pay rent, and/or decreasing future demand for space in shopping centers, which could adversely impact occupancy rates and rents. The potential impact of current macroeconomic and geopolitical challenges on the Company's financial condition, results of operations, and cash flows is subject to change and continues to depend on the extent and duration of these risks and uncertainties. See Item 1A of Part I of the Company's Annual Report on Form 10-K, as supplemented by the discussion in Item 1A of Part II of this Quarterly Report on Form 10-Q, for a more detailed discussion of the Risk Factors potentially impacting the Company's business and results of operations.

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Notes to Unaudited Consolidated Financial Statements**  
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Investment Risk Concentrations

As of June 30, 2025, no single tenant comprised 10% or more of our aggregate annualized base rent ("ABR"). As of June 30, 2025, the Company had three geographic concentrations that individually accounted for at least 10% of its aggregate ABR. Real estate properties located in California, Florida and the New York-Newark-Jersey City core-based statistical area accounted for 23.1%, 20.5% and 12.5% of ABR respectively. This geographic concentration makes those portions of the portfolio more susceptible to adverse weather, natural disasters or economic events that may specifically and disproportionately impact these areas. None of the Regency's shopping centers are located outside the United States.

Consolidation

The Company consolidates properties that are wholly-owned and properties where it owns less than 100% but holds a controlling financial interest in the entity. Controlling financial interest is determined using an evaluation based on accounting standards related to the consolidation of Variable Interest Entities ("VIEs") and voting interest entities.

*Ownership of the Parent Company*

The Parent Company currently has a single class of common stock and two series of preferred stock outstanding.

*Ownership of the Operating Partnership*

The Operating Partnership's capital includes Common Units and Preferred Units. As of June 30, 2025, the Parent Company owned approximately 99.4% of the outstanding Common Units, with the remaining limited partners' Common Units held by third parties ("Exchangeable operating partnership units" or "EOP units"). The Parent Company currently owns all of the Preferred Units.

Real Estate Partnerships

As of June 30, 2025, the Company held partial ownership interests in 122 properties through various real estate partnerships, of which 19 are consolidated. These partnerships were formed for the purpose of owning and operating real estate properties. The Company's partners in these arrangements include institutional investors, real estate developers or operators, and passive investors (collectively, the "Partners" or "Limited Partners"). The Company's involvement in these partnerships is through its ownership of its equity interests and its role in property-level management.

The assets of these partnerships are restricted to use by the respective partnerships and cannot be directly reached by general creditors of the Company. Similarly, the obligations of the partnerships are backed by, and can only be settled through the assets of these partnerships or by additional capital contributions by the partners, except to the extent that the Company has provided contractual payment guarantees.

Some of these entities have been determined to be variable interest entities ("VIEs") under applicable accounting guidelines. This determination is primarily based on the assessment that the Limited Partners lack substantive kick-out rights (i.e., the ability to remove the general or managing partner with a simple majority vote or less) and do not possess substantive participating rights.

For those VIE partnerships in which the Company is deemed to be the primary beneficiary in accordance with GAAP, the Company consolidates the entity in its financial statements and the Limited Partners' ownership interests in such entities are reported as noncontrolling interests.

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Notes to Unaudited Consolidated Financial Statements**  
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The carrying amounts of VIEs' assets and liabilities included in the Company's consolidated financial statements, exclusive of the Operating Partnership, are as follows:

(in thousands)	June 30, 2025	December 31, 2024
<b>Assets</b>		
Real estate assets, net	\$ 465,659	312,873
Cash, cash equivalents and restricted cash	23,101	16,687
Tenant and other receivables, net	6,239	5,833
Deferred costs, net	5,973	3,178
Acquired lease intangible assets, net	14,316	6,293
Right of use assets, net	17,901	18,148
Other assets	1,294	597
<b>Total Assets</b>	<b>\$ 534,483</b>	<b>363,609</b>
<b>Liabilities</b>		
Notes payable	\$ 73,365	32,653
Accounts payable and other liabilities	90,616	16,149
Acquired lease intangible liabilities, net	28,224	10,627
Tenants' security, escrow deposits and prepaid rent	1,397	1,260
<b>Lease liabilities</b>	<b>19,463</b>	<b>19,370</b>
<b>Total Liabilities</b>	<b>\$ 213,065</b>	<b>80,059</b>

For partnerships in which the Company is not the primary beneficiary and does not hold a controlling financial interest but is able to exercise significant influence, the Company accounts for its investments using the equity method of accounting.

Revenues, and Tenant and other Receivables

Income within Management, transaction, and other fees is primarily derived from contracts with the Company's investments in real estate partnerships. The primary components of these revenue streams, the timing of satisfying the performance obligations, and amounts are as follows:

(in thousands)	Timing of satisfaction of performance obligations	Three months ended June 30,		Six months ended June 30,	
		2025	2024	2025	2024
<b>Management, transaction, and other fees:</b>					
Property management services	Over time	\$ 4,151	3,895	\$ 8,261	7,856
Asset management services	Over time	1,746	1,620	3,463	3,222
Leasing services	Point in time	1,003	1,016	1,875	1,591
Other transaction fees	Point in time	344	204	457	462
<b>Total management, transaction, and other fees</b>		<b>\$ 7,244</b>	<b>6,735</b>	<b>\$ 14,056</b>	<b>13,131</b>

The accounts receivable for total management, transactions, and other fees, which are included within Tenant and other receivables in the accompanying Consolidated Balance Sheets, are \$17.9 million and \$19.7 million, as of June 30, 2025 and December 31, 2024, respectively.

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Notes to Unaudited Consolidated Financial Statements**  
**June 30, 2025**

Recent Accounting Pronouncements

The following table provides a brief description of recent accounting pronouncements and the expected impact on our financial statements:

<b>Standard</b>	<b>Description</b>	<b>Date of adoption</b>	<b>Effect on the financial statements or other significant matters</b>
<b><u>Recently issued:</u></b>			
ASU 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures.</i>	ASU 2023-09 requires public business entities to disclose additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a specified threshold.	January 1, 2025	This is an annual disclosure requirement in the Form 10-K and the adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.
ASU 2024-03, <i>Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses</i>	ASU 2024-03 requires public business entities to provide additional disclosures that disaggregate certain income statement expense captions into specified categories. The ASU does not impact the presentation of expenses on the face of the income statement but requires additional footnote disclosures to provide users of the financial statements with greater insight into the nature and composition of reported expenses.	January 1, 2027	The Company is assessing the impact this ASU will have on the Company's financial statement disclosures. While the adoption of this standard is not expected to have a material impact on the financial position or results of operations, it will require enhanced footnote disclosures related to the disaggregation of income statement expenses.
ASU 2024-04, <i>Debt—Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments</i>	ASU 2024-04 clarifies guidance on the accounting for inducements offered to holders of convertible debt instruments to encourage them to convert the debt into equity securities. Specifically, the ASU clarifies the recognition and measurement of inducement costs and their impact on the issuer's financial statements.	January 1, 2026	The Company is assessing the impact this ASU will have on the Company's financial statement disclosures. The adoption is not expected to have a material impact on the financial position or results of operations, as the Company currently does not have any convertible debt instruments in our financing arrangements.
ASU 2025-03, <i>Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity</i>	ASU 2025-03 clarifies the guidance in determining the accounting acquirer in a business combination effected primarily by exchanging equity interests when the acquiree is a VIE that meets the definition of a business.	January 1, 2027	The Company is currently evaluating the impact of this ASU, but it is not expected to materially affect the company's consolidated financial statements.

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Notes to Unaudited Consolidated Financial Statements**  
**June 30, 2025**

2. Real Estate Investments

The following tables detail the properties acquired for the periods set forth below:

(in thousands)

Six months ended June 30, 2025								
Date Purchased	Property Name	City/State	Property Type	Regency's Ownership	Purchase Price <sup>(1)</sup>	Debt Assumed, Net of Discounts (Premium) <sup>(1)</sup>	Intangible Assets <sup>(1)</sup>	Intangible Liabilities <sup>(1)</sup>
<b>Consolidated</b>								
1/1/2025	Putnam Plaza <sup>(2)</sup>	Carmel Hamlet, NY	Operating	100%	\$ 31,000	16,749	4,308	460
1/10/2025	Orange Meadows	Orange, CT	Outparcel	100%	4,200	—	354	299
3/14/2025	Brentwood Place	Nashville, TN	Operating	100%	118,500	40,060	9,371	18,295
<b>Total consolidated</b>					<b>\$ 153,700</b>	<b>56,809</b>	<b>14,033</b>	<b>19,054</b>
<b>Unconsolidated</b>								
5/12/2025	Armonk Square	Armonk, NY	Operating	20%	26,250	11,884	2,405	5,498
<b>Total unconsolidated</b>					<b>\$ 26,250</b>	<b>11,884</b>	<b>2,405</b>	<b>5,498</b>
<b>Total property acquisitions</b>					<b>\$ 179,950</b>	<b>68,693</b>	<b>16,438</b>	<b>24,552</b>

<sup>(1)</sup> Amounts for purchase price and allocation are reflected at 100%.

<sup>(2)</sup> This property was held within a single property unconsolidated real estate partnership, in which the Company held a 66.7% ownership interest. Effective January 1, 2025, the Company purchased its partner's remaining 33.3% ownership interest.

In July 2025, the Company completed a \$357 million acquisition of five operating properties, all located in Orange County, California. The purchase price was funded through a combination of units of the Operating Partnership issued at \$72 per unit, the assumption of \$150 million of secured mortgage debt with a weighted average interest rate of 4.2% and an average remaining term of approximately 12 years, and \$7 million in cash used to pay off an existing secured loan.

(in thousands)

Six months ended June 30, 2024								
Date Purchased	Property Name	City/State	Property Type	Regency's Ownership	Purchase Price <sup>(1)</sup>	Debt Assumed, Net of Discounts (Premium) <sup>(1)</sup>	Intangible Assets <sup>(1)</sup>	Intangible Liabilities <sup>(1)</sup>
2/23/2024	The Shops at Stone Bridge	Cheshire, CT	Development	100%	\$ 8,000	—	—	—
5/3/2024	Compo Acres North shopping center	Westport, CT	Operating	100%	45,500	—	5,360	2,175
<b>Total property acquisitions</b>					<b>\$ 53,500</b>	<b>—</b>	<b>5,360</b>	<b>2,175</b>

<sup>(1)</sup> Amounts for purchase price and allocation are reflected at 100%.

3. Property Dispositions and Assets Held for Sale

The following table provides a summary of consolidated operating properties and land parcels sold during the periods set forth below:

(in thousands, except number sold data)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Net proceeds from sale of real estate investments	\$ 7,165	62,126	\$ 7,165	92,159
(Loss) Gain on sale of real estate, net of tax	(294)	11,081	(193)	22,484
Provision for impairment of real estate sold <sup>(1)</sup>	554	—	554	—
Number of operating properties sold	1	2	1	3
Percent interest sold	100%	100%	100%	100%

<sup>(1)</sup> The Company recognized a total Provision for impairment of \$1.3 million during the three and six months ended June 30, 2025 which includes a \$0.7 million impairment charge related to the operating property held for sale as of June 30, 2025 and subsequently sold in July 2025.

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Notes to Unaudited Consolidated Financial Statements**  
**June 30, 2025**

As of June 30, 2025 the Company had one operating property and one land parcel classified as held for sale. There were no liabilities associated with these properties. The operating property was subsequently sold in July 2025. As of December 31, 2024 the Company did not have any of its properties classified as held for sale. The following table presents the assets associated with the properties classified as held for sale as of June 30, 2025:

(in thousands)	<b>June 30, 2025</b>	
Land and improvements	\$	11,916
Buildings and improvements		4,561
Less: accumulated depreciation		(924)
Assets associated with real estate assets held for sale	\$	<u>15,553</u>

4. Other Assets

The following table represents the components of Other assets in the accompanying Consolidated Balance Sheets as of the periods set forth below:

(in thousands)	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Goodwill	\$ 166,739	166,739
Investments <sup>(1)</sup>	138,087	51,820
Prepaid and other	56,451	40,240
Derivative assets	8,402	12,781
Furniture, fixtures, and equipment, net ("FF&E")	8,784	7,954
Deferred financing costs, net	8,010	9,512
Total other assets	<u>\$ 386,473</u>	<u>289,046</u>

<sup>(1)</sup> During the three months ended June 30, 2025, the Company invested approximately \$90 million in commercial time deposits.

5. Notes Payable and Unsecured Credit Facilities

The Company's outstanding debt, net of unamortized debt premium (discount) and debt issuance costs, consisted of the following as of the dates set forth below:

(in thousands)	<b>Scheduled Maturity Date</b>	<b>Weighted Average Contractual Rate</b>	<b>Weighted Average Effective Rate</b>	<b>June 30, 2025</b>	<b>December 31, 2024</b>
<b>Notes payable:</b>					
Fixed rate mortgage loans	11/5/2025 - 6/1/2037	3.9%	4.4%	\$ 366,886	337,703
Variable rate mortgage loans <sup>(1)</sup>	10/1/2026 - 2/20/2032	4.5%	4.6%	282,311	282,117
Fixed rate unsecured debt	11/1/2025 - 3/15/2049	4.2%	4.4%	4,119,985	3,723,880
Total notes payable, net				<u>4,769,182</u>	<u>4,343,700</u>
<b>Unsecured credit facility:</b>					
\$1.5 Billion Line of Credit (the "Line") <sup>(1)(2)</sup>	3/23/2028	5.1%	5.5%	30,000	65,000
Total unsecured credit facility				<u>30,000</u>	<u>65,000</u>
Total debt outstanding				<u>\$ 4,799,182</u>	<u>4,408,700</u>

<sup>(1)</sup> As of June 30, 2025, 96.5% of the variable rate debt are fixed through interest rate swaps.

<sup>(2)</sup> The Company has the option to extend the maturity date by two additional six-month periods. Weighted average effective rate for the Line is calculated based on a fully drawn Line balance using the period end variable rate.

Significant financing activity during 2025 includes:

On May 13, 2025, the Company issued \$400 million of senior unsecured notes due 2032, at a par value of 99.279% and a coupon of 5.0% (the "2025 Notes").

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
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**June 30, 2025**

Scheduled principal payments and maturities on notes payable and the unsecured credit facility were as follows:

(in thousands)

	June 30, 2025			
Scheduled Principal Payments and Maturities by Year:	Scheduled Principal Payments	Mortgage Loan Maturities	Unsecured Maturities <sup>(1)</sup>	Total
2025 <sup>(2)</sup>	\$ 5,117	16,000	250,000	271,117
2026	10,445	147,850	200,000	358,295
2027	7,558	226,308	525,000	758,866
2028	5,734	57,374	330,000	393,108
2029	2,786	97,120	425,000	524,906
Beyond 5 Years	5,172	78,468	2,450,000	2,533,640
Unamortized debt premium/(discount) and issuance costs	—	(10,735)	(30,015)	(40,750)
Total	<u>\$ 36,812</u>	<u>612,385</u>	<u>4,149,985</u>	<u>4,799,182</u>

<sup>(1)</sup> Includes unsecured public and private debt and unsecured credit facilities.

<sup>(2)</sup> Reflects scheduled principal payments and maturities for the remainder of the year.

The Company was in compliance as of June 30, 2025, with all debt covenants.

6. Derivative Instruments

The Company may use derivative financial instruments, including interest swaps, caps, options, floors, and other interest rate derivative contracts, to hedge all or a portion of the interest rate risk associated with its borrowings. The Company does not intend to utilize derivative instruments for speculative transactions or purposes other than mitigation of interest rate risk. The use of derivative financial instruments carries certain risks, including the risk that the counterparties to these contractual arrangements are not able to perform under the agreements. To mitigate this risk, the Company only enters into derivative financial instruments with counterparties that have high credit ratings. The Company does not anticipate that any of the counterparties will fail to meet their obligations.

Detail on the Company's interest rate derivatives outstanding as of June 30, 2025 and December 31, 2024 is as follows:

(in thousands, except number of instruments data)

Interest Rate Swaps	June 30, 2025	December 31, 2024
Notional amount	\$ 301,885	301,444
Number of instruments	15	14

Detail on the fair value of the Company's interest rate derivatives as of June 30, 2025 and December 31, 2024 is as follows:

(in thousands)

Interest rate swaps classified as:	June 30, 2025	December 31, 2024
Derivative assets	\$ 8,402	12,781
Derivative liabilities	(1,735)	(423)

Derivatives in an asset position are included within Other assets in the accompanying Consolidated Balance Sheets, while those in a liability position are included within Accounts payable and other liabilities.

These derivative financial instruments are all interest rate swaps, which are designated and qualify as cash flow hedges. The Company does not enter into derivative instruments for trading or speculative purposes. As of June 30, 2025, all of the Company's derivatives are designated as cash flow hedges.

The changes in the fair value of derivatives designated and qualifying as cash flow hedges are recorded in Accumulated other comprehensive income ("AOCI") and subsequently reclassified into earnings in the period that the hedged interest payments affects earnings.

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The following table represents the effect of the derivative financial instruments on the accompanying Consolidated Financial Statements:

Location and Amount of (Loss) Gain Recognized in OCI on Derivative	Three months ended June 30,		Location and Amount of Gain Reclassified from AOCI into Net Income	Three months ended June 30,		Total amounts presented in the Consolidated Statements of Operations in which the effects of cash flow hedges are recorded	Three months ended June 30,			
	2025			2024			2025		2024	
	2025	2024		2025	2024		2025	2024	2025	2024
(in thousands) Interest rate swaps	\$ (1,295)	3,124	Interest expense, net	\$ (1,015)	(2,440)	Interest expense, net	\$ 50,272	43,178		
(in thousands) Interest rate swaps	\$ (3,943)	11,717	Interest expense, net	\$ (2,760)	(4,807)	Interest expense, net	\$ 98,285	86,046		

As of June 30, 2025, the Company expects approximately \$1.3 million of accumulated comprehensive income on derivative instruments, including the Company's share from its Investments in real estate partnerships, to be reclassified into earnings during the next 12 months.

7. Leases

Substantially all of the Company's leases are classified as operating leases. The Company's Lease income is comprised of both fixed and variable income. Fixed and in-substance fixed lease income includes stated amounts per lease contracts, which are primarily related to base rent, and in some cases stated amounts for common area maintenance ("CAM"), real estate taxes, and insurance (collectively, "Recoverable Costs"). Income for these amounts is recognized on a straight-line basis.

Variable lease income includes the following two main items in the lease contracts:

- Recoveries from tenants represent the tenants' contractual obligations to reimburse the Company for their portion of Recoverable Costs incurred. Generally, the Company's leases provide for the tenants to reimburse the Company based on the tenants' share of the actual costs incurred in proportion to the tenants' share of leased space in the property.
- Percentage rent represents amounts billable to tenants based on the tenants' actual sales volume in excess of levels specified in the lease contract.

The following table provides a disaggregation of lease income recognized as either fixed or variable lease income based on the criteria specified in Topic 842:

(in thousands)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Operating lease income				
Fixed and in-substance fixed lease income	\$ 271,608	256,991	\$ 538,344	513,616
Variable lease income	93,762	86,082	192,141	178,372
Other lease related income, net:				
Above/below market rent and tenant rent inducement amortization, net	5,731	7,441	12,481	13,264
Uncollectible straight-line rent <sup>(1)</sup>	(423)	(811)	(823)	(1,210)
Uncollectible lease income	(1,573)	(1,858)	(1,959)	(3,091)
Total lease income	<u>\$ 369,105</u>	<u>347,845</u>	<u>\$ 740,184</u>	<u>700,951</u>

<sup>(1)</sup> The amounts include straight-line rent adjustments associated with converting between cash basis and accrual basis of accounting for certain leases.

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The following table represents the components of Tenant and other receivables, net of amounts considered uncollectible, in the accompanying Consolidated Balance Sheets:

(in thousands)	June 30, 2025	December 31, 2024
Tenant receivables	\$ 30,166	35,306
Straight-line rent receivables	168,555	157,507
Other receivables <sup>(1)</sup>	62,103	62,682
Total tenant and other receivables	\$ 260,824	255,495

<sup>(1)</sup> Other receivables include notes receivable, construction receivables, insurance receivables, and amounts due from real estate partnerships for Management, transaction, and other fee income.

8. Fair Value Measurements

(a) Disclosure of Fair Value of Financial Instruments

All financial instruments of the Company are reflected in the accompanying Consolidated Balance Sheets at amounts which, in management's estimation, reasonably approximate their fair values, except those instruments listed below:

(in thousands)	June 30, 2025		December 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets:</b>				
Notes receivable	\$ 31,650	31,723	\$ 31,790	31,755
<b>Financial liabilities:</b>				
Notes payable, net	\$ 4,769,182	4,658,270	\$ 4,343,700	4,141,096
Unsecured credit facilities <sup>(1)</sup>	\$ 30,000	30,000	\$ 65,000	65,000

<sup>(1)</sup> The carrying amounts approximated its fair values due to the variable nature of the terms.

The above fair values represent management's estimate of the amounts that would be received from selling those assets or that would be paid to transfer those liabilities in an orderly transaction between market participants as of June 30, 2025, and December 31, 2024, respectively. These fair value measurements maximize the use of observable inputs which are classified within Level 2 of the fair value hierarchy. However, in situations where there is little, if any, market activity for the asset or liability at the measurement date, the fair value measurement reflects the Company's own judgments about the assumptions that market participants would use in pricing the asset or liability.

The Company develops its judgments based on the best information available at the measurement date, including expected cash flows, appropriate risk-adjusted discount rates, and available observable and unobservable inputs. Service providers involved in fair value measurements are evaluated for competency and qualifications on an ongoing basis. As considerable judgment is often necessary to estimate the fair value of these financial instruments, the fair values presented above are not necessarily indicative of amounts that will be realized upon disposition of the financial instruments.

(b) Fair Value Measurements

The following financial instruments are measured at fair value on a recurring basis:

Securities

The Company has investments in marketable securities and commercial time deposits that are included within Other assets on the accompanying Consolidated Balance Sheets. The marketable securities, which include mutual funds and exchange-traded funds, are measured at fair value using quoted prices in active markets and are classified as Level 1 inputs of the fair value hierarchy. During the three months ended June 30, 2025, the Company invested \$90 million in commercial time deposits, consisting of two tranches with original maturities of five months and four months, respectively. These deposits are classified as Level 2 within the fair value hierarchy.

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Changes in the value of securities are recorded within Net investment income in the accompanying Consolidated Statements of Operations, and include the following:

(in thousands)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Unrealized Gain (Loss)	62	703	(2,385)	3,134

Available-for-Sale Debt Securities

Available-for-sale debt securities consist of investments in corporate bonds and agency mortgage-backed securities. These securities are recorded at fair value, which is determined using either recent trade prices for the identical debt instrument or comparable instruments by issuers of similar industry sector, issuer credit rating, duration and security type. The fair value measurements for these are considered Level 2 inputs of the fair value hierarchy. Unrealized gains and losses on these available-for-sale debt securities are recognized through Other comprehensive income.

Interest Rate Derivatives

The fair value of the Company's interest rate derivatives is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by the Company and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its interest rate swaps. As a result, the Company determined that its interest rate swaps valuation in its entirety is classified in Level 2 of the fair value hierarchy.

The following tables present the placement in the fair value hierarchy of assets and liabilities that are measured at fair value on a recurring basis:

(in thousands)	Fair Value Measurements as of June 30, 2025			
	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Securities	\$ 126,217	36,217	90,000	—
Available-for-sale debt securities	11,870	—	11,870	—
Interest rate derivatives	8,402	—	8,402	—
Total	\$ 146,489	36,217	110,272	—
<b>Liabilities:</b>				
Interest rate derivatives	\$ (1,735)	—	(1,735)	—

(in thousands)	Fair Value Measurements as of December 31, 2024			
	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Securities	\$ 39,419	39,419	—	—
Available-for-sale debt securities	12,401	—	12,401	—
Interest rate derivatives	12,781	—	12,781	—
Total	\$ 64,601	39,419	25,182	—
<b>Liabilities:</b>				
Interest rate derivatives	\$ (423)	—	(423)	—

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9. Equity and Capital

Preferred Stock of the Parent Company

Terms and conditions of the preferred stock outstanding are summarized as follows:

<b>Preferred Stock Outstanding as of June 30, 2025 and December 31, 2024</b>					
	<b>Date of Issuance</b>	<b>Shares Issued and Outstanding</b>	<b>Liquidation Preference</b>	<b>Distribution Rate</b>	<b>Callable By Company</b>
Series A	8/18/2023	4,600,000	\$ 115,000,000	6.250%	On demand
Series B	8/18/2023	4,400,000	110,000,000	5.875%	On demand
		<u>9,000,000</u>	<u>\$ 225,000,000</u>		

Each series of Preferred Stock is non-voting, has no stated maturity and is redeemable for cash at \$25.00 per share at the Company's option. The holders of the Preferred Stock have general preference rights over common stockholders with respect to liquidation and quarterly distributions. Except under certain limited conditions, holders of the Preferred Stock will not be entitled to vote. In the event of a cumulative arrearage equal to six quarterly dividends, holders of the Preferred Stock (voting as a single class without regard to series) will have the right to elect two additional members to serve on the Company's Board of Directors until the arrearage has been cured. Upon the occurrence of a Change of Control, as defined in the Company's Articles of Incorporation, the holders of the Preferred Stock will have the right to convert all or part of the shares of the Preferred Stock held by such holders on the applicable conversion date into a number of shares of common stock.

Common Stock of the Parent Company

*At the Market ("ATM") Program*

Under the Parent Company's ATM Program, as authorized by the Board, the Parent Company may sell up to \$500 million of common stock at prices determined by the market at the time of sale. The timing of sales, if any, will be dependent on market conditions and other factors.

During 2024, the Company entered into forward sale agreements under its ATM program through which the Parent Company expects to issue 1,339,377 shares of its common stock at a weighted average offering price of \$74.66 per share before any underwriting discount and offering expenses. The shares under the forward sales agreements must be settled within one year of their trade dates, which vary by agreement, and range from November 26, 2025, to December 5, 2025. Upon settlement, subject to certain exceptions, the Company may elect, in its sole discretion, to physically settle, cash settle, or net share settle all or any portion of our obligations under any forward sale agreement.

No shares to be issued under the 2024 forward sales agreements have been settled as of June 30, 2025. Proceeds from the issuance of shares are expected to be approximately \$100.0 million before any underwriting discount and offering expenses and are expected to be used to fund acquisitions of operating properties, fund developments and redevelopments, and for general corporate purposes.

As of June 30, 2025, and after giving effect to the aforementioned forward equity offering, \$400 million of common stock remained available for issuance under this ATM Program.

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*Stock Repurchase Program*

On July 31, 2024, the Board authorized a common stock repurchase program under which the Company may purchase up to a maximum of \$250 million of its outstanding common stock through open market transactions, and/or in privately negotiated transactions (referred to as the "Repurchase Program"). The timing and price of stock repurchases, if any, are dependent upon market conditions and other factors. The stock repurchased, if not retired, is treated as treasury stock. The Board's authorization for the Repurchase Program expires on June 30, 2026, unless modified, extended or earlier terminated by the Board in its discretion.

During the six months ended June 30, 2025, the Company made no repurchases and \$250 million remained available under the Repurchase Program.

Preferred Units of the Operating Partnership

The number of Series A Preferred Units and Series B Preferred Units, respectively, issued by the Operating Partnership is equal to the number of Series A Preferred Stock and Series B Preferred Stock, respectively, issued by the Parent Company.

