

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

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

For the Fiscal Year Ended: December 31, 2024

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: 001-11954 (Vornado Realty Trust)
Commission File Number: 001-34482 (Vornado Realty L.P.)

Vornado Realty Trust
Vornado Realty L.P.

(Exact name of registrants as specified in its charter)

Vornado Realty Trust	Maryland	22-1657560
	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
Vornado Realty L.P.	Delaware	13-3925979
	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
888 Seventh Avenue, New York, New York 10019		
(Address of principal executive offices) (Zip Code)		
(212) 894-7000		
(Registrants' telephone number, including area code)		

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

Registrant	Title of Each Class	Trading Symbol(s)	Name of Exchange on Which Registered
Vornado Realty Trust	Common Shares of beneficial interest, \$.04 par value per share	VNO	New York Stock Exchange
	Cumulative Redeemable Preferred Shares of beneficial interest, liquidation preference \$25.00 per share:		
Vornado Realty Trust	5.40% Series L	VNO/PL	New York Stock Exchange
Vornado Realty Trust	5.25% Series M	VNO/PM	New York Stock Exchange
Vornado Realty Trust	5.25% Series N	VNO/PN	New York Stock Exchange
Vornado Realty Trust	4.45% Series O	VNO/PO	New York Stock Exchange

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

Registrant	Title of Each Class
Vornado Realty Trust	Series A Convertible Preferred Shares of beneficial interest, liquidation preference \$50.00 per share
Vornado Realty L.P.	Class A Units of Limited Partnership Interest

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Vornado Realty Trust: Yes No Vornado Realty L.P.: Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Vornado Realty Trust: Yes No Vornado Realty L.P.: Yes No

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.

Vornado Realty Trust: Yes No Vornado Realty 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).

Vornado Realty Trust: Yes No Vornado Realty 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.

Vornado Realty Trust:

<input checked="" type="checkbox"/> Large Accelerated Filer	<input type="checkbox"/> Accelerated Filer
<input type="checkbox"/> Non-Accelerated Filer	<input type="checkbox"/> Smaller Reporting Company
	<input type="checkbox"/> Emerging Growth Company

Vornado Realty L.P.:

<input type="checkbox"/> Large Accelerated Filer	<input type="checkbox"/> Accelerated Filer
<input checked="" type="checkbox"/> Non-Accelerated Filer	<input type="checkbox"/> Smaller Reporting Company
	<input type="checkbox"/> Emerging Growth 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.

Vornado Realty Trust: Vornado Realty L.P.:

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Vornado Realty Trust: Vornado Realty L.P.:

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Vornado Realty Trust: Vornado Realty L.P.:

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Vornado Realty Trust: Vornado Realty L.P.:

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

Vornado Realty Trust: Yes No Vornado Realty L.P.: Yes No

The aggregate market value of the voting and non-voting common shares held by non-affiliates of Vornado Realty Trust, i.e. by persons other than officers and trustees of Vornado Realty Trust, was \$4,651,296,000 at June 30, 2024.

As of December 31, 2024, there were 190,846,580 common shares of beneficial interest outstanding of Vornado Realty Trust.

There is no public market for the Class A units of limited partnership interest of Vornado Realty L.P. Based on the June 30, 2024 closing share price of Vornado Realty Trust's common shares, which are issuable upon redemption of the Class A units, the aggregate market value of the Class A units held by non-affiliates of Vornado Realty L.P., i.e. by persons other than Vornado Realty Trust and its officers and trustees, was \$317,537,000 as of June 30, 2024.

Documents Incorporated by Reference

Part III: Portions of Proxy Statement for Annual Meeting of Vornado Realty Trust's Shareholders to be held on May 22, 2025.