Common Units of the Operating Partnership

Common Units are issued, or redeemed and retired, for each share of the Parent Company stock issued or redeemed, or retired, as described above, in each case at the Parent Company's election. During the six months ended June 30, 2025, unitholders exchanged 28,815 Partnership Units for \$2.0 million in cash. During the same period ended June 30, 2024, 7,938 Partnership Units were exchanged for Parent Company common stock. These exchanges were completed at market value at the time of the transactions.

In July 2025, the Operating Partnership issued 2,773,087 EOP units, valued at \$199.7 million based on the market price at the time of issuance, to unrelated third-party sellers as partial purchase price consideration for the acquisition of five properties.

10. Stock-Based Compensation

The Company granted 321,704 shares of restricted stock with a weighted-average grant-date fair value of \$77.32 per share and 343,014 shares of restricted stock with a weighted-average grant-date fair value of \$60.25 per share during the six months ended June 30, 2025 and June 30, 2024, respectively. The Company records stock-based compensation expense within General and administrative expenses in the accompanying Consolidated Statements of Operations, and recognizes forfeitures as they occur.

(in thousands)	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Restricted stock <sup>(1)</sup>	\$ 5,455	4,662	\$ 10,898	9,302
Directors' fees paid in common stock and other employee stock grants	115	130	220	282
Capitalized stock-based compensation	(671)	(446)	(1,254)	(880)
Stock-based compensation, net of capitalization	<u>\$ 4,899</u>	<u>4,346</u>	<u>\$ 9,864</u>	<u>8,704</u>

<sup>(1)</sup> In addition, during the three and six months ended June 30, 2024, the Company expensed \$1.9 million and \$3.8 million, respectively, within Other operating expenses in connection with vesting of restricted stock units related to the 2023 acquisition of Urstadt Biddle Properties ("UBP").

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11. Earnings per Share and Unit

*Parent Company Earnings per Share*

The following summarizes the calculation of basic and diluted earnings per share:

(in thousands, except per share data)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
<b>Numerator:</b>				
Net income attributable to common shareholders - basic	\$ 102,608	99,255	\$ 208,782	205,616
Net income attributable to common shareholders - diluted	\$ 102,608	99,255	\$ 208,782	205,616
<b>Denominator:</b>				
Weighted average common shares outstanding for basic EPS	181,543	183,703	181,497	184,188
Weighted average common shares outstanding for diluted EPS <sup>(1)</sup>	181,955	183,868	181,877	184,332
<b>Net income per common share – basic</b>	<b>\$ 0.57</b>	<b>0.54</b>	<b>\$ 1.15</b>	<b>1.12</b>
<b>Net income per common share – diluted</b>	<b>\$ 0.56</b>	<b>0.54</b>	<b>\$ 1.15</b>	<b>1.12</b>

<sup>(1)</sup> Includes the dilutive impact of unvested restricted stock.

The effect of the assumed exchange of the EOP units and certain other exchangeable units had an anti-dilutive effect upon the calculation of net income attributable to the common shareholders per share. Accordingly, the impact of such assumed exchanges has not been included in the determination of diluted net income per share calculations. Weighted average EOP units outstanding were 1,067,844 and 1,099,516 for the three months ended June 30, 2025 and 2024, respectively, and 1,088,815 and 1,100,305 for the six months ended June 30, 2025 and 2024, respectively.

*Operating Partnership Earnings per Unit*

The following summarizes the calculation of basic and diluted earnings per unit ("EPU"):

(in thousands, except per unit data)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
<b>Numerator:</b>				
Net income attributable to common unit holders - basic	\$ 103,194	99,856	\$ 210,010	206,859
Net income attributable to common unit holders - diluted	\$ 103,194	99,856	\$ 210,010	206,859
<b>Denominator:</b>				
Weighted average common units outstanding for basic EPU	182,611	184,803	182,586	185,288
Weighted average common units outstanding for diluted EPU <sup>(1)</sup>	183,023	184,968	182,966	185,433
<b>Net income per common unit – basic</b>	<b>\$ 0.57</b>	<b>0.54</b>	<b>\$ 1.15</b>	<b>1.12</b>
<b>Net income per common unit – diluted</b>	<b>\$ 0.56</b>	<b>0.54</b>	<b>\$ 1.15</b>	<b>1.12</b>

<sup>(1)</sup> Includes the dilutive impact of unvested restricted stock.

The effect of the assumed exchange of certain other exchangeable units had an anti-dilutive effect upon the calculation of net income attributable to the common unit holders per share. Accordingly, the impact of such assumed exchanges has not been included in the determination of diluted net income per unit calculations.

12. Segment Information

The Company's portfolio is located throughout the United States. Management does not distinguish or group its operations on a geographical basis for purposes of allocating resources or capital. The Company's chief operating decision maker ("CODM") evaluates operating and financial performance for each property on an individual property level; therefore, the Company defines an operating segment as its individual properties. The individual properties have been aggregated into one reportable segment based upon their similarities with regard to both the nature and economics of the centers, tenants and operational processes, as well as long-term average financial performance.

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The following tables provide information about the Company's reportable segment's revenues, significant expenses, net operating income ("NOI") and the reconciliation of NOI to the Company's consolidated Net income:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Lease income	\$ 405,915	381,232	\$ 814,003	767,581
Other property income	4,613	2,778	7,992	7,372
Less:				
Straight-line rent on lease income	(6,332)	(4,303)	(12,783)	(9,814)
Above/below market rent amortization, net	(5,919)	(7,617)	(12,924)	(13,629)
<b>Total real estate revenues</b>	<b>398,277</b>	<b>372,090</b>	<b>796,288</b>	<b>751,510</b>
Operating expenses <sup>(1)</sup>	(65,664)	(64,087)	(139,128)	(132,159)
Real estate taxes	(51,680)	(49,611)	(102,689)	(98,021)
<b>NOI</b>	<b>\$ 280,933</b>	<b>258,392</b>	<b>\$ 554,471</b>	<b>521,330</b>

<sup>(1)</sup> Operating expenses include Operating and maintenance, Ground rent and Termination expense

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
<b>Reconciliation of NOI to Net income:</b>				
<b>NOI</b>	<b>\$ 280,933</b>	<b>258,392</b>	<b>\$ 554,471</b>	<b>521,330</b>
Consolidated:				
Straight-line rent on lease income	5,787	4,120	11,394	9,714
Above/below market rent amortization, net	5,731	7,441	12,481	13,264
Management, transaction, and other fees	7,244	6,735	14,056	13,131
Straight-line rent on ground rent	(336)	(336)	(673)	(677)
Above/below market ground rent amortization	(532)	(535)	(1,067)	(1,070)
Depreciation and amortization	(99,535)	(100,968)	(196,309)	(198,553)
General and administrative	(25,480)	(24,238)	(47,080)	(50,370)
Other operating expenses	(1,944)	(3,066)	(3,632)	(5,709)
Other expense, net	(51,040)	(31,394)	(99,713)	(60,608)
Add: Share of noncontrolling interests excluded from NOI	2,200	2,036	4,404	4,082
Less: Equity in income of investments in real estate excluded from NOI	(14,679)	(13,258)	(28,130)	(26,947)
<b>Net income</b>	<b>\$ 108,349</b>	<b>104,929</b>	<b>\$ 220,202</b>	<b>217,587</b>

### 13. Commitments and Contingencies

#### *Litigation*

The Company is a party to litigation and other disputes that arise in the ordinary course of business. While the outcome of any particular lawsuit or dispute cannot be predicted with certainty, in the opinion of management, the Company's currently pending litigation and disputes are not expected to have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity. Legal fees are expensed as incurred.

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*Environmental*

The Company is subject to numerous environmental laws and regulations. With respect to applicability to the Company, these pertain primarily to chemicals historically used by certain current and former dry cleaning tenants, the existence of asbestos in older shopping centers, underground petroleum storage tanks and other historic land uses. The Company believes that the ultimate disposition of currently known environmental matters will not have a material effect on its financial position, liquidity, or operations. The Company can give no assurance that existing environmental studies with respect to its shopping centers have revealed all potential environmental contamination; that its estimate of liabilities will not change as more information becomes available; that any previous owner, occupant or tenant did not create any material environmental condition not known to the Company; that the current environmental condition of the shopping centers will not be affected by tenants and occupants, by the condition of nearby properties, or by unrelated third parties; and that changes in applicable environmental laws and regulations or their interpretation will not result in additional environmental liability to the Company.

The Company had accrued liabilities of \$16.6 million and \$17.3 million for environmental remediation, which are included in Accounts payable, and other liabilities on the Company's Consolidated Balance Sheets as of June 30, 2025 and December 31, 2024, respectively.

*Letters of Credit*

The Company has the right to issue letters of credit under the Line up to an aggregate amount not to exceed \$50.0 million, which reduces the credit availability under the Line. These letters of credit are primarily issued as collateral on behalf of its captive insurance subsidiary and to facilitate the construction of development projects. The Company had \$13.4 million and \$10.9 million in letters of credit outstanding as of June 30, 2025 and December 31, 2024, respectively.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Forward-Looking Statements**

Certain statements in this document regarding anticipated financial, business, legal or other outcomes including business and market conditions, outlook and other similar statements relating to Regency's future events, developments, or financial or operational performance or results, are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as "may," "will," "could," "should," "would," "expect," "estimate," "believe," "intend," "forecast," "project," "plan," "anticipate," "guidance," and other similar language. However, the absence of these or similar words or expressions does not mean a statement is not forward-looking. While we believe these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance these expectations will be attained, and it is possible actual results may differ materially from those indicated by these forward-looking statements due to a variety of risk factors, including, without limitation, risk factors relating to:

- the current economic and geopolitical environments
- pandemics or other health crises
- operating retail-based shopping centers
- real estate investments
- the environment affecting our properties
- corporate matters
- our partnerships and joint ventures
- funding strategies and capital structure
- information management and technology
- taxes and the Parent Company's qualification as a REIT
- the Company's stock price.

As more specifically described in Part I, Item 1A. "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2024 ("2024 Form 10-K") and in Part II, Item 1A. "Risk Factors" in this Report. When considering an investment in our securities, you should carefully read and consider these risks, together with all other information in our most recent 2024 Form 10-K, subsequent Quarterly Reports on Form 10-Q, and our other filings with and submissions to the SEC. If any of the events described in the risk factors actually occur, our business, financial condition or operating results, as well as the market price of our securities, could be materially adversely affected. Forward-looking statements are only as of the date they are made, and Regency undertakes no duty to update its forward-looking statements, whether as a result of new information, future events or developments or otherwise, except as and to the extent required by law.

### **Non-GAAP Financial Measures**

In addition to the required Generally Accepted Accounting Principles ("GAAP") presentations, we use and report certain non-GAAP financial measures as we believe these measures improve the understanding of our operational results. We believe these non-GAAP financial measures provide useful information to our Board of Directors, management and investors regarding certain trends relating to our financial condition and results of operations. Our management uses these non-GAAP financial measures to compare our performance to that of prior periods for trend analyses, purposes of determining management incentive compensation and budgeting, forecasting and planning purposes. We continually evaluate the usefulness, relevance, limitations, and calculation of our reported non-GAAP financial measures to determine how best to provide relevant information to the public, and thus such reported measures could change.

We do not consider non-GAAP financial measures an alternative to financial measures determined in accordance with GAAP, rather they supplement GAAP measures by providing additional information we believe to be useful to our shareholders. The principal limitation of these non-GAAP financial measures is that they may exclude significant expense and income items that are required by GAAP to be recognized in our Consolidated Financial Statements. In addition, they reflect the exercise of management's judgment about which expense and income items are excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, reconciliations of the non-GAAP financial measures we use to their most directly comparable GAAP measures are provided. Non-GAAP financial measures should not be relied upon in evaluating the financial condition, results of operations, or future prospects of the Company.

Our non-GAAP financial measures include the following:

- *Adjusted Funds From Operations ("AFFO")* is an additional performance measure we use that reflects cash available to fund the Company's business needs and distribution to shareholders. AFFO is calculated by adjusting Core Operating Earnings ("COE") for (i) capital expenditures necessary to maintain and lease our portfolio of properties, (ii) debt cost and derivative adjustments and (iii) stock-based compensation.
- *Core Operating Earnings* is an additional performance measure we use because the computation of Nareit Funds from Operations ("*Nareit FFO*") includes certain non-comparable items that affect our period-over-period performance. Core Operating Earnings excludes from Nareit FFO: (i) transaction related income or expenses, (ii) gains or losses from the early extinguishment of debt, (iii) certain non-cash components of earnings derived from straight-line rents, above and below market rent amortization, and debt and derivative mark-to-market amortization, and (iv) other amounts as they occur.
- *Nareit Funds from Operations ("Nareit FFO")* is a commonly used measure of REIT performance, which Nareit defines as net income, computed in accordance with GAAP, excluding gains on sales and impairments of real estate, net of tax, plus depreciation and amortization, and after adjustments for unconsolidated real estate investment partnerships and joint ventures. We compute Nareit FFO for all periods presented in accordance with Nareit's definition.

Companies use different depreciable lives and methods, and real estate values historically fluctuate with market conditions. Since Nareit FFO excludes depreciation and amortization and gains on sale and impairments of real estate, it provides a performance measure that, when compared year over year, reflects the impact on operations from trends in percent leased, rental rates, operating costs, acquisition and development activities, and financing costs. This provides a perspective of our financial performance not immediately apparent from net income determined in accordance with GAAP. Thus, Nareit FFO is a supplemental non-GAAP financial measure of our operating performance, which does not represent cash generated from operating activities in accordance with GAAP; and, therefore, should not be considered a substitute measure of cash flows from operations.

- *Net Operating Income ("NOI")* is the sum of base rent, percentage rent, termination fee income, tenant recoveries, other lease income, and other property income, less operating and maintenance expenses, real estate taxes, ground rent, termination expense, and uncollectible lease income. NOI excludes straight-line rental income and expense, above and below market rent and ground rent amortization, tenant lease inducement amortization, and other fees. We also provide disclosure of NOI excluding termination fees, which excludes both termination fee income and expenses.

Management believes that NOI is a useful measure for investors because it provides insight into the core operations and performance of our properties, independent of the capital structure, financing activities, and non-operating factors. By focusing on property-level performance, NOI allows investors to compare the performance of our real estate assets across periods and with those of other REIT peers in the industry, facilitating a clearer understanding of trends in occupancy, rental income, and operating expense management. In addition to its relevance for investors, management uses NOI as a key performance metric in making operational and strategic decisions. NOI is used to evaluate income generated from shopping centers (i.e., return on assets) and to guide decisions on capital investments. These decisions may include acquisitions, redevelopments, and investments in capital improvements.

- *Pro-rata* information includes 100% of our consolidated properties plus our economic share (based on our ownership interest) in our unconsolidated real estate investment partnerships.

We provide Pro-rata financial information because we believe it assists investors and analysts in estimating our economic interest in our consolidated and unconsolidated real estate investment partnerships, when read in conjunction with our reported results under GAAP. We believe presenting our Pro-rata share of assets, liabilities, operating results, and other metrics, along with certain other non-GAAP financial measures, makes comparisons of our operating results to those of other REITs more meaningful. The Pro-rata information provided is not, nor is it intended to be, presented in accordance with GAAP. The Pro-rata supplemental details of assets and liabilities and supplemental details of operations reflect our proportionate economic ownership of the assets, liabilities, and operating results of the properties in our portfolio.

The Pro-rata information is prepared on a basis consistent with the comparable consolidated amounts and is intended to more accurately reflect our proportionate economic interest in the assets, liabilities, and operating results of properties in our portfolio. We do not control the unconsolidated real estate partnerships, and the Pro-rata presentations of the assets and liabilities, and revenues and expenses do not represent our legal claim to such items. The partners are entitled to profit or loss allocations and distributions of cash flows according to the operating agreements, which generally provide for such allocations according to their invested capital. Our share of invested capital establishes the ownership interests we use to prepare our Pro-rata share.

The presentation of Pro-rata information has limitations which include, but are not limited to, the following:

- o The amounts shown on the individual line items were derived by applying our overall economic ownership interest percentage determined when applying the equity method of accounting and do not necessarily represent our legal claim to the assets and liabilities, or the revenues and expenses; and
- o Other companies in our industry may calculate their Pro-rata interest differently, limiting the comparability of Pro-rata information.

Because of these limitations, the Pro-rata financial information should not be considered independently or as a substitute for our financial statements as reported under GAAP. We compensate for these limitations by relying primarily on our GAAP financial statements, using the Pro-rata information as a supplement.

- *Pro-rata Same Property NOI* is a key non-GAAP financial measure commonly used by REITs to evaluate operating performance. It is calculated on a proportionate ownership basis for properties held during the comparable reporting periods, excluding revenue and expenses related to non-same properties during the periods.

Management believes this measure provides investors with a useful and consistent comparison of the Company's operating performance and trends. Management uses Pro-rata Same Property NOI as a supplemental measure to assess property-level performance, excluding the effects of corporate-level expenses, financing costs, and non-operating activities. This measure allows investors to evaluate trends in revenue and expense growth for properties that have been consistently operated during the periods.

### **Other Defined Terms**

The following terms, as defined, are commonly used by management and the investing public to understand and evaluate our operational results, and are included in this document:

- *Anchor Space* is a space equal to or greater than 10,000 SF.
- *Development Completion* is a Property in Development that is deemed complete upon the earlier of: (i) 90% of total estimated net development costs have been incurred and percent leased equals or exceeds 95%, or (ii) the property features at least two years of anchor operations. Once deemed complete, the property is termed a Retail Operating Property.
- A *Non-Same Property* is any property, during either calendar year period being compared, that was acquired, sold, a Property in Development, a Development Completion, or a property under, or being positioned for, significant redevelopment that distorts comparability between periods. Non-retail properties and corporate activities, including the captive insurance program, are part of Non-Same Property.
- *Property In Development* includes properties in various stages of ground-up development.
- *Property In Redevelopment* includes Retail Operating Properties under redevelopment or being positioned for redevelopment. Unless otherwise indicated, a Property in Redevelopment is included in the Same Property pool.
- *Redevelopment Completion* is a Property in Redevelopment that is deemed complete upon the earlier of: (i) 90% of total estimated project costs have been incurred and percent leased equals or exceeds 95% for the Company owned GLA related to the project, or (ii) the property features at least two years of anchor operations, if applicable.
- *Retail Operating Property* is any retail property not termed a Property in Development. A retail property is any property where the majority of the income is generated from retail uses.
- *Same Property* is a Retail Operating Property that was owned and operated for the entirety of both calendar year periods being compared. This term excludes Properties in Development, prior year Development Completions, and Non-Same Properties. Properties in Redevelopment are included unless otherwise indicated.
- *Shop Space* is a space under 10,000 SF.

### **Overview of Our Strategy**

Regency Centers Corporation began operations as a publicly-traded REIT in 1993. All of our operating, investing, and financing activities are performed through our Operating Partnership, Regency Centers, L.P. and its wholly-owned subsidiaries, and through our real estate partnerships. As of June 30, 2025, the Parent Company owned approximately 99.4% of the outstanding Common Units and 100% of the Preferred Units of the Operating Partnership.

We are a preeminent national owner, operator, and developer of neighborhood and community shopping centers predominantly located in suburban trade areas with compelling demographics. As of June 30, 2025, we had full or partial ownership interests in 483 retail properties. Our properties are high-quality neighborhood and community shopping centers primarily anchored by market leading grocers and principally located in suburban markets within the country's most desirable metro areas, and contain approximately 57.6 million square feet ("SF") of gross leasable area ("GLA"). Our mission is to create thriving environments for retailers and service providers to connect with surrounding neighborhoods and communities. Our vision is to elevate quality of life as an integral thread in the fabric of our communities. Our portfolio includes thriving properties merchandised with highly productive grocers, restaurants, service providers, and best-in-class retailers that connect with their neighborhoods, communities, and customers.

Our values:

- We are our people: Our people are our greatest asset, and we believe that our highly skilled and talented team makes us better.
- We do what is right: We act with unwavering standards of honesty and integrity.
- We connect with our communities: We promote philanthropic ideas and strive for the betterment of our neighborhoods by giving our time and financial support.
- We are responsible: Our duty is to balance purpose and profit, being good stewards of capital and the environment for the benefit of all our stakeholders.
- We strive for excellence: When we are passionate about what we do, it is reflected in our performance.
- We are better together: When we listen to each other and our customers, we will succeed together.

Our goals are to:

- Own and manage a portfolio of high-quality neighborhood and community shopping centers anchored primarily by market leading grocers and principally located in suburban trade areas in the most desirable metro areas in the United States. We believe that this strategy will result in highly desirable and attractive centers with best-in-class retailers. These centers should command higher rental and occupancy rates resulting in excellent prospects to grow NOI;
- Create shareholder value by increasing earnings and dividends per share that generate total returns at or near the top of our shopping center peers;
- Maintain an industry leading, disciplined development and redevelopment platform to create exceptional retail centers that deliver favorable returns;
- Support our business activities with a conservative capital structure, including a strong balance sheet with sufficient liquidity to meet our capital needs together with a carefully constructed debt maturity profile; and
- Implement sustainability and governance practices through our Corporate Responsibility program to support and enhance our business goals and objectives.

### **Executing on our Strategy**

During the six months ended June 30, 2025, we had Net income attributable to common shareholders of \$208.8 million as compared to \$205.6 million during the six months ended June 30, 2024.

During the six months ended June 30, 2025:

- Our Pro-rata same property NOI, excluding termination fees, grew 5.8%, as compared to the six months ended June 30, 2024, primarily attributable to improvements in base rent from increases in year over year occupancy rates, contractual rent steps in existing leases, and positive rent spreads on comparable new and renewal leases.
- We executed 944 new and renewal leasing transactions representing 3.2 million Pro-rata SF with positive rent spreads of 9.1% during the six months ended June 30, 2025, compared to 984 leasing transactions representing 4.1 million Pro-rata SF with positive rent spreads of 8.9% during the six months ended June 30, 2024. Rent spreads are calculated on all executed leasing transactions for comparable Retail Operating Property spaces, including spaces vacant greater than 12 months.
- At June 30, 2025, December 31, 2024, and June 30, 2024 our total property portfolio was 96.2%, 96.3%, and 95.0% leased, respectively. At June 30, 2025, December 31, 2024, and June 30, 2024 our same property portfolio was 96.5%, 96.5%, and 95.5% leased, respectively.

We continued our development and redevelopment of high quality shopping centers:

- Estimated Pro-rata project costs of our current in process development and redevelopment projects totaled \$517.7 million at June 30, 2025, compared to \$497.3 million at December 31, 2024.
- Development and redevelopment projects completed during the six months ended June 30, 2025 represented \$26.6 million of estimated net project costs, with an average stabilized yield of 17.7%. A stabilized yield for development and redevelopment projects represents the incremental NOI (estimated stabilized NOI less NOI prior to project commencement) divided by the total project costs.

We maintained liquidity and the financial flexibility to cost effectively fund investment opportunities and debt maturities:

- In February 2025, we received a credit rating upgrade to A- with a stable outlook from S&P Global Ratings.
- On May 13, 2025, the Company issued \$400 million of senior unsecured notes due 2032, at a par value of 99.279% and a coupon of 5.0% (the "2025 Notes").
- We have \$556.4 million of loans maturing during the next 12 months, including Regency's pro-rata share of maturities within our unconsolidated real estate partnerships, which we intend to refinance or pay-off as they mature.
- At June 30, 2025, we had \$1.46 billion available on the Line, which expires on March 23, 2028 unless we exercise the available options to extend the expiration for either or both of two additional consecutive six-month periods, in which case the term will be extended in accordance with any such option exercise.
- In July 2025, in connection with the acquisition of five operating properties, the Company issued 2,773,087 exchangeable operating partnership units and assumed \$150 million of secured mortgage debt with a weighted average interest rate of 4.2% and an average remaining term of approximately 12 years.

### Economic Conditions

Refer to the Estimated Risks and Uncertainties section in Note 1 — Organization and Significant Accounting Policies, as these risks and uncertainties could have a material impact on future results of operations and trends.

### Property Portfolio

The following table summarizes general information related to the consolidated properties in our portfolio:

(GLA in thousands)	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Number of Properties	380	379
GLA	44,343	43,876
% Leased – Operating and Development	96.2%	96.2%
% Leased – Operating	96.4%	96.5%
Weighted average annual effective rent per square foot ("PSF"), net of tenant concessions.	\$26.01	\$25.56

The following table summarizes general information related to the unconsolidated properties owned in real estate investment partnerships in our portfolio:

(GLA in thousands)	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Number of Properties	103	103
GLA	13,300	13,439
% Leased – Operating and Development	96.7%	96.8%
% Leased – Operating	96.7%	96.8%
Weighted average annual effective rent PSF, net of tenant concessions	\$25.05	\$24.51

The following table summarizes Pro-rata occupancy rates of our combined consolidated and unconsolidated shopping center portfolio:

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Percent Leased – All Properties	96.2%	96.3%
Anchor Space (spaces ≥ 10,000 SF)	98.0%	98.4%
Shop Space (spaces < 10,000 SF)	93.4%	93.0%

The following table summarizes leasing activity, including our Pro-rata share of activity within the portfolio of our real estate partnerships (totals as a weighted average PSF):

Six months ended June 30, 2025					
	Leasing Transactions	SF (in thousands)	Base Rent PSF	Tenant Allowance and Landlord Work PSF	Leasing Commissions PSF
<b>Anchor Space Leases</b>					
New	8	156	\$ 20.34	\$ 63.92	\$ 6.22
Renewal	48	1,430	13.83	0.49	0.19
Total Anchor Space Leases	56	1,586	\$ 14.47	\$ 6.75	\$ 0.78
<b>Shop Space Leases</b>					
New	263	475	\$ 42.40	\$ 52.43	\$ 16.72
Renewal	625	1,184	40.45	1.40	1.31
Total Shop Space Leases	888	1,659	\$ 41.00	\$ 16.00	\$ 5.72
Total Leases	944	3,245	\$ 28.03	\$ 11.48	\$ 3.30

Six months ended June 30, 2024					
	Leasing Transactions	SF (in thousands)	Base Rent PSF	Tenant Allowance and Landlord Work PSF	Leasing Commissions PSF
<b>Anchor Space Leases</b>					
New	16	307	\$ 21.76	\$ 69.01	\$ 8.09
Renewal	62	1,911	19.56	0.13	0.09
Total Anchor Space Leases	78	2,218	\$ 19.86	\$ 9.65	\$ 1.20
<b>Shop Space Leases</b>					
New	282	592	\$ 39.42	\$ 39.95	\$ 13.69
Renewal	624	1,258	36.89	2.65	0.57
Total Shop Space Leases	906	1,850	\$ 37.70	\$ 14.59	\$ 4.77
Total Leases	984	4,068	\$ 27.98	\$ 11.90	\$ 2.82

The weighted-average base rent PSF on signed Shop Space leases during 2025 was \$41.00 PSF, which is higher than the weighted average annual base rent PSF of all Shop Space leases due to expire during the next 12 months of \$36.49 PSF. New and renewal rent spreads, compared to prior rents on these same spaces leased, were positive at 9.1% for the six months ended June 30, 2025, compared to 8.9% for the six months ended June 30, 2024.

#### *Diversification and Concentration of Tenant Risk*

We seek to reduce our risk by limiting dependence on any single tenant. Based on percentage of annualized base rent, the following table summarizes our most significant tenants, of which four of the top five are grocers:

Tenant	June 30, 2025		
	Number of Stores	Percentage of Company-owned GLA <sup>(1)</sup>	Percentage of Annual Base Rent <sup>(1)</sup>
Publix	67	5.9%	2.8%
TJX Companies, Inc.	75	3.7%	2.8%
Albertsons Companies, Inc.	52	4.2%	2.7%
Amazon/Whole Foods	39	2.6%	2.6%
Kroger Co.	52	6.0%	2.6%

<sup>(1)</sup> Includes Regency's Pro-rata share of unconsolidated properties and excludes those owned by anchors.

## Bankruptcies and Credit Concerns

Our management team devotes significant time to researching and monitoring consumer preferences and trends, customer shopping behaviors, changes in delivery methods, shifts to e-commerce, and changing demographics in order to anticipate the challenges and opportunities impacting our industry. We seek to mitigate potentially adverse impacts through maintaining a high quality portfolio, diversifying our geographic and tenant mix, replacing less successful tenants with stronger operators, anchoring our centers with market leading grocery stores that drive customer traffic, and investing in suburban trade areas with compelling demographic populations benefiting from high levels of disposal income.

We recognize that current economic conditions including, but not limited to, the potential impacts of tariffs and trade deals, inflation, cost and availability of labor, including potential labor shortages related to deportations or threat of deportations, increasing energy prices and interest rates, supply chain disruptions, access to and cost of credit, and new tax and regulatory changes have introduced additional macroeconomic uncertainty. These economic conditions could place further financial strain on retailers by raising costs and compressing margins. The potential for a recession and the severity and duration of any economic downturn could negatively impact our existing tenants and their ability to continue to meet their lease obligations.

Although base rent is derived from long-term lease contracts, tenants that file for bankruptcy generally have the legal right to reject any or all of their leases and close related stores. Any unsecured claim we hold against a bankrupt tenant for unpaid rent might be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. As a result, in a tenant bankruptcy situation it is likely that we would recover substantially less than the full value of any unsecured claims we hold. Additionally, we may incur significant expense to adjudicate our claim and significant downtime to re-lease the vacated space. In the event that a tenant with a significant number of leases in our shopping centers files for bankruptcy and rejects its leases, we could experience a significant reduction in our revenues. At June 30, 2025, the tenants who are currently in bankruptcy and which continue to occupy space in our shopping centers represent an aggregate of 0.3% of our Pro-rata annual base rent.

## Results of Operations

Comparison of the three months ended June 30, 2025 and 2024:

Changes in revenues are summarized in the following table:

(in thousands)	Three months ended June 30,		Change
	2025	2024	
Lease income			
Base rent	\$ 258,371	245,476	12,895
Recoveries from tenants	91,505	84,805	6,700
Percentage rent	2,950	1,996	954
Uncollectible lease income	(1,573)	(1,858)	285
Other lease income	6,334	5,865	469
Straight-line rent	5,787	4,120	1,667
Above/below market rent amortization, net	5,731	7,441	(1,710)
Total lease income	\$ 369,105	347,845	21,260
Other property income	4,499	2,670	1,829
Management, transaction, and other fees	7,244	6,735	509
Total revenues	\$ 380,848	357,250	23,598

Total lease income increased by \$21.3 million primarily due to the following:

- \$12.9 million increase from billable Base rent, mainly from the following:
  - o \$10.8 million net increase from same properties, including:
    - \$7.0 million net increase due to increases from occupancy, contractual rent steps in existing leases, and positive rental spreads on new and renewal leases;
    - \$3.1 million increase due to redevelopment projects becoming operational; and
    - \$0.7 million increase related to our acquisition of the remaining ownership interest in and resulting consolidation of an operating property previously held in an unconsolidated real estate partnership;
  - o \$1.8 million increase from acquisitions of operating properties in 2025 as compared to 2024 activity; and
  - o \$0.9 million increase from rent commencements at completed development properties; partially offset by
  - o \$0.7 million decrease due to dispositions of operating properties.

- \$6.7 million increase from contractual Recoveries from tenants which represents their proportionate share of the operating, maintenance, insurance, and real estate tax expenses that we incur to operate our shopping centers. Recoveries from tenants increased, mainly from the following:
  - o \$5.7 million increase primarily due to higher operating costs and higher recovery rates due to increased occupancy in the current quarter; and
  - o \$1.0 million increase driven by the acquisition of operating properties in 2025 as compared to 2024, and rent commencements at development properties.
- \$1.7 million increase in Straight-line rent mainly due to timing and degree of contractual rent steps and new lease commencements within same properties partially offset by
- \$1.7 million decrease in Above/below market rent amortization, net primarily due to decrease from same properties driven by accelerated below market rent amortization in the prior quarter due to the timing of tenant terminations.

Other property income increased by \$1.8 million primarily due to an increase in business interruption proceeds received in 2025.

There were no significant changes in Management, transaction, and other fees.

Changes in our operating expenses are summarized in the following table:

(in thousands)	Three months ended June 30,		Change
	2025	2024	
Depreciation and amortization	\$ 99,535	100,968	(1,433)
Property operating expense	60,759	59,491	1,268
Real estate taxes	47,500	45,478	2,022
General and administrative	25,480	24,238	1,242
Other operating expenses	1,944	3,066	(1,122)
Total operating expenses	\$ 235,218	233,241	1,977

Depreciation and amortization costs decreased by \$1.4 million, mainly due to the following:

- \$3.4 million decrease from same properties mainly driven by the timing of capital expenditures being placed in service within our redevelopment projects; partially offset by
- \$2.0 million increase from acquisitions of operating properties and development properties becoming available for occupancy.

Property operating expense increased by \$1.3 million, mainly due to higher recoverable common area maintenance and other tenant-related costs at same properties.

Real estate taxes increased by \$2.0 million, mainly due to increases in real estate tax assessments across the same property portfolio.

General and administrative costs increased by \$1.2 million, mainly due to the following:

- \$2.5 million increase in compensation costs primarily driven by performance-based incentive compensation;
- \$1.1 million increase primarily attributable to higher costs in business promotion and donation; partially offset by
- \$2.0 million higher overhead capitalization driven by variability in the number, timing and progress of our development and redevelopment projects.

Other operating expenses decreased by \$1.1 million, mainly due to the phase-out of transition costs incurred in 2024 related to the acquisition of Urstadt Biddle Properties ("UBP").

Other expense, net are summarized in the following table:

(in thousands)	Three months ended June 30,		Change
	2025	2024	
Interest expense, net			
Interest on notes payable	\$ 51,081	46,864	4,217
Interest on unsecured credit facilities	2,735	1,704	1,031
Capitalized interest	(2,422)	(1,520)	(902)
Hedge expense	226	148	78
Interest income	(1,348)	(4,018)	2,670
Interest expense, net	\$ 50,272	43,178	7,094
Provision for impairment of real estate, net of tax	1,262	—	1,262
Loss (Gain) on sale of real estate, net of tax	294	(11,081)	11,375
Net investment income	(788)	(703)	(85)
Total other expense, net	\$ 51,040	31,394	19,646

Interest expense, net, increased by \$7.1 million primarily due to the following:

- \$4.2 million increase in Interest on notes payable is primarily due to new net public debt issuances in 2025 and 2024;
- \$1.0 million increase in Interest on unsecured credit facilities is primarily due to a higher weighted average outstanding balance and higher average interest rates under our Line; and
- \$2.7 million decrease in interest income primarily due to maintaining higher levels of excess cash in short term investments in the comparative prior period.

Provision for impairment of real estate of \$1.3 million was recognized in the three months ended June 30, 2025 related to the sale of one operating property and one property that was held for sale as of June 30, 2025 and subsequently sold in July 2025

During the three months ended June 30, 2024, we recognized gains on sale of \$11.1 million mainly from the sale of two operating properties and recognition of one sales-type lease.

There were no significant changes in Net investment income.

Equity in income of investments in real estate partnerships increased \$1.4 million mainly due to increases in operating income driven from increased occupancy and positive rental spreads on new and renewal leases at properties held in the unconsolidated real estate partnerships.

The following represents the remaining components that comprise Net income attributable to common shareholders and unit holders:

(in thousands)	Three months ended June 30,		Change
	2025	2024	
Net income	\$ 108,349	104,929	3,420
Income attributable to noncontrolling interests	(2,328)	(2,261)	(67)
Net income attributable to the Company	106,021	102,668	3,353
Preferred stock dividends	(3,413)	(3,413)	—
Net income attributable to common shareholders	\$ 102,608	\$ 99,255	\$ 3,353
Net income attributable to exchangeable operating partnership units	(586)	(601)	15
Net income attributable to common unit holders	\$ 103,194	99,856	3,338

There were no significant changes in Income attributable to noncontrolling interests, Preferred stock dividends, and Net income attributable to exchangeable operating partnership units.

## Results of Operations

Comparison of the six months ended June 30, 2025 and 2024:

Changes in revenues are summarized in the following table:

(in thousands)	Six months ended June 30,		Change
	2025	2024	
Lease income			
Base rent	\$ 512,927	489,611	23,316
Recoveries from tenants	182,986	169,828	13,158
Percentage rent	9,608	9,803	(195)
Uncollectible lease income	(1,959)	(3,091)	1,132
Other lease income	12,747	11,822	925
Straight-line rent	11,394	9,714	1,680
Above / below market rent amortization, net	12,481	13,264	(783)
Total lease income	\$ 740,184	700,951	39,233
Other property income	7,520	7,020	500
Management, transaction, and other fees	14,056	13,131	925
Total revenues	\$ 761,760	721,102	40,658

Lease income increased by \$39.2 million primarily due to the following:

- \$23.3 million increase in Base rent, mainly driven by the following:
  - o \$20.5 million increase resulting from same properties, including:
    - \$13.6 million increase due to increases from occupancy, contractual rent steps in existing leases, and positive rental spreads on new and renewal leases;
    - \$5.5 million increase due to redevelopment projects that commenced operations; and
    - \$1.4 million increase related to our acquisition of the remaining ownership interest in and resulting consolidation of a property previously held in an unconsolidated real estate partnership;
  - o \$3.0 million increase from acquisitions of operating properties in 2025 as compared to 2024 activity; and
  - o \$1.8 million increase from rent commencements at completed development properties; partially offset by
  - o \$1.9 million decrease due to dispositions of operating properties.
- \$13.2 million increase from contractual Recoveries from tenants which represents their proportionate share of the operating, maintenance, insurance, and real estate tax expenses that we incur to operate our shopping centers. Recoveries from tenants increased, mainly from the following:
  - o \$11.7 million increase primarily due to higher operating costs and higher recovery rates due to increased occupancy in the current year; and
  - o \$1.8 million increase driven by the acquisition of operating properties in 2025 as compared to 2024, and lease commencements at development properties; partially offset by
  - o \$0.3 million decrease due to disposition of operating properties.
- \$1.1 million decrease in Uncollectible lease income primarily driven by higher collection rates in the current period.
- \$1.7 million increase in Straight-line rent mainly due to timing and degree of contractual rent steps and new lease commencements.

There were no significant changes in Other property income, and Management, transaction, and other fees.

Changes in our operating expenses are summarized in the following table:

(in thousands)	Six months ended June 30,		Change
	2025	2024	
Depreciation and amortization	\$ 196,309	198,553	(2,244)
Property operating expense	129,218	122,765	6,453
Real estate taxes	93,860	89,785	4,075
General and administrative	47,080	50,370	(3,290)
Other operating expenses	3,632	5,709	(2,077)
Total operating expenses	\$ 470,099	467,182	2,917

Depreciation and amortization decreased by \$2.2 million mainly due to the following:

- \$5.5 million decrease from same properties primarily driven by acquired lease intangibles becoming fully amortized;
- \$0.4 million decrease from dispositions of operating properties; partially offset by
- \$3.7 million increase from acquisitions of operating properties and development properties becoming available for occupancy.

Property operating expense increased by \$6.5 million, mainly due to the following:

- \$4.4 million increase from same properties primarily attributable to higher recoverable common area maintenance and other tenant-related costs;
- \$1.3 million increase is attributable to property damage losses resulting from a variety of events; and
- \$0.8 million increase in acquisitions of operating properties and development properties.

Real estate taxes increased by \$4.1 million, mainly due to increases in real estate tax assessments across the same property portfolio.

General and administrative costs decreased by \$3.3 million mainly due to the following:

- \$2.9 million decrease due to changes in the fair value of participant obligations within the deferred compensation plan, which were attributable to changes in the fair values of those investments recognized in Net investment income;
- \$4.1 million decrease due to higher overhead capitalization driven by variability in the number, timing and progress of our development and redevelopment projects; partially offset by
- \$3.3 million increase in compensation costs primarily driven by performance-based incentive compensation; and
- \$0.4 million increase in other general and administrative expenses.

Other operating expenses decreased by \$2.1 million, mainly due to the \$4.7 million of transition costs incurred in 2024 related to the UBP acquisition, partially offset by increases in environmental reserve costs and development pursuit costs.

Changes in Other expense, net are summarized in the following table:

(in thousands)	Six months ended June 30,		Change
	2025	2024	
Interest expense, net			
Interest on notes payable	\$ 99,411	92,465	6,946
Interest on unsecured credit facilities	5,649	3,143	2,506
Capitalized interest	(4,534)	(3,176)	(1,358)
Hedge expense	451	258	193
Interest income	(2,692)	(6,644)	3,952
Interest expense, net	\$ 98,285	86,046	12,239
Provision for impairment of real estate, net of tax	1,262	—	1,262
Loss (Gain) on sale of real estate, net of tax	193	(22,484)	22,677
Loss on early extinguishment of debt	—	180	(180)
Net investment income	(27)	(3,134)	3,107
Total other expense, net	\$ 99,713	60,608	39,105

Interest expense, net increased by \$12.2 million primarily due to the following:

- \$6.9 million increase in Interest on notes payable is primarily due to new net public debt issuances in 2025 and 2024;
- \$2.5 million increase in Interest on unsecured credit facilities is primarily due to a higher weighted average outstanding balance and higher average interest rates under our Line;
- \$4.0 million decrease in Interest income primarily due to maintaining higher levels of excess cash in short term investments in the comparative prior period; partially offset by
- \$1.4 million change in Capitalized interest is based on the timing and progress of our development and redevelopment projects.

Provision for impairment of real estate, net of tax of \$1.3 million, was recognized in 2025 primarily related to the subsequent sale of a held-for-sale property after period end.

During the six months ended June 30, 2024, we recognized gains on sale of real estate, net of tax of \$22.5 million primarily from the sale of three operating properties and recognition of two sales-type leases.

There were no significant changes in Loss on early extinguishments of debt.

Net investment income decreased by \$3.1 million primarily driven by market volatility during the current period, including a \$2.9 million decrease in returns on investments held in the non-qualified deferred compensation plan and a \$0.2 million decrease in returns related to other corporate investments.

Equity in income of investments in real estate partnerships increased by \$4.0 million mainly due to increases in operating income driven from increased occupancy and positive rental spreads on new and renewal leases at properties held in the unconsolidated real estate partnerships.

The following represents the remaining components that comprise Net income attributable to common shareholders and unit holders:

(in thousands)	<b>Six months ended June 30,</b>		<b>Change</b>
	<b>2025</b>	<b>2024</b>	
Net income	\$ 220,202	217,587	2,615
Income attributable to noncontrolling interests	(4,594)	(5,145)	551
Net income attributable to the Company	215,608	212,442	3,166
Preferred stock dividends	(6,826)	(6,826)	—
Net income attributable to common shareholders	\$ 208,782	\$ 205,616	\$ 3,166
Net income attributable to exchangeable operating partnership units	(1,228)	(1,243)	15
Net income attributable to common unit holders	\$ 210,010	206,859	3,151

There were no significant changes in Income attributable to noncontrolling interests, Preferred stock dividends, and Net income attributable to exchangeable operating partnership units.

### **Supplemental Earnings Information on Non-GAAP Financial Measures**

We use certain non-GAAP financial measures, in addition to certain performance metrics determined under GAAP, as we believe these measures improve the understanding of the operating results. We believe these non-GAAP financial measures provide useful information to our Board of Directors, management and investors regarding certain trends relating to our financial condition and results of operations. Our management uses these non-GAAP measures to compare our performance to that of prior periods for trend analyses, purposes of determining management incentive compensation and budgeting, forecasting and planning purposes. We provide Pro-rata financial information because we believe it assists investors and analysts in estimating our economic interest in our consolidated and unconsolidated real estate partnerships, when read in conjunction with our reported results under GAAP. We believe presenting our Pro-rata share of operating results, along with other non-GAAP financial measures, may assist in comparing our operating results to other REITs. We continually evaluate the usefulness, relevance, limitations, and calculation of our reported non-GAAP financial measures to determine how best to provide relevant information to the public, and thus such reported non-GAAP financial measures could change. See "Non-GAAP Financial Measures" at the beginning of this Management's Discussion and Analysis.

We do not consider non-GAAP financial measures as an alternative to financial measures determined in accordance with GAAP, rather they supplement GAAP measures by providing additional information we believe to be useful to our shareholders. The principal limitation of these non-GAAP financial measures is that they may exclude significant expense and income items that are required by GAAP to be recognized in our Consolidated Financial Statements. In addition, they reflect the exercise of management's judgment about which expense and income items are excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, reconciliations of the non-GAAP financial measures we use to their most directly comparable GAAP measures are provided, including as set forth below. Non-GAAP financial measures should not be relied upon in evaluating the financial condition, results of operations, or future prospects.

**Pro-rata Same Property NOI (Non-GAAP Financial Measures):**

(in thousands)	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Base rent	\$ 281,802	270,323	11,479	\$ 561,207	539,400	21,807
Recoveries from tenants	99,778	93,527	6,251	199,627	187,064	12,563
Percentage rent	3,491	2,453	1,038	10,904	10,976	(72)
Termination fees	2,044	1,568	476	4,368	3,410	958
Uncollectible lease income	(1,443)	(2,148)	705	(1,964)	(3,507)	1,543
Other lease income	4,845	4,824	21	9,528	9,406	122
Other property income	3,901	2,225	1,676	6,613	4,900	1,713
Total real estate revenue	394,418	372,772	21,646	790,283	751,649	38,634
Operating and maintenance	62,800	61,931	869	130,757	126,074	4,683
Termination expense	—	(65)	65	—	5	(5)
Real estate taxes	51,188	49,658	1,530	101,682	98,124	3,558
Ground rent	3,542	3,652	(110)	7,263	7,889	(626)
Total real estate operating expenses	117,530	115,176	2,354	239,702	232,092	7,610
Pro-rata same property NOI	\$ 276,888	257,596	19,292	\$ 550,581	519,557	31,024
Less: Termination fees	2,044	1,633	411	4,368	3,405	963
Pro-rata same property NOI, excluding termination fees	\$ 274,844	255,963	18,881	\$ 546,213	516,152	30,061
Pro-rata same property NOI growth, excluding termination fees			7.4%			5.8%

Pro-rata same property NOI, excluding termination fees/expenses, changed from the following major components:

Total real estate revenue increased by \$21.6 million and \$38.6 million, on a net basis, during the three and six months ended June 30, 2025 and 2024, respectively, as follows:

- Base rent increased by \$11.5 million and \$21.8 million during the three and six months ended June 30, 2025 and 2024, respectively, due to contractual rent steps in existing leases, positive rental spreads on new and renewal leases, and increases in occupancy, as well as redevelopment projects completing and operating.
- Recoveries from tenants increased by \$6.3 million and \$12.6 million during the three and six months ended June 30, 2025 and 2024, respectively, due to higher recoverable expenses and increased occupancy.
- Percentage rent increased by \$1.0 million during the three months ended June 30, 2025 due to fluctuations in tenant sales.
- Uncollectible lease income increased by \$1.5 million during the six months ended June 30, 2025, primarily driven by higher collection rates in the current period resulting in reduced levels of uncollectible lease income.
- Other property income increased by \$1.7 million during both the three and six months ended June 30, 2025 and 2024, due to an increase in business interruption insurance proceeds received in current period.

Total real estate operating expenses increased by \$2.4 million and \$7.6 million, on a net basis, during the three and six months ended June 30, 2025 and 2024, respectively as follows:

- Operating and maintenance increased by \$4.7 million during the six months ended June 30, 2025, primarily due to increases in common area maintenance and other tenant-recoverable costs.
- Real estate taxes increased by \$1.5 million and \$3.6 million during the three and six months ended June 30, 2025 and 2024, respectively, due to an increase in real estate assessments across the portfolio.

**Reconciliation of Pro-rata Same Property NOI to Net Income Attributable to Common Shareholders:**

(in thousands)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Net income attributable to common shareholders	\$ 102,608	99,255	\$ 208,782	205,616
Less:				
Management, transaction, and other fees	(7,244)	(6,735)	(14,056)	(13,131)
Other <sup>(1)</sup>	(12,850)	(12,726)	(26,539)	(25,313)
Plus:				
Depreciation and amortization	99,535	100,968	196,309	198,553
General and administrative	25,480	24,238	47,080	50,370
Other operating expense	1,944	3,066	3,632	5,709
Other expense, net	51,040	31,394	99,713	60,608
Equity in income of investments in real estate excluded from NOI <sup>(2)</sup>	14,679	13,258	28,130	26,947
Net income attributable to noncontrolling interests	2,328	2,261	4,594	5,145
Preferred stock dividends and issuance costs	3,413	3,413	6,826	6,826
NOI	\$ 280,933	258,392	\$ 554,471	521,330
Less non-same property NOI	(4,045)	(796)	(3,890)	(1,773)
Pro-rata same property NOI	\$ 276,888	257,596	\$ 550,581	519,557

<sup>(1)</sup> Includes straight-line rental income and expense, net of reserves, above and below market rent amortization, other fees, and noncontrolling interests.

<sup>(2)</sup> Includes non-NOI income earned and expenses incurred at our unconsolidated real estate partnerships, including those separated out above for our consolidated properties.

**Nareit FFO, Core Operating Earnings and AFFO (Non-GAAP Financial Measures):**

Our reconciliation of net income attributable to common shareholders to Nareit FFO, to Core Operating Earnings, and to AFFO is as follows:

(in thousands, except share information)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
<b>Reconciliation of Net income attributable to common shareholders to Nareit FFO</b>				
Net income attributable to common shareholders	\$ 102,608	99,255	\$ 208,782	205,616
Adjustments to reconcile to Nareit FFO: <sup>(1)</sup>				
Depreciation and amortization (excluding FF&E)	107,329	107,592	211,363	211,964
Provision for impairment of real estate	1,262	—	1,262	—
Loss (Gain) on sale of real estate, net of tax	346	(11,080)	245	(22,488)
Exchangeable operating partnership units	586	601	1,228	1,243
<b>Nareit FFO attributable to common stock and unit holders</b>	\$ 212,131	196,368	\$ 422,880	396,335
<b>Reconciliation of Nareit FFO to Core Operating Earnings</b>				
Nareit FFO	\$ 212,131	196,368	\$ 422,880	396,335
Adjustments to reconcile to Core Operating Earnings: <sup>(1)</sup>				
Not Comparable Items				
Merger transition costs	—	2,133	—	4,694
Loss on early extinguishment of debt	—	—	—	180
Certain Non-Cash Items				
Straight-line rent	(6,784)	(5,283)	(13,297)	(11,021)
Uncollectible straight-line rent	744	1,377	1,120	2,033
Above/below market rent amortization, net	(5,376)	(7,073)	(11,837)	(12,540)
Debt and derivative mark-to-market amortization	1,510	1,731	2,802	2,640
<b>Core Operating Earnings</b>	\$ 202,225	189,253	\$ 401,668	382,321
<b>Reconciliation of Core Operating Earnings to AFFO:</b>				
Core Operating Earnings	\$ 202,225	189,253	\$ 401,668	382,321
Adjustments to reconcile to AFFO <sup>(1)</sup> :				
Operating capital expenditures	(32,524)	(33,886)	(56,277)	(54,738)
Debt cost and derivative adjustments	2,297	2,022	4,426	4,162
Stock-based compensation	5,455	4,662	10,898	9,302
<b>AFFO</b>	\$ 177,453	162,051	\$ 360,715	341,047

<sup>(1)</sup> Includes Regency's Pro-rata share of unconsolidated investment partnerships, net of Pro-rata share attributable to noncontrolling interests.

## Liquidity and Capital Resources

### General

We use cash flows generated from operating, investing, and financing activities to strengthen our balance sheet, finance our development and redevelopment projects, fund our investment activities, and maintain financial flexibility. A significant portion of our cash flows from operations is distributed to our common shareholders in the form of dividends in order to maintain our status as a REIT.

Except for \$200 million of private placement debt, our Parent Company has no capital commitments other than its guarantees of the commitments of our Operating Partnership. All remaining debt is held by our Operating Partnership, its subsidiaries, or by our real estate partnerships. The Operating Partnership is a co-issuer and a guarantor of the \$200 million of outstanding debt of our Parent Company. The Parent Company will from time to time access the capital markets for the purpose of issuing new equity, and will simultaneously contribute all of the offering proceeds to the Operating Partnership in exchange for additional partnership units.

We continually assess our available liquidity and our expected cash requirements, including monitoring our tenant rent collections. We have access to and draw on multiple financing sources to fund our operations and our long-term capital needs, including the requirements of our in process and planned developments, redevelopments, other capital expenditures, and the repayment of debt. We expect to meet these needs by using a combination of the following: cash flows from operations after funding our common stock and preferred stock dividends, borrowings from our Line, proceeds from sale of real estate, mortgage loan and unsecured bank financing, distributions received from our real estate partnerships, and when the capital markets are favorable, proceeds from sale of equity securities or the issuance of new unsecured debt. We continually evaluate alternative financing options, and we believe we can obtain new financing on reasonable terms, although likely at higher interest rates than that of our debt currently outstanding, due to the current interest rate environment.

Given the elevated interest rate environment, we are actively monitoring market conditions and evaluating strategies to mitigate interest rate risk. These strategies may include the use of interest rate swaps, caps, or forward-starting hedges to lock in rates on future debt issuances or refinancings. We are also prioritizing refinancing of maturing debt with long-duration fixed-rate debt where appropriate, to minimize future exposure to rate volatility.

On May 13, 2025, the Company issued \$400 million of senior unsecured notes due 2032, at a par value of 99.279% and a coupon of 5.0%. The intended use of the net proceeds includes (i) to reduce the outstanding balance on the Line, (ii) for the repayment of \$250 million of 3.90% unsecured public debt due November 1, 2025, upon its maturity and (iii) for general corporate purposes, which may include the future repayment of other outstanding debt. Pending the maturity of the November 2025 unsecured public debt, we also temporarily invested a portion of the proceeds in commercial time deposits.

As of June 30, 2025, we had \$556.4 million of debt maturing within the next 12 months, including \$350 million of unsecured public debt maturing in November 2025, and Regency's pro-rata share of maturities within our unconsolidated real estate partnerships, which we intend to refinance or pay off as they mature. We currently expect to address these maturing obligations through a combination of refinancing, available liquidity under our Line, and proceeds from potential property sales. We continually monitor capital markets and proactively manage our debt maturity profile to maintain a strong balance sheet and financial flexibility.

Based upon our available cash balance, sources of capital, our current credit ratings, and the number of high quality, unencumbered properties we own, we believe our available capital resources are sufficient to meet our expected capital needs for the next year, although, in the longer term, we can provide no assurances.