EXPLANATORY NOTE

This report combines the Annual Reports on Form 10-K for the fiscal year ended December 31, 2024 of Vornado Realty Trust and Vornado Realty L.P. Unless stated otherwise or the context otherwise requires, references to “Vornado” refer to Vornado Realty Trust, a Maryland real estate investment trust (“REIT”), and references to the “Operating Partnership” and “VRLP” refer to Vornado Realty L.P., a Delaware limited partnership. References to the “Company,” “we,” “us” and “our” mean, collectively, Vornado, the Operating Partnership and those subsidiaries consolidated by Vornado.

The Operating Partnership is the entity through which we conduct substantially all of our business and own, either directly or through subsidiaries, substantially all of our assets. Vornado is the sole general partner and also a 91.4% limited partner of the Operating Partnership. As the sole general partner of the Operating Partnership, Vornado has exclusive control of the Operating Partnership’s day-to-day management.

Under the limited partnership agreement of the Operating Partnership, unitholders may present their Class A units for redemption at any time (subject to restrictions agreed upon at the time of issuance of the units that may restrict such right for a period of time). Class A units may be tendered for redemption to the Operating Partnership for cash; Vornado, at its option, may assume that obligation and pay the holder either cash or Vornado common shares on a one-for-one basis. Because the number of Vornado common shares outstanding at all times equals the number of Class A units owned by Vornado, the redemption value of each Class A unit is equivalent to the market value of one Vornado common share, and the distribution to a Class A unitholder is equal to the dividend paid to a Vornado common shareholder. This one-for-one exchange ratio is subject to specified adjustments to prevent dilution. Vornado generally expects that it will elect to issue its common shares in connection with each such presentation for redemption rather than having the Operating Partnership pay cash. With each such exchange or redemption, Vornado’s percentage ownership in the Operating Partnership will increase. In addition, whenever Vornado issues common shares other than to acquire Class A units of the Operating Partnership, Vornado must contribute any net proceeds it receives to the Operating Partnership and the Operating Partnership must issue to Vornado an equivalent number of Class A units of the Operating Partnership. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT.

The Company believes that combining the Annual Reports on Form 10-K of Vornado and the Operating Partnership into this single report provides the following benefits:

- enhances investors’ understanding of Vornado 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 because a substantial portion of the disclosure applies to both Vornado and the Operating Partnership; and
- creates time and cost efficiencies in the preparation of one combined report instead of two separate reports.

The Company believes it is important to understand the few differences between Vornado and the Operating Partnership in the context of how Vornado and the Operating Partnership operate as a consolidated company. The financial results of the Operating Partnership are consolidated into the financial statements of Vornado. Vornado does not have any significant assets, liabilities or operations, other than its investment in the Operating Partnership. The Operating Partnership, not Vornado, generally executes all significant business relationships other than transactions involving the securities of Vornado. The Operating Partnership holds substantially all of the assets of Vornado. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity offerings by Vornado, which are contributed to the capital of the Operating Partnership in exchange for Class A units of partnership in the Operating Partnership, and the net proceeds of debt offerings by Vornado, which are contributed to the Operating Partnership in exchange for debt securities of the Operating Partnership, as applicable, the Operating Partnership generates all remaining capital required by the Company’s business. These sources may include working capital, net cash provided by operating activities, borrowings under the revolving credit facilities, the issuance of secured and unsecured debt and equity securities and proceeds received from the disposition of certain properties.

To help investors better understand the key differences between Vornado and the Operating Partnership, certain information for Vornado and the Operating Partnership in this report has been separated, as set forth below:

- Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities;
- Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations includes information specific to each entity, where applicable; and
- Item 8. Financial Statements and Supplementary Data which includes the following specific disclosures for Vornado Realty Trust and Vornado Realty L.P.:
 - Note 9. Redeemable Noncontrolling Interests
 - Note 10. Shareholders' Equity/Partners' Capital
 - Note 11. Stock-based Compensation
 - Note 12. Income (Loss) Per Share and Per Class A Unit

This report also includes separate Part II, Item 9A. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of Vornado and the Operating Partnership in order to establish that the requisite certifications have been made and that Vornado and the Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