In addition to our \$150.7 million of unrestricted cash, we have the following additional sources of capital available:

(in thousands)	<b>June 30, 2025</b>	
<b>ATM program</b>		
Original offering amount	\$	500,000
Available capacity <sup>(1)</sup>	\$	400,000
<b>Line of credit</b>		
Total commitment amount	\$	1,500,000
Available capacity <sup>(2)</sup>	\$	1,457,440
Maturity <sup>(3)</sup>		March 23, 2028

<sup>(1)</sup> During November and December 2024, we entered into forward sale agreements with respect to 1,339,377 shares that were sold in several tranches at a weighted average offering price of \$74.66 per share before any underwriting discount and offering expenses. These shares are pledged under forward sale agreements and must be settled within one year of their trade dates, which vary by agreement and are expected to result in net proceeds of approximately \$100 million. After giving effect to this forward equity offering as of June 30, 2025, \$400 million of common stock remains available for issuance under the ATM program authorized by the Company's Board of Directors, which is subject to change at the discretion of the Board.

<sup>(2)</sup> Net of letters of credit issued against our Line.

<sup>(3)</sup> The Company has the option to extend the maturity for two additional six-month periods.

While future dividends on shares of our common stock will be determined at the discretion of our Board of Directors, we plan to continue paying an aggregate amount of distributions to our stock and unit holders that, at a minimum, meet the requirements to continue qualifying as a REIT for federal income tax purposes.

We have historically generated sufficient cash flows from operations to fund our dividend distributions. During the six months ended June 30, 2025 and 2024, we generated cash flows from operations of \$405.1 million and \$371.2 million, respectively, and paid \$263.8 million and \$255.4 million in dividends to our common stock, preferred stock and unit holders.

We currently have development and redevelopment projects in various stages of planning, design and construction, along with a pipeline of potential projects for future development or redevelopment. After funding our common and preferred stock and units dividend payment in July 2025, we estimate that we will require capital during the next 12 months of approximately \$982.5 million related to leasing commissions, tenant improvements, in-process developments and redevelopments, capital contributions to our real estate partnerships, and repaying maturing debt. These capital requirements may be impacted by tariffs and inflation, as well as potential shortages of labor employed by contractors, resulting in increased costs of construction materials, labor, and services from third-party contractors and suppliers. We continue to implement mitigation strategies including, but not limited to, entering into fixed cost construction contracts, pre-ordering materials, and other planning efforts. Further, continued challenges from permitting delays and labor and material shortages may extend the time to completion of these projects.

If we start new developments or redevelopments, commit to property acquisitions, repay debt prior to maturity, declare future dividends, or repurchase shares of our common stock, our cash requirements will increase. If we refinance maturing debt, our cash requirements will decrease.

We endeavor to maintain a high percentage of unencumbered assets. As of June 30, 2025, 89.4% of our consolidated real estate assets were unencumbered. Our low level of encumbered assets allows us to more readily access the secured and unsecured debt markets and to maintain borrowing capacity on the Line.

Our Line and unsecured debt require that we remain in compliance with various customary financial covenants, which are described in the Consolidated Financial Statements included in our 2024 Form 10-K. We were in compliance with these covenants at June 30, 2025, and expect to remain in compliance.

## Summary of Cash Flow Activity

The following table summarizes net cash flows related to operating, investing, and financing activities of the Company:

(in thousands)	Six months ended June 30,		Change
	2025	2024	
Net cash provided by operating activities	\$ 405,079	371,214	33,865
Net cash used in investing activities	(372,693)	(114,143)	(258,550)
Net cash provided by (used in) financing activities	60,549	(268,502)	329,051
Net change in cash, cash equivalents, and restricted cash	\$ 92,935	(11,431)	104,366
Total cash, cash equivalents, and restricted cash	\$ 154,819	79,923	74,896

### Net cash provided by operating activities:

Net cash provided by operating activities increased \$33.9 million due to:

- \$31.8 million increase in cash from operations due to the timing of receipts and payments
- \$2.1 million increase in operating cash flow distributions from Investments in real estate partnerships.

### Net cash used in investing activities:

Net cash used in investing activities changed by \$258.6 million as follows:

(in thousands)	Six months ended June 30,		Change
	2025	2024	
Cash flows from investing activities:			
Acquisition of operating real estate, net of cash acquired of \$787 in 2025	\$ (83,261)	(45,208)	(38,053)
Real estate development and capital improvements	(204,657)	(141,775)	(62,882)
Proceeds from sale of real estate	7,165	92,159	(84,994)
Proceeds from property insurance casualty claims	—	4,638	(4,638)
Issuance of notes receivable	—	(32,651)	32,651
Collection of notes receivable	180	3,004	(2,824)
Investments in real estate partnerships	(6,217)	(8,582)	2,365
Return of capital from investments in real estate partnerships	—	10,038	(10,038)
Dividends on investment securities	1,081	263	818
Purchase of investment securities	(96,226)	(95,519)	(707)
Proceeds from sale of investment securities	9,242	99,490	(90,248)
Net cash used in investing activities	\$ (372,693)	(114,143)	(258,550)

Significant changes in investing activities include:

- We paid \$83.3 million in 2025 to purchase three operating properties and one operating outparcel. One of the operating properties was previously held in a single property unconsolidated real estate investment partnership in which we held a 66.7% ownership interest. We paid \$45.2 million in 2024 to purchase one operating property.
- During 2025, we invested \$62.9 million more on real estate development and capital improvements than the comparable prior year period, as further detailed in a table below.
- We sold one operating property in 2025 for net proceeds of \$7.2 million compared to three operating properties in 2024 for net proceeds of \$92.2 million.
- We received additional property insurance claim proceeds of \$4.6 million in 2024 primarily attributable to a single property that was impacted by a weather event in 2019.
- During 2024, in connection with a secured lending transaction entered into by the Company, we issued a note receivable in the amount of \$29.8 million at an interest rate of 6.9% maturing in January 2027, secured by a grocery-anchored shopping center. In addition, we issued \$2.9 million of short-term notes receivable to real estate partners in 2024.
- We collected \$3.0 million in short-term note receivables from real estate partners in 2024.

- Investments in real estate partnerships:
  - In 2025, we invested \$6.2 million, including \$3.2 million to fund our share of an acquisition of an operating property, and \$3.0 million to fund our share of development and redevelopment activities.
  - In 2024, we invested \$8.6 million, to fund our share of development and redevelopment activities.
- Return of capital from our unconsolidated investments in real estate partnerships includes sales or financing proceeds.
  - During 2024, we received \$10.0 million from our share of proceeds from debt financing activities.
- Purchase of investment securities and proceeds from sale of investment securities pertain to investment activities held in our captive insurance company and our deferred compensation plan, as well as:
  - During 2025, we invested approximately \$90 million of proceeds received from the 2025 Notes in commercial time deposits with staggered maturity dates ranging from 4 to 5 months.
  - During 2024, we invested approximately \$90 million in commercial deposits from the proceeds received from the January 2024 public offering of senior unsecured notes. These commercial deposits were subsequently settled at maturity during the second quarter of 2024.

We plan to continue developing and redeveloping shopping centers for long-term investment. During the six months ended June 30, 2025, we deployed capital of \$204.7 million for the development, redevelopment, and capital improvement of our real estate properties, comprised of the following:

(in thousands)	<u>Six months ended June 30,</u>		<u>Change</u>
	<u>2025</u>	<u>2024</u>	
Capital expenditures:			
Land acquisitions	\$ —	11,650	(11,650)
Building and tenant improvements	48,676	43,918	4,758
Redevelopment costs	69,906	48,364	21,542
Development costs	71,820	27,584	44,236
Capitalized interest	3,614	3,107	507
Capitalized direct compensation	10,641	7,152	3,489
Real estate development and capital improvements	<u>\$ 204,657</u>	<u>141,775</u>	<u>62,882</u>

- We acquired one land parcel for development, and two outparcels in 2024.
- Building and tenant improvements increased \$4.8 million in 2025, primarily related to the timing and volume of capital projects.
- Redevelopment costs are higher than prior year. We intend to continuously improve our portfolio of shopping centers through redevelopment which can include adjacent land acquisitions, existing building expansions, facade renovations, new out-parcel building constructions, and redevelopments related tenant improvement costs. The size and magnitude of each redevelopment project varies with each redevelopment plan. The timing and duration of these projects could also result in volatility in NOI. See the tables below for more details about our redevelopment projects.
- Development costs are higher in 2025 due to the progress towards completion of our development projects in process. See the tables below for more details about our development projects.
- Interest is capitalized on our development and redevelopment projects and is based on cumulative actual costs incurred. We cease interest capitalization when the property is no longer being developed or is available for occupancy upon substantial completion of tenant improvements, but in no event would we capitalize interest on the project beyond 12 months after the anchor tenant opens for business. If we reduce our development and redevelopment activity, the amount of interest that we capitalize may be lower than historical averages.
- We have a dedicated staff of employees who directly support our development program, which includes redevelopment of our existing properties. Internal compensation costs directly attributable to these activities are capitalized as part of each project.

The following table summarizes our development projects in-process and completed:

(in thousands, except cost PSF)

Property Name	Market	Ownership <sup>(1)</sup>	Start Date	Estimated Stabilization Year <sup>(2)</sup>	June 30, 2025			
					Estimated / Actual Net Development Costs <sup>(1)(3)</sup>	% of Costs Incurred	GLA <sup>(1)</sup>	Cost PSF of GLA <sup>(1)(3)</sup>
<b>Developments In-Process</b>								
Sienna Grande Shops	Houston, TX	75%	Q2-2023	2028	9,393	84%	23	408
The Shops at SunVet	Long Island, NY	100%	Q2-2023	2027	92,863	79%	172	540
The Shops at Stone Bridge	Cheshire, CT	100%	Q1-2024	2027	68,277	71%	155	440
Jordan Ranch Market	Houston, TX	50%	Q3-2024	2027	23,006	51%	81	284
Oakley Shops at Laurel Fields	Bay Area, CA	100%	Q3-2024	2027	35,500	58%	78	455
<b>Total Developments In-Process</b>					<u>\$ 229,039</u>	<u>71%</u>	<u>509</u>	<u>450</u>
<b>Developments Completed</b>								
Baybrook East - Phase 1B	Houston, TX	50%	Q2-2022	2026	9,500	94%	77	123
<b>Total Developments Completed</b>					<u>\$ 9,500</u>	<u>94%</u>	<u>77</u>	<u>123</u>

(1) Estimated net development costs and GLA are reported based on Regency's ownership interest in the real estate partnership at completion.

(2) Estimated Stabilization Year represents the estimated first full calendar year that the project will reach our expected stabilized yield.

(3) Includes leasing costs and is net of tenant reimbursements.

The following table summarizes our redevelopment projects in process and completed:

(in thousands, except cost PSF)

Property Name	Market	Ownership <sup>(1)</sup>	Start Date	Estimated Stabilization Year <sup>(2)</sup>	June 30, 2025		
					Estimated Net Project Costs <sup>(1)(3)</sup>	% of Costs Incurred	
<b>Redevelopments In-Process</b>							
Bloom on Third	Los Angeles, CA	35%	Q4-2022	2027	\$ 24,525	65%	
Serramonte Center - Phase 3	San Francisco, CA	100%	Q2-2023	2026	36,989	40%	
Circle Marine Shops & Marketplace	Los Angeles, CA	100%	Q3-2023	2025	14,986	87%	
Avenida Biscayne	Miami, FL	100%	Q4-2023	2026	22,493	71%	
Cambridge Square	Atlanta, GA	100%	Q4-2023	2026	13,752	84%	
Anastasia Plaza	Jacksonville, FL	100%	Q3-2024	2026	15,607	61%	
East Meadow Plaza - Phase 1	Long Island, NY	100%	Q3-2024	2026	11,736	53%	
West Chester Plaza	Cincinnati, OH	100%	Q4-2024	2028	15,442	34%	
Willows Shopping Center	Bay Area, CA	100%	Q4-2024	2027	16,807	18%	
The Crossing Clarendon	Metro DC	100%	Q2-2025	2027	13,679	5%	
Various Redevelopments	Various	Various	Various	Various	102,595	37%	
<b>Total Redevelopments In-Process</b>					<u>\$ 288,611</u>	<u>47%</u>	
<b>Redevelopments Completed</b>							
Various Properties	Various	Various	Various	Various	17,128	92%	
<b>Total Redevelopments Completed</b>					<u>\$ 17,128</u>	<u>92%</u>	

(1) Estimated net development costs are reported based on Regency's ownership interest in the real estate partnership at completion.

(2) Estimated Stabilization Year represents the estimated first full calendar year that the project will reach our expected stabilized yield.

(3) Includes leasing costs and is net of tenant reimbursements.

Net cash provided by (used in) financing activities:

Net cash flows provided by financing activities increased by \$329.1 million during 2025, as follows:

(in thousands)	Six months ended June 30,		Change
	2025	2024	
Cash flows from financing activities:			
Tax withholding on stock-based compensation	\$ (6,783)	(8,776)	1,993
Common shares repurchased through share repurchase program	—	(200,066)	200,066
Repurchase of exchangeable operating partnership units	(2,046)	—	(2,046)
Proceeds from sale of treasury stock	462	210	252
Contributions from noncontrolling interests	8,416	3,001	5,415
Distributions to and redemptions of noncontrolling interests	(6,130)	(6,254)	124
Distributions to exchangeable operating partnership unit holders	(1,546)	(1,479)	(67)
Dividends paid to common shareholders	(255,455)	(247,138)	(8,317)
Dividends paid to preferred shareholders	(6,826)	(6,825)	(1)
Repayment of fixed rate unsecured notes	—	(250,000)	250,000
Proceeds from issuance of fixed rate unsecured notes, net of debt discount	397,116	398,468	(1,352)
Proceeds from unsecured credit facilities	395,000	422,419	(27,419)
Repayment of unsecured credit facilities	(430,000)	(264,419)	(165,581)
Proceeds from notes payable	10,000	—	10,000
Repayment of notes payable	(32,787)	(88,069)	55,282
Scheduled principal payments	(5,060)	(6,121)	1,061
Payment of financing costs	(3,812)	(13,453)	9,641
Net cash provided by (used in) financing activities	\$ 60,549	(268,502)	329,051

Significant financing activities during the six months ended June 30, 2025 and 2024, include the following:

- The taxes withheld in conjunction with vesting of equity award plans to satisfy employee tax withholding requirements totaled \$6.8 million and \$8.8 million during 2025 and 2024, respectively.
- During 2024, we paid \$200.0 million to repurchase 3,306,709 shares of our common stock under our Repurchase Program.
- During 2025, we paid \$2.0 million for the redemption of exchangeable operating partnership units.
- During 2025, we received \$8.4 million in contributions for the limited partners' share of development funding compared to \$3.0 million in 2024.
- We paid \$8.4 million more in dividends in 2025 as a result of an increase in our dividend rate per share and the number of shares of our common stock outstanding.
- We had the following debt related activity during 2025:
  - We received \$397.1 million in proceeds from issuing unsecured public debt,
  - We repaid a net \$35.0 million on our Line,
  - We received \$10.0 million in proceeds from a mortgage refinancing,
  - We paid \$37.8 million for debt repayments, including:
    - \$32.8 million for repaying two mortgage loans at maturity, and
    - \$5.1 million in principal mortgage payments
  - We paid \$3.8 million in loan costs relating to the unsecured public debt offering.
- We had the following debt related activity during 2024:
  - We repaid \$250.0 million in unsecured public debt,
  - We received \$398.5 million in proceeds from issuing unsecured public debt,
  - We drew \$158.0 million in net proceeds from our Line,
  - We paid \$94.2 million for debt repayments, including:
    - \$88.1 million for repaying three mortgage loans at maturity, and
    - \$6.1 million in principal mortgage payments.
  - We paid \$13.5 million in loan costs relating to the recast of the Line as well as the unsecured public debt offering.

## Investments in Real Estate Partnerships

The following table is a summary of the unconsolidated combined assets and liabilities of our real estate partnerships and our Pro-rata share:

(dollars in thousands)	Combined		Regency's Share <sup>(1)</sup>	
	June 30, 2025	December 31, 2024	June 30, 2025	December 31, 2024
Number of real estate partnerships	18	19		
Regency's ownership	12% - 83%	12% - 83%		
Number of properties	103	103		
Assets	\$ 2,847,010	2,843,157	\$ 1,055,391	1,061,072
Liabilities	1,684,782	1,676,507	619,386	616,718
Equity	1,162,228	1,166,650	436,005	444,354
Basis difference			(46,177)	(45,310)
Investments in real estate partnerships			\$ 389,828	399,044

(1) Pro-rata financial information is not, and is not intended to be, a presentation in accordance with GAAP. However, management believes that providing such information is useful to investors in assessing the impact of our investments in real estate partnership activities on our operations, which includes such items on a single line presentation under the equity method in our Consolidated Financial Statements.

Our equity method investments in real estate partnerships consist of the following:

(in thousands)	Regency's Ownership	June 30, 2025	December 31, 2024
GRI - Regency, LLC (GRIR)	40%	\$ 131,529	136,972
Columbia Regency Partners II, LLC (Columbia II)	20%	67,132	63,024
Columbia Village District, LLC	30%	6,329	6,434
Individual Investors			
Ballard Blocks	50%	59,685	59,596
Bloom on Third	35%	45,713	44,715
Others <sup>(1)</sup>	12% - 83%	79,440	88,303
Total Investment in real estate partnerships		\$ 389,828	\$ 399,044

(1) Effective January 1, 2025, we acquired our partner's 33.3% share in a single property partnership for a total purchase price of \$10.3 million. Following this acquisition, the Company now owns 100% of this property, and the property has been consolidated into the Company's financial statements.

### Notes Payable - Investments in Real Estate Partnerships

Scheduled principal repayments on notes payable held by our investments in real estate partnerships were as follows:

(in thousands)	June 30, 2025				Regency's Pro-Rata Share
	Scheduled Principal Payments	Mortgage Loan Maturities	Unsecured Maturities	Total	
<b>Scheduled Principal Payments and Maturities by Year:</b>					
2025 <sup>(1)</sup>	\$ 3,872	114,234	—	118,106	37,853
2026	7,131	302,583	48,300	358,014	127,471
2027	7,303	32,800	—	40,103	13,417
2028	4,097	231,357	—	235,454	81,640
2029	2,855	104,434	—	107,289	37,157
Beyond 5 Years	4,508	710,664	—	715,172	280,111
Net unamortized loan costs, debt premium / (discount)	—	(6,845)	—	(6,845)	(2,619)
Total	\$ 29,766	1,489,227	48,300	1,567,293	575,030

(1) Reflects scheduled principal payments and maturities for the remainder of the year.

At June 30, 2025, our investments in real estate partnerships had notes payable of \$1.6 billion maturing through 2034, of which 91.3% had a weighted average fixed interest rate of 3.9%. The remaining notes payable float with SOFR and had a weighted average variable interest rate of 6.6%, based on rates as of June 30, 2025. These fixed and variable rate notes payable are all non-recourse, and our Pro-rata share was \$575.0 million as of June 30, 2025. As notes payable mature, they will be repaid from proceeds from new borrowings and/or partner capital contributions. Refinancing debt at maturity in the current interest rate environment could result in higher interest expense in future periods if rates remain elevated.

We are obligated to contribute our Pro-rata share to fund maturities if the loans are not refinanced, and we have the capacity to do so from existing cash balances, availability on our Line, and operating cash flows. We believe that our partners are financially sound and have sufficient capital or access thereto to fund future capital requirements. In the event that a real estate investment partner is unable to fund its share of the capital requirements of the real estate partnership, we would have the right, but not the obligation, to loan the defaulting partner the amount of its capital call which would be secured by the partner's membership interest.

#### *Management fee income*

In addition to earning our share of net income or loss in each of these real estate partnerships, we recognized fees as follows:

(in thousands)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Management, transaction, and other fees	\$ 7,356	6,735	\$ 13,995	13,130

#### **Critical Accounting Estimates**

There have been no material changes in our Critical Accounting Estimates from the information provided in the "Critical Accounting Estimates" section of "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Form 10-K.

#### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to two significant components of interest rate risk:

- Under the Line, we have a variable interest rate that, as of June 30, 2025, was based upon an annual rate of SOFR plus a 0.10% market adjustment ("Adjusted SOFR") plus an applicable margin of 0.685%. SOFR rates charged on our Line change monthly, and the applicable margin on the Line is dependent upon maintaining specific credit ratings or leverage targets, as well as meeting specific sustainability target thresholds. If our credit ratings were downgraded or if we fail to meet the leverage targets or sustainability target thresholds, the applicable margin on the Line would increase, resulting in higher interest costs. As of June 30, 2025 the Adjusted SOFR plus the applicable margin of 0.685% was 5.145%.
- We are also exposed to changes in interest rates when we refinance our existing long-term fixed rate debt. The objective of our interest rate risk management program is to limit the impact of interest rate changes on earnings and cash flows. To achieve these objectives, we borrow primarily at fixed interest rates and may enter into derivative financial instruments such as interest rate swaps, caps, or treasury locks in order to mitigate our interest rate risk on a related financial instrument. We do not enter into derivative or interest rate transactions for speculative purposes. Our interest rate swaps are structured solely for the purpose of interest rate protection.

We continuously monitor the capital markets and evaluate our ability to issue new debt, to repay maturing debt, or to fund our commitments. We continue to believe, in light of our credit ratings, the available capacity under our unsecured credit facility, and the number of high quality, unencumbered properties that we own which could collateralize borrowings, we will be able to successfully issue new secured or unsecured debt to fund maturing debt obligations. It is uncertain the degree to which capital market volatility and higher interest rates will adversely impact the interest rates on any new debt that we may issue.

The table below presents the principal cash flows, weighted average interest rates of remaining debt, and the fair value of total debt as of June 30, 2025. For variable rate mortgages and unsecured credit facilities for which we have interest rate swaps in place to fix the interest rate, they are included in the Fixed rate debt section below at their all-in fixed rate. The table is presented by year of expected maturity to evaluate the expected cash flows and sensitivity to interest rate changes. Although the average interest rate for variable rate debt is included in the table, those rates represent rates that existed as of June 30, 2025, and are subject to change. In addition, we continually assess the market risk for floating rate debt and believe that an increase of 100 basis points in interest rates would decrease future earnings and cash flows by approximately \$0.4 million per year based on \$39.6 million of floating rate mortgage debt and floating rate line of credit balances outstanding at June 30, 2025.

Further, the table below incorporates only those exposures that exist as of June 30, 2025, and does not consider exposures or positions that could arise after that date or obligations repaid before maturity. Since firm but unused commitments are not presented, the table has limited predictive value. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the period, our hedging strategies at that time, and actual interest rates.

The table below presents the principal cash flow payments associated with our outstanding debt by year, weighted average interest rates on debt outstanding at each year-end, and fair value of total debt as of June 30, 2025.

(dollars in thousands)	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>	<u>2029</u>	<u>Thereafter</u>	<u>Total</u>	<u>Fair Value</u>
Fixed rate debt <sup>(1)</sup>	\$ 271,057	358,175	754,996	357,583	524,906	2,533,640	4,800,357	4,648,545
Average interest rate for all fixed rate debt <sup>(2)</sup>	4.19%	4.21%	4.33%	4.33%	4.56%	4.83%		
Variable rate SOFR debt <sup>(1)</sup>	\$ 60	120	3,870	35,525	—	—	39,575	39,725
Average interest rate for all variable rate debt <sup>(2)</sup>	5.45%	5.44%	5.40%	5.40%				

<sup>(1)</sup> Reflects amount of debt maturities during each of the years presented as of June 30, 2025. 2025 reflects amount of debt maturities for the remainder of the year.

<sup>(2)</sup> Reflects weighted average interest rates of debt outstanding at the end of each year presented. For variable rate debt, the rate as of June 30, 2025, was used to determine the average interest rate for all future periods.

#### **Item 4. Controls and Procedures**

##### **Controls and Procedures (Regency Centers Corporation)**

Under the supervision and with the participation of the Parent Company's management, including its chief executive officer and chief financial officer, the Parent Company conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, the Parent Company's chief executive officer and chief financial officer concluded that its disclosure controls and procedures were effective as of the end of the periods covered by this quarterly report on Form 10-Q to ensure information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Parent Company in the reports it files or submits under the Exchange Act is accumulated and communicated to management, including its chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in the Parent Company's internal controls over financial reporting identified in connection with this evaluation that occurred during the quarter ended June 30, 2025 which have materially affected, or are reasonably likely to materially affect, the Parent Company's internal controls over financial reporting.

##### **Controls and Procedures (Regency Centers, L.P.)**

Under the supervision and with the participation of the Operating Partnership's management, including the chief executive officer and chief financial officer of its general partner, the Operating Partnership conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Exchange Act. Based on this evaluation, the chief executive officer and chief financial officer of its general partner concluded that the Operating Partnership's disclosure controls and procedures were effective as of the end of the periods covered by this quarterly report on Form 10-Q to ensure information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Operating Partnership in the reports it files or submits under the Exchange Act is accumulated and communicated to management, including the chief executive officer and chief financial officer of its general partner, as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in the Operating Partnership's internal controls over financial reporting identified in connection with this evaluation that occurred during the quarter ended June 30, 2025 which have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal controls over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

See Note 13 — Commitments and Contingencies in the Notes for discussion regarding material legal proceedings and contingencies. Except as set forth in such discussion, there have been no material developments in legal proceedings as reported in Item 3. "Legal Proceedings" of our 2024 Form 10-K.

### **Item 1A. Risk Factors**

In addition to the information set forth in this report, you should carefully consider the risk factors discussed in Item 1A. of Part I of our Annual Report on Form 10-K for the year ended December 31, 2024 ("2024 Annual Report") and the additional risk factor identified during 2025 detailed below:

***Evolving political and economic events and uncertainties, including tariffs, retaliatory tariffs, international trade disputes, and immigration policies could adversely impact the businesses of our tenants and our business.***

The success of the Company's tenants in operating their businesses and their corresponding ability to pay rent continue to be influenced by evolving political, economic, trade and immigration policies and macroeconomic uncertainties, and the success of the Company's tenants, in the aggregate, is important to the operating and financial success of the Company. These issues include, but are not limited to, the potential for impacts from tariffs and potential trade disputes, retaliatory actions by other countries, inflation, the cost and availability of labor, including labor shortages related to deportations or threat of deportations, increasing energy prices and interest rates, supply chain disruptions, and access to and cost of credit. Additionally, geopolitical and macroeconomic challenges, including the war involving Russia and Ukraine, the current Middle East conflicts and wars, and economic conflicts with China, as well as the slowing of its economy, could impact aspects of the U.S. economy and, therefore, consumer confidence and spending. The policies implemented by the U.S. government to address these and related issues, including changes by the Board of Governors of the Federal Reserve System of its benchmark federal funds rate, increases or decreases in federal government spending, and economic sanctions and tariffs, could result in adverse impacts on the U.S. economy, including inflation, reduction in consumer confidence and spending, a slowing of growth, and potentially a recession, thereby adversely impacting the costs to our tenants of operating their businesses, demand for their products and services, and their ability to pay rent, and/or decreasing future demand for space in shopping centers, which could adversely impact occupancy rates and rents. The potential impact of current macroeconomic and geopolitical uncertainties on the Company's financial condition, results of operations, and cash flows is subject to change and continues to depend on the extent and duration of these risks and uncertainties.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

There were no unregistered sales of equity securities during the three months ended June 30, 2025.

In July 2025, the Operating Partnership issued 2,773,087 exchangeable operating partnership units to partially fund the acquisition of five operating properties. These units were issued pursuant to the exemption from registration provided under Section 4(a)(2) of the Securities Act of 1933, as amended. No underwriting discounts or commissions were paid in connection with the issuance.

The following table represents information with respect to purchases by the Parent Company of its common stock, by month, during the three months ended June 30, 2025:

Period	Total number of shares purchased <sup>(1)</sup>	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs <sup>(2)</sup>	Maximum number or approximate dollar value of shares that may yet be purchased under the plans or programs (in thousands) <sup>(2)</sup>
April 1 through April 30, 2025	317	\$ 72.42	—	\$ 250,000
May 1 through May 31, 2025	—	\$ —	—	\$ 250,000
June 1 through June 30, 2025	—	\$ —	—	\$ 250,000

<sup>(1)</sup> Represents shares repurchased to cover payment of withholding taxes in connection with restricted stock vesting by participants under Regency's Long-Term Omnibus Plan.

<sup>(2)</sup> Our Board has authorized a common stock repurchase program under which we may purchase up to a maximum of \$250 million of our outstanding common stock through open market purchases, and/or in privately negotiated transactions. The timing and price of stock repurchases will be dependent upon market conditions and other factors. Any stock repurchased, if not retired, will be treated as treasury stock. This program will expire on June 30, 2026, unless modified, extended or earlier terminated by the Board in its discretion.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

#### Rule 10b5-1 Trading Plans

During the fiscal quarter ended June 30, 2025, none of our directors or officers (as defined in Rule 16a-1 under the Exchange Act) adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as those terms are defined in Item 408 of Regulation S-K).

## Item 6. Exhibits

Unless otherwise indicated below, the Commission file number to the exhibit is No. 001-12298 (Regency Centers Corporation) and No. 000-24763 (Regency Centers, L.P.).

Ex #	Description
10.	Material Contracts
10.1	<a href="#">Second Amendment to Sixth Amended and Restated Credit Agreement, dated as of May 6, 2025, by and among Regency Centers, L.P., as borrower, Regency Centers Corporation, as guarantor, Wells Fargo Bank, National Association, as Administrative Agent, and certain lenders party thereto.</a>
31.	Rule 13a-14(a)/15d-14(a) Certifications
31.1	<a href="#">Rule 13a-14 Certification of Chief Executive Officer for Regency Centers Corporation.</a>
31.2	<a href="#">Rule 13a-14 Certification of Chief Financial Officer for Regency Centers Corporation.</a>
31.3	<a href="#">Rule 13a-14 Certification of Chief Executive Officer for Regency Centers, L.P.</a>
31.4	<a href="#">Rule 13a-14 Certification of Chief Financial Officer for Regency Centers, L.P.</a>
32.	Section 1350 Certifications
32.1 *	<a href="#">18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers Corporation.</a>
32.2 *	<a href="#">18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers Corporation.</a>
32.3 *	<a href="#">18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers, L.P.</a>
32.4 *	<a href="#">18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers, L.P.</a>
99.	Additional exhibits
99.1	<a href="#">U. S. Federal Income Tax Considerations.</a>
101.	Interactive Data Files
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema with embedded linkbases document
104.	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)
*	Furnished, not filed.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

August 4, 2025

### REGENCY CENTERS CORPORATION

By: /s/ Michael J. Mas  
Michael J. Mas, Executive Vice President and Chief Financial Officer (Principal Financial Officer)

By: /s/ Terah L. Devereaux  
Terah L. Devereaux, Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)

August 4, 2025

### REGENCY CENTERS, L.P.

By: Regency Centers Corporation, General Partner

By: /s/ Michael J. Mas  
Michael J. Mas, Executive Vice President and Chief Financial Officer (Principal Financial Officer)

By: /s/ Terah L. Devereaux  
Terah L. Devereaux, Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)

## SECOND AMENDMENT TO SIXTH AMENDED AND RESTATED CREDIT AGREEMENT

THIS SECOND AMENDMENT TO SIXTH AMENDED AND RESTATED CREDIT AGREEMENT (this “Amendment”) dated as of May 6, 2025, by and among REGENCY CENTERS, L.P., a limited partnership formed under the laws of the State of Delaware (the “Borrower”), REGENCY CENTERS CORPORATION, a corporation formed under the laws of the State of Florida (the “Parent”), each of the Lenders party hereto, and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Administrative Agent (together with its successors and assigns, the “Administrative Agent”).

WHEREAS, the Borrower, the Lenders, the Issuing Banks, the Administrative Agent and certain other parties have entered into that certain Sixth Amended and Restated Credit Agreement dated as of January 18, 2024 (as amended by that certain First Amendment to Sixth Amended and Restated Credit Agreement dated as of July 8, 2024 and as further amended and in effect immediately prior to the effectiveness of this Amendment, the “Existing Credit Agreement”); and

WHEREAS, the Parent, the Borrower, the Lenders party hereto and the Administrative Agent desire to amend certain provisions of the Existing Credit Agreement on the terms and conditions contained herein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, the parties hereto hereby agree as follows:

Section 1. Specific Amendments to Credit Agreement. Upon the satisfaction of each of the conditions set forth in Section 2 of this Amendment, the parties hereto agree that the Existing Credit Agreement is amended as follows (the Existing Credit Agreement as amended by this Amendment shall be referred to herein as the “Amended Credit Agreement”):

(a) Section 1.1 of the Existing Credit Agreement is amended by adding the following sentence to the end of the definition of “Indebtedness” set forth therein:

“Indebtedness shall not include any Permitted Warrant Transactions except to the extent it is required to be settled in cash.”

(b) The Existing Credit Agreement is amended by adding the following definitions to Section 1.1 thereof in the appropriate alphabetical order:

“**Permitted Bond Hedge Transaction**” means any call or capped call option (or substantively equivalent derivative transaction) relating to the common stock of Parent (or other securities or property following a merger event or other change of the common stock of Parent) purchased by Borrower or Parent in connection with the issuance of any Convertible Notes and as may be amended in accordance with its terms (provided that any such amendment shall not cause the transaction to no longer be a Permitted Bond Hedge Transaction) and settled in common shares of Parent (or such other securities or property), cash or a combination thereof; provided that the purchase price for such Permitted Bond Hedge Transactions, less the proceeds received by Parent from the sale of any related Permitted Warrant Transactions, does not exceed the net proceeds received by the Borrower from the issuance of the Convertible Notes in connection with such Permitted Bond Hedge Transaction.

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“**Permitted Warrant Transaction**” means any call option, warrant or right to purchase (or substantively equivalent derivative transaction) relating to common stock of Parent (or other securities or property following a merger event or other change of the common stock of Parent) sold by Parent substantially concurrently with any purchase by the Borrower or Parent of a related Permitted Bond Hedge Transaction as may be amended in accordance with its terms (provided that any such amendment shall not cause the transaction to no longer be a Permitted Warrant Transaction) and settled in common shares of Parent (or such other securities or property), cash or a combination thereof, and the performance by Parent of its obligations thereunder.

(c) The Existing Credit Agreement is amended by restating the Section 2.08(a) thereof in its entirety as follows:

(a) Optional. Subject to Section 4.4., the Borrower may prepay any Loan (other than a Bid Rate Loan) at any time without premium or penalty. Except as required to comply with the provisions of Section 2.8.(b)(ii), a Bid Rate Loan may only be prepaid with the prior written consent of the Lender holding such Bid Rate Loan. The Borrower shall give the Administrative Agent prior written notice of the prepayment of any Loan on or prior to 12:00 noon Eastern Time on the date of such repayment (which shall be a Business Day, or, in the case of the prepayment of any SOFR Loans, a U.S. Government Securities Business Day). All payments made pursuant to this clause (a) shall be made in Dollars, in immediately available funds, without setoff, deduction or counterclaim, to the Administrative Agent at the Principal Office, not later than 3:00 p.m. Eastern time on the date stipulated therefor in the written notice of prepayment. Each voluntary prepayment of Loans shall be in an aggregate minimum amount of \$500,000 and integral multiples of \$100,000 in excess thereof, or the outstanding principal balance of such Loan, if less.

(d) The Existing Credit Agreement is amended by restating Section 8.5(b) in its entirety as follows:

(b) Notwithstanding anything to the contrary herein, documents required to be delivered pursuant to Article II. may be delivered (i) electronically to a website provided for such purpose by the Administrative Agent pursuant to the procedures provided to the Borrower by the Administrative Agent or (ii) by e-mail; provided that any document or notice delivered by the Borrower through e-mail shall include an executed copy of any applicable Exhibit form or other form document required under Article II. as an attachment thereto.

(e) The Existing Credit Agreement is amended by restating the Section 9.10 thereof in its entirety as follows:

**Section 9.10. Derivatives Contracts.**

Neither the Parent nor the Borrower shall, and neither the Parent nor the Borrower shall permit any other Loan Party or any other Subsidiary to, enter into or become obligated in respect of Derivatives Contracts other than (i) Derivatives Contracts entered into by the Parent, the Borrower, any such Loan Party or any such Subsidiary in the ordinary course of business and which establish an effective hedge in respect of liabilities, commitments or assets held or reasonably anticipated by the Parent, the Borrower, such other Loan Party or such other Subsidiary, (ii) to the extent constituting a “Derivatives Contract”, convertible

or exchangeable notes or similar instruments issued by the Parent, the Borrower or their Subsidiaries evidencing Indebtedness (such notes or similar instruments, "Convertible Notes") that include an option or requirement to convert or exchange such instrument, in whole or in part, into or for Equity Interests of the Parent and/or cash in an amount determined by reference to the price of such Equity Interests at a future date and that may be discharged, converted, exchanged, prepaid, repurchased or redeemed by (x) delivery of the Parent's Equity Interests and/or (y) payments in cash, in whole or in part, so long as, at the time of the issuance of such Convertible Notes and after giving pro forma effect thereto, the Parent and the Borrower are in compliance with the financial covenants set forth in Section 9.1 with respect to the fiscal period most recently ended for which financial statements were required to be delivered hereunder; and (iii) any (x) Permitted Bond Hedge Transactions and/or (y) Permitted Warrant Transactions.

(f) The Existing Credit Agreement is amended by restating clauses (ii) and (iii) in Section 10.1(d) thereof in their entirety as follows:

(ii) (x) The maturity of any Material Indebtedness shall have been accelerated in accordance with the provisions of any indenture, contract or instrument evidencing, providing for the creation of or otherwise concerning such Material Indebtedness or (y) any Material Indebtedness shall have been required to be prepaid or repurchased prior to the stated maturity thereof, other than, in the case of clause (y), Convertible Notes which are prepaid, repurchased, redeemed, converted or exchanged in accordance with the terms thereof prior to their maturity, and not in any case as a result of any breach or violation of the terms of such Convertible Notes; or

(iii) Any other event shall have occurred and be continuing which would permit any holder or holders of any Material Indebtedness, any trustee or agent acting on behalf of such holder or holders or any other Person, to accelerate the maturity of any such Material Indebtedness or require any such Material Indebtedness to be prepaid or repurchased prior to its stated maturity, provided that any requirement for notice or lapse of time or any other condition has been satisfied, other than Convertible Notes which are prepaid, repurchased, redeemed, converted or exchanged in accordance with the terms thereof and not in any case as a result of any breach or violation of the terms of such Convertible Notes; or

(g) The Existing Credit Agreement is amended by amending Section 12.1 by adding the phrase "e-mailed," immediately following the phrase "shall be in writing and shall be mailed,".

(h) Section 12.1 of the Existing Credit Agreement is amended by restating the second sentence thereof in its entirety as follows:

All such notices and other communications shall be effective (i) if mailed, upon the first to occur of receipt or the expiration of three (3) days after the deposit in the United States Postal Service mail, postage prepaid and addressed to the address of the Borrower or the Administrative Agent, the Issuing Banks and the Lenders at the addresses specified; (ii) if e-mailed, upon the sender's receipt of an acknowledgement from the intended recipient (such as by the "return receipt requested" function, as available, return e-mail or other written acknowledgement); provided that, if such e-mail is not sent during normal business hours of the recipient, such e-mail shall be deemed to have been sent at the opening of business of the next business day of the recipient; (iii) if telecopied, when transmitted; (iv) if hand delivered or sent by overnight courier, when delivered; or (v) if

delivered in accordance with Section 8.5. to the extent applicable; provided, however, that, in the case of the immediately preceding clauses (i), (ii), (iii) and (iv), non-receipt of any communication as of the result of any change of address of which the sending party was not notified or as the result of a refusal to accept delivery shall be deemed receipt of such communication.

Section 2. Conditions Precedent. The effectiveness of this Amendment is subject to receipt by the Administrative Agent of each of the following, each in form and substance satisfactory to the Administrative Agent:

(a) a counterpart of this Amendment duly executed by the Borrower, the Parent, the Administrative Agent and each of the Requisite Lenders; and

(b) such other documents, instruments and agreements as the Administrative Agent may reasonably request.

Section 3. Representations. Each of the Parent and the Borrower represents and warrants to the Administrative Agent and the Lenders that:

(a) Authorization. Each of the Parent and Borrower has the right and power, and has taken all necessary action to authorize it, to execute and deliver this Amendment and to perform its obligations hereunder and under the Amended Credit Agreement in accordance with their respective terms. This Amendment has been duly executed and delivered by a duly authorized officer of each of the Parent and the Borrower and each of this Amendment and the Amended Credit Agreement is a legal, valid and binding obligation of the Parent and the Borrower enforceable against the Parent and the Borrower in accordance with its respective terms except as the same may be limited by bankruptcy, insolvency, and other similar laws affecting the rights of creditors generally and the availability of equitable remedies for the enforcement of certain obligations contained herein or therein and as may be limited by equitable principles generally.

(b) Compliance with Laws, etc. The execution and delivery by each of the Parent and the Borrower of this Amendment and the performance by the Parent and the Borrower of this Amendment and the Amended Credit Agreement in accordance with their respective terms, do not and will not, by the passage of time, the giving of notice or otherwise: (i) require any Governmental Approval or violate any Applicable Law (including Environmental Laws) relating to the Parent, the Borrower or any other Loan Party; (ii) conflict with, result in a breach of or constitute a default under (1) the organizational documents of the Parent, the Borrower or any other Loan Party, or (2) any indenture, agreement or other instrument to which the Parent, the Borrower or any other Loan Party is a party or by which it or any of its respective properties may be bound, the violation of which indenture, agreement or other instrument could reasonably be expected to have a Material Adverse Effect; or (iii) result in or require the creation or imposition of any Lien upon or with respect to any property now owned or hereafter acquired by the Parent, the Borrower or any other Loan Party, other than in favor of the Administrative Agent for its benefit and the benefit of the Lenders.

(c) No Default. No Default or Event of Default has occurred and is continuing as of the date hereof or will exist immediately after giving effect to this Amendment.

Section 4. Reaffirmation of Representations by Parent and Borrower. Each of the Parent and the Borrower hereby reaffirms that the representations and warranties made or deemed made by the Parent, the Borrower and each other Loan Party in the Loan Documents to which any of them is a party are true and correct in all material respects (except in the case of a representation or warranty qualified by materiality, in which case such representation or warranty is true and correct in all respects) on and as of the date hereof

with the same force and effect as if made on and as of the date hereof except to the extent that such representations and warranties expressly relate solely to an earlier date (in which case such representations and warranties were true and correct in all material respects (except in the case of a representation or warranty qualified by materiality, in which case such representation or warranty was true and correct in all respects) on and as of such earlier date) and except for changes in factual circumstances specifically and expressly permitted under the Amended Credit Agreement or the other Loan Documents.

Section 5. Certain References. Each reference to the Credit Agreement in any of the Loan Documents shall be deemed to be a reference to the Amended Credit Agreement. This Amendment shall constitute a Loan Document.

Section 6. Expenses. The Borrower shall reimburse the Administrative Agent upon demand for all reasonable out-of-pocket costs and expenses (including reasonable attorneys' fees) incurred by the Administrative Agent in connection with the preparation, negotiation and execution of this Amendment and the other agreements and documents executed and delivered in connection herewith.

Section 7. Benefits. This Amendment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

Section 8. GOVERNING LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS EXECUTED, AND TO BE FULLY PERFORMED, IN SUCH STATE.

Section 9. Effect. Except as expressly herein amended, the terms and conditions of the Existing Credit Agreement and the other Loan Documents remain in full force and effect. The amendments contained herein shall be deemed to have prospective application only from the date as of which this Amendment is dated, unless otherwise specifically stated herein.

Section 10. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and shall be binding upon all parties, their successors and assigns.

Section 11. Definitions. All capitalized terms not otherwise defined herein are used herein with the respective definitions given them in the Existing Credit Agreement.

Section 12. Reaffirmation of Guaranty. The Parent hereby reaffirms its continuing obligations to the Administrative Agent and the Lenders under that certain Fourth Amended and Restated Guaranty dated as of January 18, 2024 (the "Guaranty") to which the Parent is a party, and agrees that the transactions contemplated by the Amendment shall not in any way affect the validity and enforceability of the Guaranty, or reduce, impair or discharge the obligations of the Parent thereunder.

[Signatures on Next Page]

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to Sixth Amended and Restated Credit Agreement to be executed as of the date first above written.

BORROWER:

REGENCY CENTERS, L.P.,  
a Delaware limited partnership

By: REGENCY CENTERS CORPORATION,  
a Florida corporation, its general partner

By: \_\_\_\_\_  
Name:  
Its:

PARENT:

REGENCY CENTERS CORPORATION,  
a Florida corporation

By: \_\_\_\_\_  
Name:  
Its:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Administrative Agent  
and as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

PNC BANK, NATIONAL ASSOCIATION, as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

U.S. BANK NATIONAL ASSOCIATION, as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

TRUIST BANK, as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

REGIONS BANK, as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

BANK OF AMERICA, N.A., as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

JPMORGAN CHASE BANK, N.A., as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

MIZUHO BANK, LTD., as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

TD BANK, NA, as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

BMO HARRIS BANK N.A., as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

BANK OF NEW YORK MELLON, as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

THE BANK OF NOVA SCOTIA, as a Lender

By:  
Name:  
Title:

[Signatures Continued on Next Page]

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**[Signature Page to Second Amendment to  
Sixth Amended and Restated Credit Agreement for Regency Centers, L.P.]**

ROYAL BANK OF CANADA, as a Lender

By:  
Name:  
Title:

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**Certification of Chief Executive Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)**  
**or 15d-14(a) under the Securities Exchange Act of 1934**

I, **Lisa Palmer**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of **Regency Centers Corporation** ("registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2025

*/s/ Lisa Palmer*

\_\_\_\_\_  
Lisa Palmer  
President and Chief Executive Officer

**Certification of Chief Financial Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)**  
**or 15d-14(a) under the Securities Exchange Act of 1934**

I, **Michael J. Mas**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of **Regency Centers Corporation** ("registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2025

/s/ Michael J. Mas

Michael J. Mas

Executive Vice President, Chief Financial Officer

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**Certification of Chief Executive Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)**  
**or 15d-14(a) under the Securities Exchange Act of 1934**

I, **Lisa Palmer**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of **Regency Centers, L.P.** ("registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2025

/s/ Lisa Palmer

Lisa Palmer  
President and Chief Executive Officer of Regency Centers Corporation,  
general partner of registrant

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**Certification of Chief Financial Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)**  
**or 15d-14(a) under the Securities Exchange Act of 1934**

I, **Michael J. Mas**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of **Regency Centers, L.P.** ("registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2025

/s/ Michael J. Mas

Michael J. Mas  
Executive Vice President, Chief Financial Officer of Regency Centers  
Corporation, general partner of registrant

**Written Statement of the Chief Executive Officer  
Pursuant to 18 U.S.C. §1350**

Solely for the purposes of complying with 18 U.S.C. §1350, I, the undersigned Chief Executive Officer of **Regency Centers Corporation**, hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of Regency Centers Corporation for the quarter ended June 30, 2025 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Regency Centers Corporation.

Date: August 4, 2025

*/s/ Lisa Palmer*

\_\_\_\_\_  
Lisa Palmer

President and Chief Executive Officer

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**Written Statement of the Chief Financial Officer  
Pursuant to 18 U.S.C. §1350**

Solely for the purposes of complying with 18 U.S.C. §1350, I, the undersigned Chief Financial Officer of **Regency Centers Corporation**, hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of Regency Centers Corporation for the quarter ended June 30, 2025 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Regency Centers Corporation.

Date: August 4, 2025

*/s/ Michael J. Mas*

\_\_\_\_\_  
Michael J. Mas

Executive Vice President, Chief Financial Officer

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**Written Statement of the Chief Executive Officer  
Pursuant to 18 U.S.C. §1350**

Solely for the purposes of complying with 18 U.S.C. §1350, I, the undersigned Chief Executive Officer of **Regency Centers, L.P.**, hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of Regency Centers, L.P. for the quarter ended June 30, 2025 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Regency Centers, L.P.

Date: August 4, 2025

*/s/ Lisa Palmer*

\_\_\_\_\_  
Lisa Palmer  
President and Chief Executive Officer of Regency Centers Corporation,  
general partner of registrant

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**Written Statement of the Chief Financial Officer  
Pursuant to 18 U.S.C. §1350**

Solely for the purposes of complying with 18 U.S.C. §1350, I, the undersigned Chief Financial Officer of **Regency Centers, L.P.**, hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of Regency Centers, L.P. for the quarter ended June 30, 2025 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Regency Centers, L.P.

Date: August 4, 2025

*/s/ Michael J. Mas*

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Michael J. Mas  
Executive Vice President, Chief Financial Officer of Regency Centers  
Corporation, general partner of registrant

**FEDERAL INCOME TAX CONSIDERATIONS**

The following is a general summary of certain material U.S. federal income tax considerations regarding our election to be taxed as a real estate investment trust (“REIT”) and the acquisition, ownership and disposition of our capital stock or the debt securities of Regency Centers, L.P. (the “Partnership”). This summary replaces and supersedes in all respects the information contained (1) under the heading “Certain Material Federal Income Tax Considerations” that is contained in the prospectus (the “Prospectus”) included as part of the registration statements on Form S-3 and S-3ASR of the Company and the Partnership under the Securities Act of 1933, as amended (Nos. 333-125858, 333-202971, 333-270763 and 333-270763-01), (2) in the third paragraph of Item 8.01 of the Company’s and Partnership’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 6, 2025 (the “January 2025 Current Report”), and (3) in Exhibit 99.1 to the January 2025 Current Report. For purposes of this discussion, references to “we,” “our” and “us” mean only Regency Centers Corporation and do not include any of its subsidiaries, except as otherwise indicated. This summary is for general information only and is not tax advice. The information in this summary is based on:

- the Internal Revenue Code of 1986, as amended (the “Code”);
- current, temporary and proposed Treasury regulations promulgated under the Code (the “Treasury Regulations”);
- the legislative history of the Code;
- administrative interpretations and practices of the Internal Revenue Service (the “IRS”); and
- court decisions;

in each case, as of the date of this Quarterly Report on Form 10-Q. In addition, the administrative interpretations and practices of the IRS include its practices and policies as expressed in private letter rulings that are not binding on the IRS except with respect to the particular taxpayers who requested and received those rulings. The sections of the Code and the corresponding Treasury Regulations that relate to qualification and taxation as a REIT are highly technical and complex. The following discussion sets forth certain material aspects of the sections of the Code that govern the U.S. federal income tax treatment of a REIT and its stockholders and the holders of the Partnership’s debt securities. This summary is qualified in its entirety by the applicable Code provisions, Treasury Regulations, and administrative and judicial interpretations thereof. Potential tax reforms may result in significant changes to the rules governing U.S. federal income taxation. New legislation, Treasury Regulations, administrative interpretations and practices and/or court decisions may significantly and adversely affect our 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 our capital stock or the Partnership’s debt securities, including those described in this discussion. Moreover, 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. Any such changes could apply retroactively to transactions preceding the date of the change. We have not requested, and do not plan to request, any rulings from the IRS that we qualify as a REIT, and the statements in the Prospectus and this Exhibit 99.1 to the Quarterly Report on Form 10-Q are not binding on the IRS or any court. Thus, we can provide no assurance that the tax considerations contained in this discussion will not be challenged by the IRS or will be sustained by a court if challenged by the IRS. This summary does not discuss any state, local or non-U.S. tax consequences, or any tax consequences arising under any U.S. federal tax laws other than U.S. federal income tax laws, associated with the purchase, ownership or disposition of our capital stock or the Partnership’s debt securities, or our election to be taxed as a REIT.

**You are urged to consult your tax advisors regarding the tax consequences to you of:**

- **the purchase, ownership and disposition of our capital stock, including the U.S. federal, state, local, non-U.S. and other tax consequences;**
- **our election to be taxed as a REIT for U.S. federal income tax purposes; and**
- **potential changes in applicable tax laws.**

**Taxation of Our Company**

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**General.** We have elected to be taxed as a REIT under Sections 856 through 860 of the Code commencing with our taxable year ended December 31, 1993. We believe that we have been organized and have operated in a manner that has allowed us to qualify for taxation as a REIT under the Code commencing with such taxable year, and we intend to continue to be organized and operate in this manner. However, qualification and taxation as a REIT depend upon our ability to meet the various qualification tests imposed under the Code, including through actual operating results, asset composition, distribution levels and diversity of stock ownership. Accordingly, no assurance can be given that we have been organized and have operated, or will continue to be organized and operate, in a manner so as to qualify or remain qualified as a REIT. See “—Failure to Qualify” for potential tax consequences if we fail to qualify as a REIT.

Latham & Watkins LLP has acted as our tax counsel in connection with the January 2025 Current Report and our election to be taxed as a REIT. Latham & Watkins LLP has rendered an opinion to us, as of January 6, 2025, to the effect that, commencing with our taxable year ended December 31, 2021, we have been organized and have operated in conformity with the requirements for qualification and taxation as a REIT under the Code, and our proposed method of operation will enable us to continue to meet the requirements for qualification and taxation as a REIT under the Code. It must be emphasized that this opinion was based on various assumptions and representations as to factual matters, including representations made by us in a factual certificate provided by one or more of our officers. In addition, this opinion was based upon our factual representations set forth in the Prospectus. Moreover, our qualification and taxation as a REIT depend upon our ability to meet the various qualification tests imposed under the Code, which are discussed below, including through actual operating results, asset composition, distribution levels and diversity of stock ownership, the results of which have not been and will not be reviewed by Latham & Watkins LLP. Accordingly, no assurance can be given that our actual results of operations for any particular taxable year have satisfied or will satisfy those requirements. Further, the anticipated U.S. federal income tax treatment described herein may be changed, perhaps retroactively, by legislative, administrative or judicial action at any time. Latham & Watkins LLP has no obligation to update its opinion subsequent to the date of such opinion.