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(1) These items are omitted in whole or in part because Vornado, the Operating Partnership’s sole general partner, will file a definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934 with the Securities and Exchange Commission no later than 120 days after December 31, 2024, portions of which are incorporated by reference herein.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of future performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as “approximates,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “would,” “may” or other similar expressions in this Annual Report on Form 10-K. We also note the following forward-looking statements: in the case of our development and redevelopment projects, the estimated completion date, estimated project cost and cost to complete; estimates of future rents, estimates of future capital expenditures, dividends to common and preferred shareholders and operating partnership distributions. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. For further discussion of factors that could materially affect the outcome of our forward-looking statements, see “Item 1A. Risk Factors” in this Annual Report on Form 10-K.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K or the date of any document incorporated by reference. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date of this Annual Report on Form 10-K.

PART I

ITEM 1. BUSINESS

Vornado is a fully-integrated REIT and conducts its business through, and substantially all of its interests in properties are held by, the Operating Partnership, a Delaware limited partnership. Accordingly, Vornado's cash flow and ability to pay dividends to its shareholders are dependent upon the cash flow of the Operating Partnership and the ability of its direct and indirect subsidiaries to first satisfy their obligations to creditors. Vornado is the sole general partner of and owned approximately 91.4% of the common limited partnership interest in the Operating Partnership as of December 31, 2024.

We currently own all or portions of:

New York:

- 56 Manhattan operating properties consisting of:
 - 20.1 million square feet of office space in 30 of the properties;
 - 2.4 million square feet of street retail space in 49 of the properties;
 - 1,330 units in two Manhattan residential properties;
- Multiple development sites, including 350 Park Avenue, Sunset Pier 94 Studios, the Hotel Pennsylvania site (PENN 15) and other PENN district sites;
- A 32.4% interest in Alexander's, Inc. ("Alexander's") (NYSE: ALX), which owns five properties in the greater New York metropolitan area, including 731 Lexington Avenue, the 1.1 million square foot Bloomberg, L.P. headquarters building, and The Alexander, a 312-unit apartment tower in Queens;
- Signage throughout the PENN District and Times Square; and
- Building Maintenance Services LLC ("BMS"), a wholly owned subsidiary, which provides cleaning and security services for our buildings and third parties.

Other Real Estate and Investments:

- The 3.7 million square foot THE MART in Chicago;
- A 70% controlling interest in 555 California Street, a three-building office complex in San Francisco's financial district aggregating 1.8 million square feet; and
- Other real estate and investments.

OBJECTIVES AND STRATEGY

Our business objective is to maximize Vornado shareholder value. We intend to achieve this objective by continuing to pursue our investment philosophy and to execute our operating strategies through:

- maintaining a superior team of operating and investment professionals and an entrepreneurial spirit;
- investing in properties in select markets, such as New York City, where we believe there is a high likelihood of capital appreciation;
- acquiring quality properties at a discount to replacement cost and where there is a significant potential for higher rents;
- developing and redeveloping properties to increase returns and maximize value; and
- investing in operating companies that have a significant real estate component.

We expect to finance our growth, acquisitions and investments using internally generated funds and proceeds from asset sales and by accessing the public and private capital markets. We may also offer Vornado common or preferred shares or Operating Partnership units in exchange for property and may repurchase or otherwise reacquire these securities in the future.

ACQUISITIONS

We completed the following acquisition transaction during 2024:

- \$50 million B-Note investment at par; which is in default and secured by a Midtown Manhattan property.

DISPOSITIONS

We completed the following sale transactions during 2024:

- \$88 million for the sale of our 49.9% interest in 50-70 West 93rd Street with net proceeds of \$2 million after deducting our share of the existing \$84 million mortgage loan; and
- \$32 million net proceeds from the sale of two condominium units at 220 Central Park South ("220 CPS").