Provided we qualify for taxation as a REIT, we generally will not be required to pay U.S. federal corporate income taxes on our REIT taxable income that is currently distributed to our stockholders. This treatment substantially eliminates the “double taxation” that ordinarily results from investment in a C corporation. A C corporation is a corporation that generally is required to pay tax at the corporate level. Double taxation means taxation once at the corporate level when income is earned and once again at the stockholder level when the income is distributed. We will, however, be required to pay U.S. federal income tax as follows:

- First, we will be required to pay regular U.S. federal corporate income tax on any undistributed REIT taxable income, including undistributed capital gain.
- Second, if we have (1) net income from the sale or other disposition of “foreclosure property” held primarily for sale to customers in the ordinary course of business or (2) other nonqualifying income from foreclosure property, we will be required to pay regular U.S. federal corporate income tax on this income. To the extent that income from foreclosure property is otherwise qualifying income for purposes of the 75% gross income test, this tax is not applicable. Subject to certain other requirements, foreclosure property generally is defined as property we acquired through foreclosure or after a default on a loan secured by the property or a lease of the property.
- Third, we will be required to pay a 100% tax on any net income from prohibited transactions. Prohibited transactions are, in general, sales or other taxable dispositions of property, other than foreclosure property, held as inventory or primarily for sale to customers in the ordinary course of business.
- Fourth, if we fail to satisfy the 75% gross income test or the 95% gross income test, each as described below, but have otherwise maintained our qualification as a REIT because certain other requirements are met, we will be required to pay a tax equal to (1) the greater of (A) the amount by which we fail to satisfy the 75% gross income test and (B) the amount by which we fail to satisfy the 95% gross income test, multiplied by (2) a fraction intended to reflect our profitability.
- Fifth, if we fail to satisfy any of the asset tests (other than a *de minimis* failure of the 5% or 10% asset test), as described below, due to reasonable cause and not due to willful neglect, and we nonetheless maintain our REIT qualification because of specified cure provisions, we will be required to pay a tax equal to the greater of \$50,000 or the U.S. federal corporate income tax rate multiplied by the net income generated by the nonqualifying assets that caused us to fail such test.

- Sixth, if we fail to satisfy any provision of the Code that would result in our failure to qualify as a REIT (other than a violation of the gross income tests or certain violations of the asset tests, as described below) and the violation is due to reasonable cause and not due to willful neglect, we may retain our REIT qualification but we will be required to pay a penalty of \$50,000 for each such failure.
- Seventh, we will be required to pay a 4% excise tax to the extent we fail to distribute during each calendar year at least the sum of (1) 85% of our ordinary income for the year, (2) 95% of our capital gain net income for the year, and (3) any undistributed taxable income from prior periods.
- Eighth, if we acquire any asset from a corporation that is or has been a C corporation in a transaction in which our tax basis in the asset is less than the fair market value of the asset, in each case determined as of the date on which we acquired the asset, and we subsequently recognize gain on the disposition of the asset during the five-year period beginning on the date on which we acquired the asset, then we generally will be required to pay regular U.S. federal corporate income tax on this gain to the extent of the excess of (1) the fair market value of the asset over (2) our adjusted tax basis in the asset, in each case determined as of the date on which we acquired the asset. The results described in this paragraph with respect to the recognition of gain assume that the C corporation will refrain from making an election to receive different treatment under applicable Treasury Regulations on its tax return for the year in which we acquire the asset from the C corporation. Under applicable Treasury Regulations, any gain from the sale of property we acquired in an exchange under Section 1031 (a like-kind exchange) or Section 1033 (an involuntary conversion) of the Code generally is excluded from the application of this built-in gains tax.
- Ninth, our subsidiaries that are C corporations and are not qualified REIT subsidiaries, including our “taxable REIT subsidiaries” described below, generally will be required to pay regular U.S. federal corporate income tax on their earnings.
- Tenth, we will be required to pay a 100% tax on any “redetermined rents,” “redetermined deductions,” “excess interest” or “redetermined TRS service income,” as described below under “—Penalty Tax.” In general, redetermined rents are rents from real property that are overstated as a result of services furnished to any of our tenants by a taxable REIT subsidiary of ours. Redetermined deductions and excess interest generally represent amounts that are deducted by a taxable REIT subsidiary of ours for amounts paid to us that are in excess of the amounts that would have been deducted based on arm’s length negotiations. Redetermined TRS service income generally represents income of a taxable REIT subsidiary that is understated as a result of services provided to us or on our behalf.
- Eleventh, we may elect to retain and pay income tax on our net capital gain. In that case, a stockholder would include its proportionate share of our undistributed capital gain (to the extent we make a timely designation of such gain to the stockholder) in its income, would be deemed to have paid the tax that we paid on such gain, and would be allowed a credit for its proportionate share of the tax deemed to have been paid, and an adjustment would be made to increase the tax basis of the stockholder in our capital stock.
- Twelfth, if we fail to comply with the requirement to send annual letters to our stockholders holding at least a certain percentage of our stock, as determined under applicable Treasury Regulations, requesting information regarding the actual ownership of our stock, and the failure is not due to reasonable cause or is due to willful neglect, we will be subject to a \$25,000 penalty, or if the failure is intentional, a \$50,000 penalty.

We and our subsidiaries may be subject to a variety of taxes other than U.S. federal income tax, including payroll taxes and state and local income, property and other taxes on our assets and operations.

From time to time, we may own properties in other countries, which may impose taxes on our operations within their jurisdictions. To the extent possible, we will structure our activities to minimize our non-U.S. tax liability. However, there can be no assurance that we will be able to eliminate our non-U.S. tax liability or reduce it to a specified level. Furthermore, as a REIT, both we and our stockholders will derive little or no benefit from foreign tax credits arising from those non-U.S. taxes.

**Requirements for Qualification as a REIT.** The Code defines a REIT as a corporation, trust or association:

- (1) that is managed by one or more trustees or directors;
- (2) that issues transferable shares or transferable certificates to evidence its beneficial ownership;
- (3) that would be taxable as a domestic corporation, but for Sections 856 through 860 of the Code;
- (4) that is not a financial institution or an insurance company within the meaning of certain provisions of the Code;
- (5) that is beneficially owned by 100 or more persons;
- (6) not more than 50% in value of the outstanding stock of which is owned, actually or constructively, by five or fewer individuals, including certain specified entities, during the last half of each taxable year; and
- (7) that meets other tests, described below, regarding the nature of its income and assets and the amount of its distributions.

The Code provides that conditions (1) to (4), inclusive, must be met during the entire taxable year and that condition (5) must be met during at least 335 days of a taxable year of 12 months, or during a proportionate part of a taxable year of less than 12 months. Conditions (5) and (6) do not apply until after the first taxable year for which an election is made to be taxed as a REIT. For purposes of condition (6), the term “individual” includes a supplemental unemployment compensation benefit plan, a private foundation or a portion of a trust permanently set aside or used exclusively for charitable purposes, but generally does not include a qualified pension plan or profit sharing trust.

We believe that we have been organized and have operated in a manner that has allowed us, and will continue to allow us, to satisfy conditions (1) through (7), inclusive, during the relevant time periods. In addition, our charter provides for restrictions regarding ownership and transfer of our shares that are intended to assist us in continuing to satisfy the share ownership requirements described in conditions (5) and (6) above. A description of the share ownership and transfer restrictions relating to our capital stock is contained in the discussion in the Prospectus under the heading “Description of the Securities That May Be Offered by Regency Centers Corporation—Capital Stock of Regency Centers Corporation—Restrictions on Ownership of Capital Stock.” These restrictions, however, do not ensure that we have previously satisfied, and may not ensure that we will, in all cases, be able to continue to satisfy, the share ownership requirements described in conditions (5) and (6) above. If we fail to satisfy these share ownership requirements, then except as provided in the next sentence, our status as a REIT will terminate. If, however, we comply with the rules contained in applicable Treasury Regulations that require us to ascertain the actual ownership of our shares and we do not know, or would not have known through the exercise of reasonable diligence, that we failed to meet the requirement described in condition (6) above, we will be treated as having met this requirement. See “—Failure to Qualify.”

In addition, we may not maintain our status as a REIT unless our taxable year is the calendar year. We have and will continue to have a calendar taxable year.

**Ownership of Interests in Partnerships, Limited Liability Companies and Qualified REIT Subsidiaries.** In the case of a REIT that is a partner in a partnership (for purposes of this discussion, references to “partnership” include a limited liability company treated as a partnership for U.S. federal income tax purposes, and references to “partner” include a member in such a limited liability company), Treasury Regulations provide that the REIT will be deemed to own its proportionate share of the assets of the partnership based on its interest in partnership capital, subject to special rules relating to the 10% asset test described below. Also, the REIT will be deemed to be entitled to its proportionate share of the income of that entity. The assets and gross income of the partnership retain the same character in the hands of the REIT for purposes of Section 856 of the Code, including satisfying the gross income tests and the asset tests. Thus, our pro rata share of the assets and items of income of the Partnership, including the Partnership’s share of these items of any partnership or disregarded entity for U.S. federal income tax purposes in which it owns an interest, is treated as our assets and items of income for purposes of applying the requirements described in this discussion, including the gross income and asset tests described below. A brief summary of the rules governing the U.S. federal income taxation of partnerships is set forth below in “—Tax Aspects of the Partnership and the Subsidiary Partnerships and Limited Liability Companies.”

We have control of the Partnership and the subsidiary partnerships and intend to operate them in a manner consistent with the requirements for our qualification as a REIT. If we become a limited partner or non-managing member in any partnership and such entity takes or expects to take actions that could jeopardize our status as a REIT or require us to pay tax, we may be forced to dispose of our interest in such entity. In addition, it is possible that a partnership could take an action which could cause us to fail a gross income or asset test, and that we would not become aware of such action in time to dispose of our interest in the partnership or take other corrective action on a timely basis. In such a case, we could fail to qualify as a REIT unless we were entitled to relief, as described below.

We may from time to time own and operate certain properties through wholly-owned subsidiaries that we intend to be treated as “qualified REIT subsidiaries” under the Code. A corporation (or other entity treated as a corporation for U.S. federal income tax purposes) will qualify as our qualified REIT subsidiary if we own 100% of the corporation’s outstanding stock and do not elect with the subsidiary to treat it as a “taxable REIT subsidiary,” as described below. A qualified REIT subsidiary is not treated as a separate corporation, and all assets, liabilities and items of income, gain, loss, deduction and credit of a qualified REIT subsidiary are treated as assets, liabilities and items of income, gain, loss, deduction and credit of the parent REIT for all purposes under the Code, including all REIT qualification tests. Thus, in applying the U.S. federal income tax requirements described in this discussion, any qualified REIT subsidiaries we own are ignored, and all assets, liabilities and items of income, gain, loss, deduction and credit of such corporations are treated as our assets, liabilities and items of income, gain, loss, deduction and credit. A qualified REIT subsidiary is not subject to U.S. federal income tax, and our ownership of the stock of a qualified REIT subsidiary will not violate the restrictions on ownership of securities, as described below under “—Asset Tests.”

***Ownership of Interests in Taxable REIT Subsidiaries.*** We and the Partnership own interests in companies that have elected, together with us, to be treated as our taxable REIT subsidiaries, and we may acquire securities in additional taxable REIT subsidiaries in the future. A taxable REIT subsidiary is a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) other than a REIT in which a REIT directly or indirectly holds stock, and that has made a joint election with such REIT to be treated as a taxable REIT subsidiary. If a taxable REIT subsidiary owns more than 35% of the total voting power or value of the outstanding securities of another corporation, such other corporation will also be treated as a taxable REIT subsidiary. Other than some activities relating to lodging and health care facilities, a taxable REIT subsidiary may generally engage in any business, including the provision of customary or non-customary services to tenants of its parent REIT. A taxable REIT subsidiary is subject to U.S. federal income tax as a regular C corporation. A REIT is not treated as holding the assets of a taxable REIT subsidiary or as receiving any income that the taxable REIT subsidiary earns. Rather, the stock issued by the taxable REIT subsidiary is an asset in the hands of the REIT, and the REIT generally recognizes as income the dividends, if any, that it receives from the taxable REIT subsidiary. A REIT’s ownership of securities of a taxable REIT subsidiary is not subject to the 5% or 10% asset test described below. See “—Asset Tests.” Taxpayers are subject to a limitation on their ability to deduct net business interest generally equal to 30% of adjusted taxable income, subject to certain exceptions. See “—Annual Distribution Requirements.” While not certain, this provision may limit the ability of our taxable REIT subsidiaries to deduct interest, which could increase their taxable income.

***Ownership of Interests in Subsidiary REITs.*** We own and may acquire direct or indirect interests in one or more entities that have elected or will elect to be taxed as REITs under the Code (each, a “Subsidiary REIT”). A Subsidiary REIT is subject to the various REIT qualification requirements and other limitations described herein that are applicable to us. If a Subsidiary REIT were to fail to qualify as a REIT, then (i) that Subsidiary REIT would become subject to U.S. federal income tax and (ii) the Subsidiary REIT’s failure to qualify could have an adverse effect on our ability to comply with the REIT income and asset tests, and thus could impair our ability to qualify as a REIT unless we could avail ourselves of certain relief provisions.

***Income Tests.*** We must satisfy two gross income requirements annually to maintain our qualification as a REIT. First, in each taxable year we must derive directly or indirectly at least 75% of our gross income (excluding gross income from prohibited transactions, certain hedging transactions and certain foreign currency gains) from investments relating to real property or mortgages on real property, including “rents from real property,” dividends from other REITs and, in certain circumstances, interest, or certain types of temporary investments. Second, in each taxable year we must derive at least 95% of our gross income (excluding gross income from prohibited transactions, certain hedging transactions and certain foreign currency gains) from the real property investments described above or dividends, interest and gain from the sale or disposition of stock or securities, or from any combination of the foregoing. For these purposes, the term “interest” generally does not include any amount received or accrued, directly or indirectly, if the determination of all or some of the amount

depends in any way on the income or profits of any person. However, an amount received or accrued generally will not be excluded from the term “interest” solely by reason of being based on a fixed percentage or percentages of receipts or sales.

Rents we receive from a tenant will qualify as “rents from real property” for the purpose of satisfying the gross income requirements for a REIT described above only if all of the following conditions are met:

- The amount of rent is not based in whole or in part on the income or profits of any person. However, an amount we receive or accrue generally will not be excluded from the term “rents from real property” solely because it is based on a fixed percentage or percentages of receipts or sales or if it is based on the net income of a tenant which derives substantially all of its income with respect to such property from subleasing of substantially all of such property, to the extent that the rents paid by the subtenants would qualify as rents from real property if we earned such amounts directly;
- Neither we nor an actual or constructive owner of 10% or more of our capital stock actually or constructively owns 10% or more of the interests in the assets or net profits of a non-corporate tenant, or, if the tenant is a corporation, 10% or more of the total combined voting power of all classes of stock entitled to vote or 10% or more of the total value of all classes of stock of the tenant. Rents we receive from such a tenant that is a taxable REIT subsidiary of ours, however, will not be excluded from the definition of “rents from real property” as a result of this condition if at least 90% of the space at the property to which the rents relate is leased to third parties, and the rents paid by the taxable REIT subsidiary are substantially comparable to rents paid by our other tenants for comparable space. Whether rents paid by a taxable REIT subsidiary are substantially comparable to rents paid by other tenants is determined at the time the lease with the taxable REIT subsidiary is entered into, extended, and modified, if such modification increases the rents due under such lease. Notwithstanding the foregoing, however, if a lease with a “controlled taxable REIT subsidiary” is modified and such modification results in an increase in the rents payable by such taxable REIT subsidiary, any such increase will not qualify as “rents from real property.” For purposes of this rule, a “controlled taxable REIT subsidiary” is a taxable REIT subsidiary in which the parent REIT owns stock possessing more than 50% of the voting power or more than 50% of the total value of the outstanding stock of such taxable REIT subsidiary;
- Rent attributable to personal property, leased in connection with a lease of real property, is not greater than 15% of the total rent received under the lease. If this condition is not met, then the portion of the rent attributable to personal property will not qualify as “rents from real property.” To the extent that rent attributable to personal property, leased in connection with a lease of real property, exceeds 15% of the total rent received under the lease, we may transfer a portion of such personal property to a taxable REIT subsidiary; and
- We generally may not operate or manage the property or furnish or render services to our tenants, subject to a 1% *de minimis* exception and except as provided below. We may, however, perform services that are “usually or customarily rendered” in connection with the rental of space for occupancy only and are not otherwise considered “rendered to the occupant” of the property. Examples of these services include the provision of light, heat, or other utilities, trash removal and general maintenance of common areas. In addition, we may employ an independent contractor from whom we derive no revenue to provide customary services to our tenants, or a taxable REIT subsidiary (which may be wholly or partially owned by us) to provide both customary and non-customary services to our tenants, without causing the rent we receive from those tenants to fail to qualify as “rents from real property.”

We generally do not intend, and, as the general partner of the Partnership, we do not intend to permit the Partnership, to take actions we believe will cause us to fail to satisfy the rental conditions described above. However, we may intentionally fail to satisfy some of these conditions to the extent we determine, based on the advice of our tax counsel, that the failure will not jeopardize our tax status as a REIT. In addition, with respect to the limitation on the rental of personal property, we generally have not obtained appraisals of the real property and personal property leased to tenants. Accordingly, there can be no assurance that the IRS will not disagree with our determinations of value.

Income we receive that is attributable to the rental of parking spaces at the properties generally will constitute rents from real property for purposes of the gross income tests if certain services provided with respect to the parking spaces are performed by independent contractors from whom we derive no revenue, either directly or indirectly, or by a taxable REIT

subsidiary, and certain other conditions are met. We believe that the income we receive that is attributable to parking spaces will meet these tests and, accordingly, will constitute rents from real property for purposes of the gross income tests.

From time to time, we may enter into hedging transactions with respect to one or more of our assets or liabilities. Our hedging activities may include entering into interest rate swaps, caps, and floors, options to purchase these items, and futures and forward contracts. Income from a hedging transaction, including gain from the sale or disposition of such a transaction, that is clearly identified as a hedging transaction as specified in the Code will not constitute gross income under, and thus will be excluded from, the 75% and 95% gross income tests. The term “hedging transaction,” as used above, generally means (A) any transaction we enter into in the normal course of our business primarily to manage risk of (1) interest rate changes or fluctuations with respect to borrowings made or to be made by us to acquire or carry real estate assets, or (2) currency fluctuations with respect to an item of qualifying income under the 75% or 95% gross income test or any property which generates such income and (B) new transactions entered into to hedge the income or loss from prior hedging transactions, where the property or indebtedness which was the subject of the prior hedging transaction was extinguished or disposed of. To the extent that we do not properly identify such transactions as hedges or we hedge with other types of financial instruments, the income from those transactions is not likely to be treated as qualifying income for purposes of the gross income tests. We intend to structure any hedging transactions in a manner that does not jeopardize our status as a REIT.

From time to time, we may invest in one or more entities located outside the United States, through a taxable REIT subsidiary or otherwise. These acquisitions could cause us to incur foreign currency gains or losses. Any foreign currency gains, to the extent attributable to specified items of qualifying income or gain, or specified qualifying assets, however, generally will not constitute gross income for purposes of the 75% and 95% gross income tests, and therefore will be excluded from these tests.

To the extent our taxable REIT subsidiaries pay dividends or interest, our allocable share of such dividend or interest income will qualify under the 95%, but (subject to certain exceptions) not the 75%, gross income test. Notwithstanding the foregoing, our allocable share of such interest would also qualify under the 75% gross income test to the extent the interest is paid on a loan that is adequately secured by real property.

We will monitor the amount of the dividend and other income from our taxable REIT subsidiaries and will take actions intended to keep this income, and any other nonqualifying income, within the limitations of the gross income tests. Although we expect these actions will be sufficient to prevent a violation of the gross income tests, we cannot guarantee that such actions will in all cases prevent such a violation.

If we fail to satisfy one or both of the 75% or 95% gross income tests for any taxable year, we may nevertheless qualify as a REIT for the year if we are entitled to relief under certain provisions of the Code. We generally may make use of the relief provisions if:

- following our identification of the failure to meet the 75% or 95% gross income tests for any taxable year, we file a schedule with the IRS setting forth each item of our gross income for purposes of the 75% or 95% gross income tests for such taxable year in accordance with Treasury Regulations to be issued; and
- our failure to meet these tests was due to reasonable cause and not due to willful neglect.

It is not possible, however, to state whether in all circumstances we would be entitled to the benefit of these relief provisions. For example, if we fail to satisfy the gross income tests because nonqualifying income that we intentionally accrue or receive exceeds the limits on nonqualifying income, the IRS could conclude that our failure to satisfy the tests was not due to reasonable cause. If these relief provisions do not apply to a particular set of circumstances, we will not qualify as a REIT. See “—Failure to Qualify” below. As discussed above in “—General,” even if these relief provisions apply, and we retain our status as a REIT, a tax would be imposed with respect to our nonqualifying income. We may not always be able to comply with the gross income tests for REIT qualification despite periodic monitoring of our income.

***Prohibited Transaction Income.*** Any gain that we realize on the sale of property (other than any foreclosure property) held as inventory or otherwise held primarily for sale to customers in the ordinary course of business, including our share of any such gain realized by the Partnership, either directly or through its subsidiary partnerships, will be treated as income from a prohibited transaction that is subject to a 100% penalty tax, unless certain safe harbor exceptions apply. This prohibited transaction income may also adversely affect our ability to satisfy the gross income tests for qualification as a

REIT. Under existing law, whether property is held as inventory or primarily for sale to customers in the ordinary course of a trade or business is a question of fact that depends on all the facts and circumstances surrounding the particular transaction. As the general partner of the Partnership, we intend to cause the Partnership to hold its properties for investment with a view to long-term appreciation, to engage in the business of acquiring, developing and owning its properties and to make occasional sales of the properties as are consistent with our investment objectives. We do not intend, and do not intend to permit the Partnership or its subsidiary partnerships, to enter into any sales that are prohibited transactions. However, the IRS may successfully contend that some or all of the sales made by the Partnership or its subsidiary partnerships are prohibited transactions. We would be required to pay the 100% penalty tax on our allocable share of the gains resulting from any such sales. The 100% penalty tax will not apply to gains from the sale of assets that are held through a taxable REIT subsidiary, but such income will be subject to regular U.S. federal corporate income tax.

**Penalty Tax.** Any redetermined rents, redetermined deductions, excess interest or redetermined TRS service income we generate will be subject to a 100% penalty tax. In general, redetermined rents are rents from real property that are overstated as a result of any services furnished to any of our tenants by a taxable REIT subsidiary of ours, redetermined deductions and excess interest represent any amounts that are deducted by a taxable REIT subsidiary of ours for amounts paid to us that are in excess of the amounts that would have been deducted based on arm's length negotiations, and redetermined TRS service income is income of a taxable REIT subsidiary that is understated as a result of services provided to us or on our behalf. Rents we receive will not constitute redetermined rents if they qualify for certain safe harbor provisions contained in the Code.

We do not believe we have been, and do not expect to be, subject to this penalty tax, although any rental or service arrangements we enter into from time to time may not satisfy the safe-harbor provisions referenced above. We intend to set any fees paid to our taxable REIT subsidiaries for services, and any rent payable to us by our taxable REIT subsidiaries, at arm's length rates, although the amounts paid may not satisfy the safe-harbor provisions referenced above. These determinations are inherently factual, and the IRS has broad discretion to assert that amounts paid between related parties should be reallocated to clearly reflect their respective incomes. If the IRS successfully made such an assertion, we would be required to pay a 100% penalty tax on any overstated rents paid to us, or any excess deductions or understated income of our taxable REIT subsidiaries.

**Asset Tests.** At the close of each calendar quarter of our taxable year, we must also satisfy certain tests relating to the nature and diversification of our assets. First, at least 75% of the value of our total assets must be represented by real estate assets, cash, cash items and U.S. government securities. For purposes of this test, the term "real estate assets" generally means real property (including interests in real property and interests in mortgages on real property or on both real property and, to a limited extent, personal property), shares (or transferable certificates of beneficial interest) in other REITs, any stock or debt instrument attributable to the investment of the proceeds of a stock offering or a public offering of debt with a term of at least five years (but only for the one-year period beginning on the date the REIT receives such proceeds), debt instruments of publicly offered REITs, and personal property leased in connection with a lease of real property for which the rent attributable to personal property is not greater than 15% of the total rent received under the lease.

Second, not more than 25% of the value of our total assets may be represented by securities (including securities of taxable REIT subsidiaries), other than those securities includable in the 75% asset test.

Third, of the investments included in the 25% asset class, and except for certain investments in other REITs, our qualified REIT subsidiaries and taxable REIT subsidiaries, the value of any one issuer's securities may not exceed 5% of the value of our total assets, and we may not own more than 10% of the total vote or value of the outstanding securities of any one issuer. Certain types of securities we may own are disregarded as securities solely for purposes of the 10% value test, including, but not limited to, securities satisfying the "straight debt" safe harbor, securities issued by a partnership that itself would satisfy the 75% income test if it were a REIT, any loan to an individual or an estate, any obligation to pay rents from real property and any security issued by a REIT. In addition, solely for purposes of the 10% value test, the determination of our interest in the assets of a partnership in which we own an interest will be based on our proportionate interest in any securities issued by the partnership, excluding for this purpose certain securities described in the Code. From time to time we may own securities (including debt securities) of issuers that do not qualify as a REIT, a qualified REIT subsidiary or a taxable REIT subsidiary. We intend that our ownership of any such securities will be structured in a manner that allows us to comply with the asset tests described above.

Fourth, not more than 20% (25% for taxable years beginning after July 30, 2008 and before January 1, 2018 and taxable years beginning after December 31, 2025) of the value of our total assets may be represented by the securities of one or more taxable REIT subsidiaries. We and the Partnership own interests in companies that have elected, together with us, to be treated as our taxable REIT subsidiaries, and we may acquire securities in additional taxable REIT subsidiaries in the future. So long as each of these companies qualifies as a taxable REIT subsidiary of ours, we will not be subject to the 5% asset test, the 10% voting power limitation or the 10% value limitation with respect to our ownership of the securities of such companies. We believe that the aggregate value of our taxable REIT subsidiaries has not exceeded, and in the future will not exceed, 20% (25% for taxable years beginning after July 30, 2008 and before January 1, 2018 and taxable years beginning after December 31, 2025) of the aggregate value of our gross assets. We generally do not obtain independent appraisals to support these conclusions. In addition, there can be no assurance that the IRS will not disagree with our determinations of value.

Fifth, not more than 25% of the value of our total assets may be represented by debt instruments of publicly offered REITs to the extent those debt instruments would not be real estate assets but for the inclusion of debt instruments of publicly offered REITs in the meaning of real estate assets, as described above (e.g., a debt instrument issued by a publicly offered REIT that is not secured by a mortgage on real property).

In addition, we may acquire certain mezzanine loans secured by equity interests in pass-through entities that directly or indirectly own real property. Revenue Procedure 2003-65 (the "Revenue Procedure") provides a safe harbor pursuant to which mezzanine loans meeting the requirements of the safe harbor will be treated by the IRS as real estate assets for purposes of the REIT asset tests. In addition, any interest derived from such mezzanine loans will be treated as qualifying mortgage interest for purposes of the 75% gross income test (described above). Although the Revenue Procedure provides a safe harbor on which taxpayers may rely, it does not prescribe rules of substantive tax law. The mezzanine loans that we acquire may not meet all of the requirements of the safe harbor. Accordingly, there can be no assurance that the IRS will not challenge the qualification of such assets as real estate assets or the interest generated by these loans as qualifying income under the 75% gross income test (described above). The asset tests must be satisfied at the close of each calendar quarter of our taxable year in which we (directly or through any partnership or qualified REIT subsidiary) acquire securities in the applicable issuer, and also at the close of each calendar quarter in which we increase our ownership of securities of such issuer (including as a result of an increase in our interest in any partnership that owns such securities). For example, our indirect ownership of securities of each issuer will increase as a result of our capital contributions to the Partnership or as limited partners exercise any redemption/exchange rights. Also, after initially meeting the asset tests at the close of any quarter, we will not lose our status as a REIT for failure to satisfy the asset tests at the end of a later quarter solely by reason of changes in asset values. If we fail to satisfy an asset test because we acquire securities or other property during a quarter (including as a result of an increase in our interest in any partnership), we may cure this failure by disposing of sufficient nonqualifying assets within 30 days after the close of that quarter. We believe that we have maintained, and we intend to maintain, adequate records of the value of our assets to ensure compliance with the asset tests. If we fail to cure any noncompliance with the asset tests within the 30-day cure period, we would cease to qualify as a REIT unless we are eligible for certain relief provisions discussed below.

Certain relief provisions may be available to us if we discover a failure to satisfy the asset tests described above after the 30-day cure period. Under these provisions, we will be deemed to have met the 5% and 10% asset tests if the value of our nonqualifying assets (i) does not exceed the lesser of (a) 1% of the total value of our assets at the end of the applicable quarter or (b) \$10,000,000, and (ii) we dispose of the nonqualifying assets or otherwise satisfy such tests within (a) six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered or (b) the period of time prescribed by Treasury Regulations to be issued. For violations of any of the asset tests due to reasonable cause and not due to willful neglect and that are, in the case of the 5% and 10% asset tests, in excess of the *de minimis* exception described above, we may avoid disqualification as a REIT after the 30-day cure period by taking steps including (i) the disposition of sufficient nonqualifying assets, or the taking of other actions, which allow us to meet the asset tests within (a) six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered or (b) the period of time prescribed by Treasury Regulations to be issued, (ii) paying a tax equal to the greater of (a) \$50,000 or (b) the U.S. federal corporate income tax rate multiplied by the net income generated by the nonqualifying assets, and (iii) disclosing certain information to the IRS.

Although we believe we have satisfied the asset tests described above and plan to take steps to ensure that we satisfy such tests for any quarter with respect to which retesting is to occur, there can be no assurance that we will always be

successful, or will not require a reduction in the Partnership's overall interest in an issuer (including in a taxable REIT subsidiary). If we fail to cure any noncompliance with the asset tests in a timely manner, and the relief provisions described above are not available, we would cease to qualify as a REIT.

**Annual Distribution Requirements.** To maintain our qualification as a REIT, we are required to distribute dividends, other than capital gain dividends, to our stockholders each year in an amount at least equal to the sum of:

- 90% of our REIT taxable income; and
- 90% of our after-tax net income, if any, from foreclosure property; minus
- the excess of the sum of certain items of non-cash income over 5% of our REIT taxable income.

For these purposes, our REIT taxable income is computed without regard to the dividends paid deduction and our net capital gain. In addition, for purposes of this test, non-cash income generally means income attributable to leveled stepped rents, original issue discount, cancellation of indebtedness, or a like-kind exchange that is later determined to be taxable.

In addition, our REIT taxable income will be reduced by any taxes we are required to pay on any gain we recognize from the disposition of any asset we acquired from a corporation that is or has been a C corporation in a transaction in which our tax basis in the asset is less than the fair market value of the asset, in each case determined as of the date on which we acquired the asset, within the five-year period following our acquisition of such asset, as described above under "—General."

Except as provided below, a taxpayer's deduction for net business interest expense will generally be limited to 30% of its taxable income, as adjusted for certain items of income, gain, deduction or loss. Any business interest deduction that is disallowed due to this limitation may be carried forward to future taxable years, subject to special rules applicable to partnerships. If we or any of our subsidiary partnerships (including the Partnership) are subject to this interest expense limitation, our REIT taxable income for a taxable year may be increased. Taxpayers that conduct certain real estate businesses may elect not to have this interest expense limitation apply to them, provided that they use an alternative depreciation system to depreciate certain property. We believe that we or any of our subsidiary partnerships that are subject to this interest expense limitation will be eligible to make this election. If such election is made, although we or such subsidiary partnership, as applicable, would not be subject to the interest expense limitation described above, depreciation deductions may be reduced and, as a result, our REIT taxable income for a taxable year may be increased.

We generally must pay, or be treated as paying, the distributions described above in the taxable year to which they relate. At our election, a distribution will be treated as paid in a taxable year if it is declared before we timely file our tax return for such year and paid on or before the first regular dividend payment after such declaration, provided such payment is made during the 12-month period following the close of such year. These distributions are treated as received by our stockholders in the year in which they are paid. This is so even though these distributions relate to the prior year for purposes of the 90% distribution requirement. In order to be taken into account for purposes of our distribution requirement, except as provided below, the amount distributed must not be preferential—*i.e.*, every stockholder of the class of stock to which a distribution is made must be treated the same as every other stockholder of that class, and no class of stock may be treated other than according to its dividend rights as a class. This preferential dividend limitation will not apply to distributions made by us, provided we qualify as a "publicly offered REIT." We believe that we are, and expect we will continue to be, a publicly offered REIT. However, Subsidiary REITs we may own from time to time may not be publicly offered REITs. To the extent that we do not distribute all of our net capital gain, or distribute at least 90%, but less than 100%, of our REIT taxable income, as adjusted, we will be required to pay regular U.S. federal corporate income tax on the undistributed amount. We believe that we have made, and we intend to continue to make, timely distributions sufficient to satisfy these annual distribution requirements and to minimize our corporate tax obligations. In this regard, the partnership agreement of the Partnership authorizes us, as the general partner of the Partnership, to take such steps as may be necessary to cause the Partnership to distribute to its partners an amount sufficient to permit us to meet these distribution requirements and to minimize our corporate tax obligation.

We expect that our REIT taxable income will be less than our cash flow because of depreciation and other non-cash charges included in computing REIT taxable income. Accordingly, we anticipate that we generally will have sufficient cash or liquid assets to enable us to satisfy the distribution requirements described above. However, from time to time, we may not

have sufficient cash or other liquid assets to meet these distribution requirements due to timing differences between the actual receipt of income and actual payment of deductible expenses, and the inclusion of income and deduction of expenses in determining our taxable income. In addition, we may decide to retain our cash, rather than distribute it, in order to repay debt or for other reasons. If these timing differences occur, we may borrow funds to pay dividends or pay dividends in the form of taxable stock distributions in order to meet the distribution requirements, while preserving our cash.

Under some circumstances, we may be able to rectify an inadvertent failure to meet the 90% distribution requirement for a year by paying “deficiency dividends” to our stockholders in a later year, which may be included in our deduction for dividends paid for the earlier year. In that case, we may be able to avoid being taxed on amounts distributed as deficiency dividends, subject to the 4% excise tax described below. However, we will be required to pay interest to the IRS based upon the amount of any deduction claimed for deficiency dividends. While the payment of a deficiency dividend will apply to a prior year for purposes of our REIT distribution requirements, it will be treated as an additional distribution to our stockholders in the year such dividend is paid. In addition, if a dividend paid by a REIT (including one of our Subsidiary REITs) is treated as a preferential dividend, in lieu of treating the dividend as not counting toward satisfying the 90% distribution requirement, the IRS may provide a remedy to cure such failure if the IRS determines that such failure is (or is of a type that is) inadvertent or due to reasonable cause and not due to willful neglect.

Furthermore, we will be required to pay a 4% excise tax to the extent we fail to distribute during each calendar year at least the sum of 85% of our ordinary income for such year, 95% of our capital gain net income for the year and any undistributed taxable income from prior periods. Any ordinary income and net capital gain on which U.S. federal corporate income tax is imposed for any year is treated as an amount distributed during that year for purposes of calculating this excise tax.

For purposes of the 90% distribution requirement and excise tax described above, dividends declared during the last three months of the taxable year, payable to stockholders of record on a specified date during such period and paid during January of the following year, will be treated as paid by us and received by our stockholders on December 31 of the year in which they are declared.

**Like-Kind Exchanges.** We may dispose of real property that is not held primarily for sale in transactions intended to qualify as like-kind exchanges under the Code. Such like-kind exchanges are intended to result in the deferral of gain for U.S. federal income tax purposes. The failure of any such transaction to qualify as a like-kind exchange could require us to pay U.S. federal income tax, possibly including the 100% prohibited transaction tax, or deficiency dividends, depending on the facts and circumstances surrounding the particular transaction.

**Tax Liabilities and Attributes Inherited in Connection with Acquisitions.** From time to time, we or the Partnership may acquire other corporations or entities and, in connection with such acquisitions, we may succeed to the historical tax attributes and liabilities of such entities. For example, if we acquire a C corporation and subsequently dispose of its assets within five years of the acquisition, we could be required to pay the built-in gain tax described above under “—General.” In addition, in order to qualify as a REIT, at the end of any taxable year, we must not have any earnings and profits accumulated in a non-REIT year. As a result, if we acquire a C corporation, we must distribute the corporation’s earnings and profits accumulated prior to the acquisition before the end of the taxable year in which we acquire the corporation. We also could be required to pay the acquired entity’s unpaid taxes even though such liabilities arose prior to the time we acquired the entity.

Moreover, we or one of our subsidiaries may from time to time acquire other REITs through a merger or acquisition. If any such REIT failed to qualify as a REIT for any of its taxable years, such REIT would be liable for (and we or our subsidiary, as applicable, as the surviving corporation in the merger or acquisition, would be obligated to pay) regular U.S. federal corporate income tax on its taxable income for such taxable years. In addition, if such REIT was a C corporation at the time of the merger or acquisition, the tax consequences described in the preceding paragraph generally would apply. If such REIT failed to qualify as a REIT for any of its taxable years, but qualified as a REIT at the time of such merger or acquisition, and we acquired such REIT’s assets in a transaction in which our tax basis in the assets of such REIT is determined, in whole or in part, by reference to such REIT’s tax basis in such assets, we generally would be subject to tax on the built-in gain on each asset of such REIT as described above if we were to dispose of the asset in a taxable transaction during the five-year period following such REIT’s requalification as a REIT, subject to certain exceptions. Moreover, even if such REIT qualified as a REIT at all relevant times, we would similarly be liable for other unpaid taxes (if any) of such REIT

(such as the 100% tax on gains from any sales treated as “prohibited transactions” as described above under “—Prohibited Transaction Income”).

Furthermore, after our acquisition of another corporation or entity, the asset and income tests will apply to all of our assets, including the assets we acquire from such corporation or entity, and to all of our income, including the income derived from the assets we acquire from such corporation or entity. As a result, the nature of the assets that we acquire from such corporation or entity and the income we derive from those assets may have an effect on our tax status as a REIT.

**Failure to Qualify.** If we discover a violation of a provision of the Code that would result in our failure to qualify as a REIT, certain specified cure provisions may be available to us. Except with respect to violations of the gross income tests and asset tests (for which the cure provisions are described above), and provided the violation is due to reasonable cause and not due to willful neglect, these cure provisions generally impose a \$50,000 penalty for each violation in lieu of a loss of REIT status. If we fail to satisfy the requirements for taxation as a REIT in any taxable year, and the relief provisions do not apply, we will be required to pay regular U.S. federal corporate income tax, including any applicable alternative minimum tax, on our taxable income. Distributions to stockholders in any year in which we fail to qualify as a REIT will not be deductible by us. As a result, we anticipate that our failure to qualify as a REIT would reduce the cash available for distribution by us to our stockholders. In addition, if we fail to qualify as a REIT, we will not be required to distribute any amounts to our stockholders and all distributions to stockholders will be taxable as regular corporate dividends to the extent of our current and accumulated earnings and profits. In such event, corporate stockholders may be eligible for the dividends-received deduction. In addition, non-corporate stockholders, including individuals, may be eligible for the preferential tax rates on qualified dividend income. Non-corporate stockholders, including individuals, generally may deduct up to 20% of dividends from a REIT, other than capital gain dividends and dividends treated as qualified dividend income, for purposes of determining their U.S. federal income tax (but not for purposes of the 3.8% Medicare tax), subject to certain holding period requirements and other limitations. If we fail to qualify as a REIT, such stockholders may not claim this deduction with respect to dividends paid by us. Unless entitled to relief under specific statutory provisions, we would also be ineligible to elect to be treated as a REIT for the four taxable years following the year for which we lose our qualification. It is not possible to state whether in all circumstances we would be entitled to this statutory relief.

### **Tax Aspects of the Partnership and the Subsidiary Partnerships and Limited Liability Companies**

**General.** All of our investments are held indirectly through the Partnership. In addition, the Partnership holds certain of its investments indirectly through subsidiary partnerships and limited liability companies that we believe are and will continue to be treated as partnerships or disregarded entities for U.S. federal income tax purposes. In general, entities that are treated as partnerships or disregarded entities for U.S. federal income tax purposes are “pass-through” entities which are not required to pay U.S. federal income tax. Rather, partners of such partnerships are allocated their shares of the items of income, gain, loss, deduction and credit of the partnership, and are potentially required to pay tax on this income, without regard to whether they receive a distribution from the partnership. We will include in our income our share of these partnership items for purposes of the various gross income tests, the computation of our REIT taxable income, and the REIT distribution requirements. Moreover, for purposes of the asset tests, we will include our pro rata share of assets held by the Partnership, including its share of the assets of its subsidiary partnerships, based on our capital interests in each such entity. See “—Taxation of Our Company—Ownership of Interests in Partnerships, Limited Liability Companies and Qualified REIT Subsidiaries.” A disregarded entity is not treated as a separate entity for U.S. federal income tax purposes, and all assets, liabilities and items of income, gain, loss, deduction and credit of a disregarded entity are treated as assets, liabilities and items of income, gain, loss, deduction and credit of its parent that is not a disregarded entity (e.g., the Partnership) for all purposes under the Code, including all REIT qualification tests.

**Entity Classification.** Our interests in the Partnership and the subsidiary partnerships and limited liability companies involve special tax considerations, including the possibility that the IRS might challenge the status of these entities as partnerships or disregarded entities for U.S. federal income tax purposes. For example, an entity that would otherwise be treated as a partnership for U.S. federal income tax purposes may nonetheless be taxable as a corporation if it is a “publicly traded partnership” and certain other requirements are met. A partnership would be treated as a publicly traded partnership if its interests are traded on an established securities market or are readily tradable on a secondary market or a substantial equivalent thereof, within the meaning of applicable Treasury Regulations. We do not anticipate that the Partnership or any subsidiary partnership will be treated as a publicly traded partnership that is taxable as a corporation. However, if any such entity were treated as a corporation, it would be required to pay an entity-level tax on its income. In this situation, the

character of our assets and items of gross income would change and could prevent us from satisfying the REIT asset tests and possibly the REIT income tests. See “—Taxation of Our Company—Asset Tests” and “—Income Tests.” This, in turn, could prevent us from qualifying as a REIT. See “—Taxation of Our Company—Failure to Qualify” for a discussion of the effect of our failure to meet these tests. In addition, a change in the tax status of the Partnership or a subsidiary treated as a partnership or disregarded entity to a corporation might be treated as a taxable event. If so, we might incur a tax liability without any related cash payment. We believe the Partnership and each of the subsidiary partnerships and limited liability companies are and will continue to be treated as partnerships or disregarded entities for U.S. federal income tax purposes.

**Allocations of Items of Income, Gain, Loss and Deduction.** A partnership agreement (or, in the case of a limited liability company treated as a partnership for U.S. federal income tax purposes, the limited liability company agreement) generally will determine the allocation of income and loss among partners. These allocations, however, will be disregarded for tax purposes if they do not comply with the provisions of Section 704(b) of the Code and the Treasury Regulations thereunder. Generally, Section 704(b) of the Code and the Treasury Regulations thereunder require that partnership allocations respect the economic arrangement of the partners. If an allocation of partnership income or loss does not comply with the requirements of Section 704(b) of the Code and the Treasury Regulations thereunder, the item subject to the allocation will be reallocated in accordance with the partners’ interests in the partnership. This reallocation will be determined by taking into account all of the facts and circumstances relating to the economic arrangement of the partners with respect to such item. The allocations of taxable income and loss of the Partnership and any subsidiaries that are treated as partnerships for U.S. federal income tax purposes are intended to comply with the requirements of Section 704(b) of the Code and the Treasury Regulations thereunder.

**Tax Allocations With Respect to the Properties.** Under Section 704(c) of the Code, items of income, gain, loss and deduction attributable to appreciated or depreciated property that is contributed to a partnership in exchange for an interest in the partnership must be allocated in a manner so that the contributing partner is charged with the unrealized gain or benefits from the unrealized loss associated with the property at the time of the contribution. The amount of the unrealized gain or unrealized loss generally is equal to the difference between the fair market value or book value and the adjusted tax basis of the contributed property at the time of contribution (this difference is referred to as a book-tax difference), as adjusted from time to time. These allocations are solely for U.S. federal income tax purposes and do not affect the book capital accounts or other economic or legal arrangements among the partners.

The Partnership may, from time to time, acquire interests in property in exchange for interests in the Partnership. In that case, the tax basis of these property interests generally will carry over to the Partnership, notwithstanding their different book (*i.e.*, fair market) value. The partnership agreement requires that income and loss allocations with respect to these properties be made in a manner consistent with Section 704(c) of the Code. Treasury Regulations issued under Section 704(c) of the Code provide partnerships with a choice of several methods of accounting for book-tax differences. Depending on the method we choose in connection with any particular contribution, the carryover basis of each of the contributed interests in the properties in the hands of the Partnership (1) could cause us to be allocated lower amounts of depreciation deductions for tax purposes than would be allocated to us if any of the contributed properties were to have a tax basis equal to its respective fair market value at the time of the contribution and (2) could cause us to be allocated taxable gain in the event of a sale of such contributed interests or properties in excess of the economic or book income allocated to us as a result of such sale, with a corresponding benefit to the other partners in the Partnership. An allocation described in clause (2) above might cause us or the other partners to recognize taxable income in excess of cash proceeds in the event of a sale or other disposition of property, which might adversely affect our ability to comply with the REIT distribution requirements. See “—Taxation of Our Company—Requirements for Qualification as a REIT” and “—Annual Distribution Requirements.”

Any property acquired by the Partnership in a taxable transaction will initially have a tax basis equal to its fair market value, and Section 704(c) of the Code generally will not apply.

**Partnership Audit Rules.** Under current tax law, subject to certain exceptions, any audit adjustment to items of income, gain, loss, deduction, or credit of a partnership (and any partner’s distributive share thereof) is determined, and taxes, interest, or penalties attributable thereto are assessed and collected, at the partnership level. It is possible that these rules could result in partnerships in which we directly or indirectly invest, including the Partnership, being required to pay additional taxes, interest and penalties as a result of an audit adjustment, and we, as a direct or indirect partner of these partnerships, could be required to bear the economic burden of those taxes, interest, and penalties even though we, as a REIT, may not otherwise have been required to pay additional corporate-level taxes as a result of the related audit adjustment.

Investors are urged to consult their tax advisors with respect to these rules and their potential impact on their investment in our capital stock.

### **Material U.S. Federal Income Tax Consequences to Holders of Our Capital Stock and the Partnership's Debt Securities**

The following discussion is a summary of certain material U.S. federal income tax consequences to you of purchasing, owning and disposing of our capital stock or the Partnership's debt securities. This discussion is limited to holders who hold our capital stock or the Partnership's debt securities as "capital assets" within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion does not address all U.S. federal income tax consequences relevant to a holder's particular circumstances, including the alternative minimum tax. In addition, except where specifically noted, it does not address consequences relevant to holders subject to special rules, including, without limitation:

- U.S. expatriates and former citizens or long-term residents of the United States;
- U.S. holders (as defined below) whose functional currency is not the U.S. dollar;
- persons holding our capital stock or the Partnership's debt securities as part of a hedge, straddle or other risk reduction strategy or as part of a conversion transaction or other integrated investment;
- banks, insurance companies, and other financial institutions;
- REITs or regulated investment companies;
- brokers, dealers or traders in securities;
- "controlled foreign corporations," "passive foreign investment companies," and corporations that accumulate earnings to avoid U.S. federal income tax;
- S corporations, partnerships or other entities or arrangements treated as partnerships for U.S. federal income tax purposes (and investors therein);
- tax-exempt organizations or governmental organizations;
- persons subject to special tax accounting rules as a result of any item of gross income with respect to our capital stock or the Partnership's debt securities being taken into account in an applicable financial statement;
- persons deemed to sell our capital stock or the Partnership's debt securities under the constructive sale provisions of the Code;
- tax-qualified retirement plans; and
- persons who hold or receive our capital stock pursuant to the exercise of any employee stock option or otherwise as compensation.

**THIS DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT INTENDED AS TAX ADVICE. INVESTORS SHOULD CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR CAPITAL STOCK OR THE PARTNERSHIP'S DEBT SECURITIES ARISING UNDER OTHER U.S. FEDERAL TAX LAWS (INCLUDING ESTATE AND GIFT TAX LAWS), UNDER THE LAWS OF ANY STATE, LOCAL OR NON-U.S. TAXING JURISDICTION OR UNDER ANY APPLICABLE TAX TREATY.**

For purposes of this discussion, a "U.S. holder" is a beneficial owner of our capital stock or the Partnership's debt securities that, for U.S. federal income tax purposes, is or is treated as:

- an individual who is a citizen or resident of the United States;

- a corporation created or organized under the laws of the United States, any state thereof, or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust that (1) is subject to the primary supervision of a U.S. court and the control of one or more “United States persons” (within the meaning of Section 7701(a)(30) of the Code) or (2) has a valid election in effect to be treated as a United States person for U.S. federal income tax purposes.

For purposes of this discussion, a “non-U.S. holder” is any beneficial owner of our capital stock or the Partnership’s debt securities that is neither a U.S. holder nor an entity treated as a partnership for U.S. federal income tax purposes.

If an entity treated as a partnership for U.S. federal income tax purposes holds our capital stock or the Partnership’s debt securities, the tax treatment of a partner in the partnership will depend on the status of the partner, the activities of the partnership and certain determinations made at the partner level. Accordingly, partnerships holding our capital stock or the Partnership’s debt securities and the partners in such partnerships should consult their tax advisors regarding the U.S. federal income tax consequences to them.

### **Taxation of Taxable U.S. Holders of Our Capital Stock**

**Distributions Generally.** Distributions out of our current or accumulated earnings and profits will be treated as dividends and, other than with respect to capital gain dividends and certain amounts which have previously been subject to corporate level tax, as discussed below, will be taxable to our taxable U.S. holders as ordinary income when actually or constructively received. See “—Tax Rates” below. As long as we qualify as a REIT, these distributions will not be eligible for the dividends-received deduction in the case of U.S. holders that are corporations or, except to the extent described in “—Tax Rates” below, the preferential rates on qualified dividend income applicable to non-corporate U.S. holders, including individuals. For purposes of determining whether distributions to holders of our capital stock are out of our current or accumulated earnings and profits, our earnings and profits will be allocated first to our outstanding preferred stock, if any, and then to our outstanding common stock.

To the extent that we make distributions on our capital stock in excess of our current and accumulated earnings and profits allocable to such stock, these distributions will be treated first as a tax-free return of capital to a U.S. holder to the extent of the U.S. holder’s adjusted tax basis in such shares of stock. This treatment will reduce the U.S. holder’s adjusted tax basis in such shares of stock by such amount, but not below zero. Distributions in excess of our current and accumulated earnings and profits and in excess of a U.S. holder’s adjusted tax basis in its shares will be taxable as capital gain. Such gain will be taxable as long-term capital gain if the shares have been held for more than one year. Dividends we declare in October, November, or December of any year and which are payable to a holder of record on a specified date in any of these months will be treated as both paid by us and received by the holder on December 31 of that year, provided we actually pay the dividend on or before January 31 of the following year. U.S. holders may not include in their own income tax returns any of our net operating losses or capital losses.

U.S. holders that receive taxable stock distributions, including distributions partially payable in our capital stock and partially payable in cash, would be required to include the full amount of the distribution (*i.e.*, the cash and the stock portion) as a dividend (subject to limited exceptions) to the extent of our current and accumulated earnings and profits for U.S. federal income tax purposes, as described above. The amount of any distribution payable in our capital stock generally is equal to the amount of cash that could have been received instead of the capital stock. Depending on the circumstances of a U.S. holder, the tax on the distribution may exceed the amount of the distribution received in cash, in which case such U.S. holder would have to pay the tax using cash from other sources. If a U.S. holder sells the capital stock it received in connection with a taxable stock distribution in order to pay this tax and the proceeds of such sale are less than the amount required to be included in income with respect to the stock portion of the distribution, such U.S. holder could have a capital loss with respect to the stock sale that could not be used to offset such income. A U.S. holder that receives capital stock pursuant to such distribution generally has a tax basis in such capital stock equal to the amount of cash that could have been received instead of such capital stock as described above, and has a holding period in such capital stock that begins on the day immediately following the payment date for the distribution.

**Capital Gain Dividends.** Dividends that we properly designate as capital gain dividends will generally be taxable to our taxable U.S. holders as a gain from the sale or disposition of a capital asset held for more than one year, to the extent that such gain does not exceed our actual net capital gain for the taxable year, and may not exceed our dividends paid for the taxable year, including dividends paid the following year that are treated as paid in the current year. U.S. holders that are corporations may, however, be required to treat up to 20% of certain capital gain dividends as ordinary income. If we properly designate any portion of a dividend as a capital gain dividend, then, except as otherwise required by law, we presently intend to allocate a portion of the total capital gain dividends paid or made available to holders of all classes of our capital stock for the year to the holders of each class of our capital stock in proportion to the amount that our total dividends, as determined for U.S. federal income tax purposes, paid or made available to the holders of each such class of our capital stock for the year bears to the total dividends, as determined for U.S. federal income tax purposes, paid or made available to holders of all classes of our capital stock for the year. In addition, except as otherwise required by law, we will make a similar allocation with respect to any undistributed long-term capital gains which are to be included in our stockholders' long-term capital gains, based on the allocation of the capital gain amount which would have resulted if those undistributed long-term capital gains had been distributed as "capital gain dividends" by us to our stockholders.

**Retention of Net Capital Gains.** We may elect to retain, rather than distribute as a capital gain dividend, all or a portion of our net capital gains. If we make this election, we would pay tax on our retained net capital gains. In addition, to the extent we so elect, our earnings and profits (determined for U.S. federal income tax purposes) would be adjusted accordingly, and a U.S. holder generally would:

- include its pro rata share of our undistributed capital gain in computing its long-term capital gains in its U.S. federal income tax return for its taxable year in which the last day of our taxable year falls, subject to certain limitations as to the amount that is includable;
- be deemed to have paid its share of the capital gains tax imposed on us on the designated amounts included in the U.S. holder's income as long-term capital gain;
- receive a credit or refund for the amount of tax deemed paid by it;
- increase the adjusted tax basis of its capital stock by the difference between the amount of includable gains and the tax deemed to have been paid by it; and
- in the case of a U.S. holder that is a corporation, appropriately adjust its earnings and profits for the retained capital gains in accordance with Treasury Regulations to be promulgated by the IRS.

**Passive Activity Losses and Investment Interest Limitations.** Distributions we make and gain arising from the sale or exchange of our capital stock by a U.S. holder will not be treated as passive activity income. As a result, U.S. holders generally will not be able to apply any "passive losses" against this income or gain. A U.S. holder generally may elect to treat capital gain dividends, capital gains from the disposition of our capital stock and income designated as qualified dividend income, as described in "—Tax Rates" below, as investment income for purposes of computing the investment interest limitation, but in such case, the holder will be taxed at ordinary income rates on such amount. Other distributions made by us, to the extent they do not constitute a return of capital, generally will be treated as investment income for purposes of computing the investment interest limitation.

**Dispositions of Our Capital Stock.** Except as described below under "—Taxation of Taxable U.S. Holders of Our Capital Stock—Redemption or Repurchase by Us," if a U.S. holder sells or disposes of shares of our capital stock, it will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount of cash and the fair market value of any property received on the sale or other disposition and the holder's adjusted tax basis in the shares. This gain or loss, except as provided below, will be long-term capital gain or loss if the holder has held such capital stock for more than one year. However, if a U.S. holder recognizes a loss upon the sale or other disposition of capital stock that it has held for six months or less, after applying certain holding period rules, the loss recognized will be treated as a long-term capital loss to the extent the U.S. holder received distributions from us which were required to be treated as long-term capital gains. The deductibility of capital losses is subject to limitations.

**Redemption or Repurchase by Us.** A redemption or repurchase of shares of our capital stock will be treated under Section 302 of the Code as a distribution (and taxable as a dividend to the extent of our current and accumulated earnings and profits as described above under "—Distributions Generally") unless the redemption or repurchase satisfies one of the tests

set forth in Section 302(b) of the Code and is therefore treated as a sale or exchange of the redeemed or repurchased shares. The redemption or repurchase generally will be treated as a sale or exchange if it:

- is “substantially disproportionate” with respect to the U.S. holder,
- results in a “complete redemption” of the U.S. holder’s stock interest in us, or
- is “not essentially equivalent to a dividend” with respect to the U.S. holder,

all within the meaning of Section 302(b) of the Code.

In determining whether any of these tests has been met, shares of our capital stock, including capital stock and other equity interests in us, considered to be owned by the U.S. holder by reason of certain constructive ownership rules set forth in the Code, as well as shares of our capital stock actually owned by the U.S. holder, generally must be taken into account. Because the determination as to whether any of the alternative tests of Section 302(b) of the Code will be satisfied with respect to the U.S. holder depends upon the facts and circumstances at the time that the determination must be made, U.S. holders are advised to consult their tax advisors to determine such tax treatment.

If a redemption or repurchase of shares of our capital stock is treated as a distribution, the amount of the distribution will be measured by the amount of cash and the fair market value of any property received. See “—Distributions Generally.” A U.S. holder’s adjusted tax basis in the redeemed or repurchased shares generally will be transferred to the holder’s remaining shares of our capital stock, if any. If a U.S. holder owns no other shares of our capital stock, under certain circumstances, such basis may be transferred to a related person or it may be lost entirely. Prospective investors should consult their tax advisors regarding the U.S. federal income tax consequences of a redemption or repurchase of our capital stock.

If a redemption or repurchase of shares of our capital stock is not treated as a distribution, it will be treated as a taxable sale or exchange in the manner described under “—Dispositions of Our Capital Stock.”

**Tax Rates.** The maximum tax rate for non-corporate taxpayers for (1) long-term capital gains, including certain “capital gain dividends,” generally is 20% (although depending on the characteristics of the assets which produced these gains and on designations which we may make, certain capital gain dividends may be taxed at a 25% rate) and (2) “qualified dividend income” generally is 20%. In general, dividends payable by REITs are not eligible for the reduced tax rate on qualified dividend income, except to the extent that certain holding period requirements have been met and the REIT’s dividends are attributable to dividends received from taxable corporations (such as its taxable REIT subsidiaries) or to income that was subject to tax at the corporate/REIT level (for example, if the REIT distributed taxable income that it retained and paid tax on in the prior taxable year). Capital gain dividends will only be eligible for the rates described above to the extent that they are properly designated by the REIT as “capital gain dividends.” U.S. holders that are corporations may be required to treat up to 20% of some capital gain dividends as ordinary income. In addition, non-corporate U.S. holders, including individuals, generally may deduct up to 20% of dividends from a REIT, other than capital gain dividends and dividends treated as qualified dividend income, for purposes of determining their U.S. federal income tax (but not for purposes of the 3.8% Medicare tax), subject to certain holding period requirements and other limitations.

### **Taxation of Tax-Exempt Holders of Our Capital Stock**

Dividend income from us and gain arising upon a sale of shares of our capital stock generally should not be unrelated business taxable income (“UBTI”) to a tax-exempt holder, except as described below. This income or gain will be UBTI, however, to the extent a tax-exempt holder holds its shares as “debt-financed property” within the meaning of the Code. Generally, “debt-financed property” is property the acquisition or holding of which was financed through a borrowing by the tax-exempt holder.

For tax-exempt holders that are social clubs, voluntary employee benefit associations or supplemental unemployment benefit trusts exempt from U.S. federal income taxation under Sections 501(c)(7), (c)(9) or (c)(17) of the Code, respectively, income from an investment in our shares will constitute UBTI unless the organization is able to properly claim a deduction for amounts set aside or placed in reserve for specific purposes so as to offset the income generated by its

investment in our shares. These prospective investors should consult their tax advisors concerning these “set aside” and reserve requirements.

Notwithstanding the above, however, a portion of the dividends paid by a “pension-held REIT” may be treated as UBTI as to certain trusts that hold more than 10%, by value, of the interests in the REIT. A REIT will not be a “pension-held REIT” if it is able to satisfy the “not closely held” requirement without relying on the “look-through” exception with respect to certain trusts or if such REIT is not “predominantly held” by “qualified trusts.” As a result of restrictions on ownership and transfer of our stock contained in our charter, we do not expect to be classified as a “pension-held REIT,” and as a result, the tax treatment described above should be inapplicable to our holders. However, because our capital stock is (and, we anticipate, will continue to be) publicly traded, we cannot guarantee that this will always be the case.

### **Taxation of Non-U.S. Holders of Our Capital Stock**

The following discussion addresses the rules governing U.S. federal income taxation of the purchase, ownership and disposition of our capital stock by non-U.S. holders. These rules are complex, and no attempt is made herein to provide more than a brief summary of such rules. Accordingly, the discussion does not address all aspects of U.S. federal income taxation and does not address other federal, state, local or non-U.S. tax consequences that may be relevant to a non-U.S. holder in light of its particular circumstances. We urge non-U.S. holders to consult their tax advisors to determine the impact of U.S. federal, state, local and non-U.S. income and other tax laws and any applicable tax treaty on the purchase, ownership and disposition of shares of our capital stock, including any reporting requirements.

**Distributions Generally.** Distributions (including any taxable stock distributions) that are neither attributable to gains from sales or exchanges by us of United States real property interests (“USRPIs”) nor designated by us as capital gain dividends (except as described below) will be treated as dividends of ordinary income to the extent that they are made out of our current or accumulated earnings and profits. Such distributions ordinarily will be subject to withholding of U.S. federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty, unless the distributions are treated as effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such dividends are attributable). Under certain treaties, however, lower withholding rates generally applicable to dividends do not apply to dividends from a REIT. Certain certification and disclosure requirements must be satisfied for a non-U.S. holder to be exempt from withholding under the effectively connected income exemption. Dividends that are treated as effectively connected with a U.S. trade or business generally will not be subject to withholding but will be subject to U.S. federal income tax on a net basis at the regular rates, in the same manner as dividends paid to U.S. holders are subject to U.S. federal income tax. Any such dividends received by a non-U.S. holder that is a corporation may also be subject to an additional branch profits tax at a 30% rate (applicable after deducting U.S. federal income taxes paid on such effectively connected income) or such lower rate as may be specified by an applicable income tax treaty.

Except as otherwise provided below, we expect to withhold U.S. federal income tax at the rate of 30% on any distributions made to a non-U.S. holder unless:

- (1) a lower treaty rate applies and the non-U.S. holder furnishes an IRS Form W-8BEN or W-8BEN-E (or other applicable documentation) evidencing eligibility for that reduced treaty rate; or
- (2) the non-U.S. holder furnishes an IRS Form W-8ECI (or other applicable documentation) claiming that the distribution is income effectively connected with the non-U.S. holder’s trade or business.

Distributions in excess of our current and accumulated earnings and profits will not be taxable to a non-U.S. holder to the extent that such distributions do not exceed the adjusted tax basis of the holder’s capital stock, but rather will reduce the adjusted tax basis of such stock. To the extent that such distributions exceed the non-U.S. holder’s adjusted tax basis in such capital stock, they generally will give rise to gain from the sale or exchange of such stock, the tax treatment of which is described below. However, such excess distributions may be treated as dividend income for certain non-U.S. holders. For withholding purposes, we expect to treat all distributions as made out of our current or accumulated earnings and profits. However, amounts withheld may be refundable if it is subsequently determined that the distribution was, in fact, in excess of our current and accumulated earnings and profits, provided that certain conditions are met.

**Capital Gain Dividends and Distributions Attributable to a Sale or Exchange of United States Real Property Interests.** Distributions to a non-U.S. holder that we properly designate as capital gain dividends, other than those arising from the disposition of a USRPI, generally should not be subject to U.S. federal income taxation, unless:

- (1) the investment in our capital stock is treated as effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such dividends are attributable), in which case the non-U.S. holder will be subject to the same treatment as U.S. holders with respect to such gain, except that a non-U.S. holder that is a corporation may also be subject to a branch profits tax of up to 30%, as discussed above; or
- (2) the non-U.S. holder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year and certain other conditions are met, in which case the non-U.S. holder will be subject to U.S. federal income tax at a rate of 30% on the non-U.S. holder's capital gains (or such lower rate specified by an applicable income tax treaty), which may be offset by U.S. source capital losses of such non-U.S. holder (even though the individual is not considered a resident of the United States), provided the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses.

Pursuant to the Foreign Investment in Real Property Tax Act, which is referred to as "FIRPTA," distributions to a non-U.S. holder that are attributable to gain from sales or exchanges by us of USRPIs, whether or not designated as capital gain dividends, will cause the non-U.S. holder to be treated as recognizing such gain as income effectively connected with a U.S. trade or business. Non-U.S. holders generally would be taxed at the regular rates applicable to U.S. holders, subject to any applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals. We also will be required to withhold and to remit to the IRS 21% of any distribution to non-U.S. holders attributable to gain from sales or exchanges by us of USRPIs. Distributions subject to FIRPTA may also be subject to a 30% branch profits tax in the hands of a non-U.S. holder that is a corporation. The amount withheld is creditable against the non-U.S. holder's U.S. federal income tax liability. However, any distribution with respect to any class of stock that is "regularly traded," as defined by applicable Treasury Regulations, on an established securities market located in the United States is not subject to FIRPTA, and therefore, not subject to the 21% U.S. withholding tax described above, if the non-U.S. holder did not own more than 10% of such class of stock at any time during the one-year period ending on the date of the distribution. Instead, such distributions generally will be treated as ordinary dividend distributions and subject to withholding in the manner described above with respect to ordinary dividends. In addition, distributions to certain non-U.S. publicly traded shareholders that meet certain record-keeping and other requirements ("qualified shareholders") are exempt from FIRPTA, except to the extent owners of such qualified shareholders that are not also qualified shareholders own, actually or constructively, more than 10% of our capital stock. Furthermore, distributions to certain "qualified foreign pension funds" or entities all of the interests of which are held by such "qualified foreign pension funds" are exempt from FIRPTA. Non-U.S. holders should consult their tax advisors regarding the application of these rules.

**Retention of Net Capital Gains.** Although the law is not clear on the matter, it appears that amounts we designate as retained net capital gains in respect of our capital stock should be treated with respect to non-U.S. holders as actual distributions of capital gain dividends. Under this approach, the non-U.S. holders may be able to offset as a credit against their U.S. federal income tax liability their proportionate share of the tax paid by us on such retained net capital gains and to receive from the IRS a refund to the extent their proportionate share of such tax paid by us exceeds their actual U.S. federal income tax liability. If we were to designate any portion of our net capital gain as retained net capital gain, non-U.S. holders should consult their tax advisors regarding the taxation of such retained net capital gain.

**Sale of Our Capital Stock.** Except as described below under "—Redemption or Repurchase by Us," gain realized by a non-U.S. holder upon the sale, exchange or other taxable disposition of our capital stock generally will not be subject to U.S. federal income tax unless such stock constitutes a USRPI. In general, stock of a domestic corporation that constitutes a "United States real property holding corporation," or USRPHC, will constitute a USRPI. We believe that we are a USRPHC. Our capital stock will not, however, constitute a USRPI so long as we are a "domestically controlled qualified investment entity." A "domestically controlled qualified investment entity" includes a REIT in which at all times during a five-year testing period less than 50% in value of its stock is held directly or indirectly by non-United States persons, subject to certain ownership rules. For purposes of determining whether a REIT is a "domestically controlled qualified investment entity," ownership by non-United States persons generally will be determined by looking through certain pass-through entities and U.S. corporations, including non-public REITs and certain non-public foreign-controlled domestic C corporations, and

treating a public qualified investment entity as a non-United States person unless such entity is a “domestically controlled qualified investment entity.” Notwithstanding the foregoing ownership rules, a person who at all applicable times holds less than 5% of a class of a REIT’s stock that is “regularly traded” on an established securities market in the United States is treated as a United States person unless the REIT has actual knowledge that such person is not a United States person or is a foreign-controlled person. We believe, but cannot guarantee, that we are a “domestically controlled qualified investment entity.” Because our capital stock is (and, we anticipate, will continue to be) publicly traded, no assurance can be given that we will continue to be a “domestically controlled qualified investment entity.”

Even if we do not qualify as a “domestically controlled qualified investment entity” at the time a non-U.S. holder sells our capital stock, gain realized from the sale or other taxable disposition by a non-U.S. holder of such capital stock would not be subject to U.S. federal income tax under FIRPTA as a sale of a USRPI if:

- (1) such class of stock is “regularly traded,” as defined by applicable Treasury Regulations, on an established securities market such as The NASDAQ Global Select Market; and
- (2) such non-U.S. holder owned, actually and constructively, 10% or less of such class of stock throughout the shorter of the five-year period ending on the date of the sale or other taxable disposition or the non-U.S. holder’s holding period.

In addition, dispositions of our capital stock by qualified shareholders are exempt from FIRPTA, except to the extent owners of such qualified shareholders that are not also qualified shareholders own, actually or constructively, more than 10% of our capital stock. Furthermore, dispositions of our capital stock by certain “qualified foreign pension funds” or entities all of the interests of which are held by such “qualified foreign pension funds” are exempt from FIRPTA. Non-U.S. holders should consult their tax advisors regarding the application of these rules.

Notwithstanding the foregoing, gain from the sale, exchange or other taxable disposition of our capital stock not otherwise subject to FIRPTA will be taxable to a non-U.S. holder if either (a) the investment in our capital stock is treated as effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such gain is attributable), in which case the non-U.S. holder will be subject to the same treatment as U.S. holders with respect to such gain, except that a non-U.S. holder that is a corporation may also be subject to the 30% branch profits tax (or such lower rate as may be specified by an applicable income tax treaty) on such gain, as adjusted for certain items, or (b) the non-U.S. holder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year and certain other conditions are met, in which case the non-U.S. holder will be subject to a 30% tax on the non-U.S. holder’s capital gains (or such lower rate specified by an applicable income tax treaty), which may be offset by U.S. source capital losses of the non-U.S. holder (even though the individual is not considered a resident of the United States), provided the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses. In addition, even if we are a domestically controlled qualified investment entity, upon disposition of our capital stock, a non-U.S. holder may be treated as having gain from the sale or other taxable disposition of a USRPI if the non-U.S. holder (1) disposes of such stock within a 30-day period preceding the ex-dividend date of a distribution, any portion of which, but for the disposition, would have been treated as gain from the sale or exchange of a USRPI and (2) acquires, or enters into a contract or option to acquire, or is deemed to acquire, other shares of that stock during the 61-day period beginning with the first day of the 30-day period described in clause (1), unless such class of stock is “regularly traded” and the non-U.S. holder did not own more than 10% of such class of stock at any time during the one-year period ending on the date of the distribution described in clause (1).

If gain on the sale, exchange or other taxable disposition of our capital stock were subject to taxation under FIRPTA, the non-U.S. holder would be required to file a U.S. federal income tax return and would be subject to regular U.S. federal income tax with respect to such gain in the same manner as a taxable U.S. holder (subject to any applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals). In addition, if the sale, exchange or other taxable disposition of our capital stock were subject to taxation under FIRPTA, and if shares of the applicable class of our capital stock were not “regularly traded” on an established securities market, the purchaser of such capital stock generally would be required to withhold and remit to the IRS 15% of the purchase price.

***Redemption or Repurchase by Us.*** A redemption or repurchase of shares of our capital stock will be treated under Section 302 of the Code as a distribution (and taxable as a dividend to the extent of our current and accumulated earnings and profits) unless the redemption or repurchase satisfies one of the tests set forth in Section 302(b) of the Code and is therefore

treated as a sale or exchange of the redeemed or repurchased shares. See “—Taxation of Taxable U.S. Holders of Our Capital Stock—Redemption or Repurchase by Us.” Qualified shareholders and their owners may be subject to different rules, and should consult their tax advisors regarding the application of such rules. If the redemption or repurchase of shares is treated as a distribution, the amount of the distribution will be measured by the amount of cash and the fair market value of any property received. See “—Taxation of Non-U.S. Holders of Our Capital Stock—Distributions Generally” above. If the redemption or repurchase of shares is not treated as a distribution, it will be treated as a taxable sale or exchange in the manner described above under “—Sale of Our Capital Stock.”

### **Taxation of Holders of the Partnership’s Debt Securities**

The following summary describes certain material U.S. federal income tax consequences of purchasing, owning and disposing of debt securities issued by the Partnership. This discussion assumes the debt securities will be issued with less than a statutory *de minimis* amount of original issue discount for U.S. federal income tax purposes. In addition, this discussion is limited to persons purchasing the debt securities for cash at original issue and at their original “issue price” within the meaning of Section 1273 of the Code (*i.e.*, the first price at which a substantial amount of the debt securities is sold to the public for cash).

#### ***U.S. Holders***

*Payments of Interest.* Interest on a debt security generally will be taxable to a U.S. holder as ordinary income at the time such interest is received or accrued, in accordance with such U.S. holder’s method of accounting for U.S. federal income tax purposes.

*Sale or Other Taxable Disposition.* A U.S. holder will recognize gain or loss on the sale, exchange, redemption, retirement or other taxable disposition of a debt security. The amount of such gain or loss generally will be equal to the difference between the amount received for the debt security in cash or other property valued at fair market value (less amounts attributable to any accrued but unpaid interest, which will be taxable as interest to the extent not previously included in income) and the U.S. holder’s adjusted tax basis in the debt security. A U.S. holder’s adjusted tax basis in a debt security generally will be equal to the amount the U.S. holder paid for the debt security. Any gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if the U.S. holder has held the debt security for more than one year at the time of such sale or other taxable disposition. Otherwise, such gain or loss will be short-term capital gain or loss. Long-term capital gains recognized by certain non-corporate U.S. holders, including individuals, generally will be taxable at reduced rates. The deductibility of capital losses is subject to limitations.

#### ***Non-U.S. Holders***

*Payments of Interest.* Interest paid on a debt security to a non-U.S. holder that is not effectively connected with the non-U.S. holder’s conduct of a trade or business within the United States generally will not be subject to U.S. federal income tax or withholding, provided that:

- the non-U.S. holder does not, actually or constructively, own 10% or more of the Partnership’s capital or profits;
  - the non-U.S. holder is not a controlled foreign corporation related to the Partnership through actual or constructive stock ownership; and
  - either (1) the non-U.S. holder certifies in a statement provided to the applicable withholding agent under penalties of perjury that it is not a United States person and provides its name and address; (2) a securities clearing organization, bank or other financial institution that holds customers’ securities in the ordinary course of its trade or business and holds the debt security on behalf of the non-U.S. holder certifies to the applicable withholding agent under penalties of perjury that it, or the financial institution between it and the non-U.S. holder, has received from the non-U.S. holder a statement under penalties of perjury that such holder is not a United States person and provides the applicable withholding agent with a copy of such statement; or (3) the non-U.S. holder holds its debt security directly through a “qualified intermediary” (within the meaning of the applicable Treasury Regulations) and certain conditions are satisfied.
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If a non-U.S. holder does not satisfy the requirements above, such non-U.S. holder will be subject to withholding tax of 30%, subject to a reduction in or an exemption from withholding on such interest as a result of an applicable tax treaty. To claim such entitlement, the non-U.S. holder must provide the applicable withholding agent with a properly executed IRS Form W-8BEN or W-8BEN-E (or other applicable documentation) claiming a reduction in or exemption from withholding tax under the benefit of an income tax treaty between the United States and the country in which the non-U.S. holder resides or is established.

If interest paid to a non-U.S. holder is effectively connected with the non-U.S. holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such interest is attributable), the non-U.S. holder will be exempt from the U.S. federal withholding tax described above. To claim the exemption, the non-U.S. holder must furnish to the applicable withholding agent a valid IRS Form W-8ECI, certifying that interest paid on a debt security is not subject to withholding tax because it is effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States.

Any such effectively connected interest generally will be subject to U.S. federal income tax at the regular rates. A non-U.S. holder that is a corporation may also be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected interest, as adjusted for certain items.

The certifications described above must be provided to the applicable withholding agent prior to the payment of interest and must be updated periodically. Non-U.S. holders that do not timely provide the applicable withholding agent with the required certification, but that qualify for a reduced rate under an applicable income tax treaty, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. holders should consult their tax advisors regarding their entitlement to benefits under any applicable income tax treaty.

*Sale or Other Taxable Disposition.* A non-U.S. holder will not be subject to U.S. federal income tax on any gain realized upon the sale, exchange, redemption, retirement or other taxable disposition of a debt security (such amount excludes any amount allocable to accrued and unpaid interest, which generally will be treated as interest and may be subject to the rules discussed above in “—Taxation of Holders of the Partnership's Debt Securities—Non-U.S. Holders—Payments of Interest”) unless:

- the gain is effectively connected with the non-U.S. holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such gain is attributable); or
- the non-U.S. holder is a nonresident alien individual present in the United States for 183 days or more during the taxable year of the disposition and certain other requirements are met.

Gain described in the first bullet point above generally will be subject to U.S. federal income tax on a net income basis at the regular rates. A non-U.S. holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected gain, as adjusted for certain items.

A non-U.S. holder described in the second bullet point above will be subject to U.S. federal income tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on gain realized upon the sale or other taxable disposition of a debt security, which may be offset by U.S. source capital losses of the non-U.S. holder (even though the individual is not considered a resident of the United States), provided the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses.

Non-U.S. holders should consult their tax advisors regarding any applicable income tax treaties that may provide for different rules.

### **Information Reporting and Backup Withholding**

**U.S. Holders.** A U.S. holder may be subject to information reporting and backup withholding when such holder receives payments on our capital stock or the Partnership's debt securities or proceeds from the sale or other taxable

disposition of such stock or debt securities (including a redemption or retirement of a debt security). Certain U.S. holders are exempt from backup withholding, including corporations and certain tax-exempt organizations. A U.S. holder will be subject to backup withholding if such holder is not otherwise exempt and:

- the holder fails to furnish the holder's taxpayer identification number, which for an individual is ordinarily his or her social security number;
- the holder furnishes an incorrect taxpayer identification number;
- the applicable withholding agent is notified by the IRS that the holder previously failed to properly report payments of interest or dividends;  
or
- the holder fails to certify under penalties of perjury that the holder has furnished a correct taxpayer identification number and that the IRS has not notified the holder that the holder is subject to backup withholding.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS. U.S. holders should consult their tax advisors regarding their qualification for an exemption from backup withholding and the procedures for obtaining such an exemption.

**Non-U.S. Holders.** Payments of dividends on our capital stock or interest on the Partnership's debt securities generally will not be subject to backup withholding, provided the applicable withholding agent does not have actual knowledge or reason to know the holder is a United States person and the holder either certifies its non-U.S. status, such as by furnishing a valid IRS Form W-8BEN, W-8BEN-E or W-8ECI, or otherwise establishes an exemption. However, information returns are required to be filed with the IRS in connection with any distributions on our capital stock or interest on the Partnership's debt securities paid to the non-U.S. holder, regardless of whether such distributions constitute a dividend or whether any tax was actually withheld. In addition, proceeds of the sale or other taxable disposition of such stock or debt securities (including a retirement or redemption of a debt security) within the United States or conducted through certain U.S.-related brokers generally will not be subject to backup withholding or information reporting if the applicable withholding agent receives the certification described above and does not have actual knowledge or reason to know that such holder is a United States person, or the holder otherwise establishes an exemption. Proceeds of a disposition of such stock or debt securities conducted through a non-U.S. office of a non-U.S. broker generally will not be subject to backup withholding or information reporting.

Copies of information returns that are filed with the IRS may also be made available under the provisions of an applicable treaty or agreement to the tax authorities of the country in which the non-U.S. holder resides or is established.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

#### **Medicare Contribution Tax on Unearned Income**

Certain U.S. holders that are individuals, estates or trusts are required to pay an additional 3.8% tax on, among other things, dividends on stock, interest on debt obligations and capital gains from the sale or other disposition of stock or debt obligations, subject to certain limitations. U.S. holders should consult their tax advisors regarding the effect, if any, of these rules on their ownership and disposition of our capital stock or the Partnership's debt securities.

#### **Additional Withholding Tax on Payments Made to Foreign Accounts**

Withholding taxes may be imposed under Sections 1471 to 1474 of the Code (such sections commonly referred to as the Foreign Account Tax Compliance Act ("FATCA")) on certain types of payments made to non-U.S. financial institutions and certain other non-U.S. entities. Specifically, a 30% withholding tax may be imposed on dividends on our capital stock, interest on the Partnership's debt securities, or (subject to the proposed Treasury Regulations discussed below) gross proceeds from the sale or other disposition of our capital stock or the Partnership's debt securities, in each case paid to  
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“foreign financial institution” or a “non-financial foreign entity” (each as defined in the Code), unless (1) the foreign financial institution undertakes certain diligence and reporting obligations, (2) the non-financial foreign entity either certifies it does not have any “substantial United States owners” (as defined in the Code) or furnishes identifying information regarding each substantial United States owner, or (3) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules. If the payee is a foreign financial institution and is subject to the diligence and reporting requirements in clause (1) above, it must enter into an agreement with the U.S. Department of the Treasury requiring, among other things, that it undertake to identify accounts held by certain “specified United States persons” or “United States owned foreign entities” (each as defined in the Code), annually report certain information about such accounts, and withhold 30% on certain payments to non-compliant foreign financial institutions and certain other account holders. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules.

Under the applicable Treasury Regulations and administrative guidance, withholding under FATCA generally applies to payments of dividends on our capital stock or interest on the Partnership’s debt securities. While withholding under FATCA would have applied also to payments of gross proceeds from the sale or other disposition of stock or debt securities on or after January 1, 2019, proposed Treasury Regulations eliminate FATCA withholding on payments of gross proceeds entirely. Taxpayers generally may rely on these proposed Treasury Regulations until final Treasury Regulations are issued. Because we may not know the extent to which a distribution is a dividend for U.S. federal income tax purposes at the time it is made, for purposes of these withholding rules we may treat the entire distribution as a dividend.

Prospective investors should consult their tax advisors regarding the potential application of withholding under FATCA to their investment in our capital stock or the Partnership’s debt securities.

### **Other Tax Consequences**

State, local and non-U.S. income tax laws may differ substantially from the corresponding U.S. federal income tax laws, and this discussion does not purport to describe any aspect of the tax laws of any state, local or non-U.S. jurisdiction, or any U.S. federal tax other than income tax. You should consult your tax advisors regarding the effect of state, local and non-U.S. tax laws with respect to our tax treatment as a REIT and on an investment in our capital stock or the Partnership’s debt securities.

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