FINANCINGS

We completed the following financing transactions during 2024:

- \$1.1 billion mortgage loan amended and extended, and \$125 million mezzanine loan amended and extended and subsequently repaid for \$63 million on 280 Park Avenue (50% ownership);
- \$915 million unsecured revolving credit facility maturing April 2029; replaced the \$1.25 billion facility due to mature in April 2026;
- \$863 million of interest rate swap arrangements;
- \$625 million restructuring of 85 Tenth Avenue (49.9% ownership);
- \$400 million refinancing of 640 Fifth Avenue (52% ownership);
- \$400 million refinancing of 731 Lexington Avenue office condominium (32.4% ownership); and
- \$75 million refinancing of 435 Seventh Avenue.

DEVELOPMENT / REDEVELOPMENT PROJECTS AND OPPORTUNITIES

PENN District

PENN 2

We are redeveloping PENN 2, a 1,795,000 square foot (as expanded) office building, located on the west side of Seventh Avenue between 31st and 33rd Street. The development cost of this project is estimated to be \$750,000,000, of which \$697,451,000 of cash has been expended as of December 31, 2024.

We are also making districtwide improvements within the PENN District. The development cost of these improvements is estimated to be \$100,000,000, of which \$70,919,000 of cash has been expended as of December 31, 2024.

Sunset Pier 94 Studios

On August 28, 2023, we, together with Hudson Pacific Properties and Blackstone Inc., formed a joint venture (“Pier 94 JV”) to develop a 266,000 square foot purpose-built studio campus in Manhattan. We own a 49.9% equity interest in the joint venture. The development cost of the project is estimated to be \$350,000,000, which will be funded with \$183,200,000 of construction financing (\$29,782,000 drawn as of December 31, 2024) and \$166,800,000 of equity contributions. Our share of equity contributions was funded by (i) our \$40,000,000 Pier 94 leasehold interest contribution and (ii) \$34,000,000 of cash contributions, which are net of an estimated \$9,000,000 for our share of development fees and reimbursement for overhead costs incurred by us. As of December 31, 2024, we have fully funded our share of equity and cash contributions.

350 Park Avenue

On January 24, 2023, we and the Rudin family (“Rudin”) completed agreements with Citadel Enterprise Americas LLC (“Citadel”) and with an affiliate of Kenneth C. Griffin, Citadel’s Founder and CEO (“KG”), for a series of transactions relating to 350 Park Avenue and 40 East 52nd Street. In connection therewith, we entered into a joint venture with Rudin (the “Vornado/Rudin JV”) that purchased 39 East 51st Street for \$40,000,000, funded on a 50/50 basis by Vornado and Rudin. 39 East 51st Street will be combined with 350 Park Avenue and 40 East 52nd Street to create a premier development site (the “350 Park Site”). From October 2024 to June 2030, an affiliate of KG has the option to either (i) acquire a 60% interest in a joint venture with the Vornado/Rudin JV (with Vornado having an effective 36% interest in the entity) to build a new 1,700,000 square foot office tower, valuing the 350 Park Site at \$1.2 billion or (ii) purchase the 350 Park Site for \$1.4 billion (\$1.085 billion to Vornado). From October 2024 to September 2030, the Vornado/Rudin JV has the option to put the 350 Park Site to KG for \$1.2 billion (\$900,000,000 to Vornado).

We are also evaluating other development and redevelopment opportunities at certain of our properties in Manhattan including, in particular, the PENN District.

There can be no assurance that the above projects will be completed, completed on schedule or within budget.

ENVIRONMENTAL SUSTAINABILITY INITIATIVES

We have long believed a focus on environmental sustainability is responsible management of our business and important to our tenants, investors, employees and communities that we serve. It has been central to Vornado's business strategy for over 15 years. The Corporate Governance and Nominating Committee of Vornado's Board of Trustees is assigned with oversight of sustainability matters, which includes climate change risk. Environmental sustainability initiatives are carried out by a dedicated team of professionals that work directly with our business units.

Vornado is an industry leader in sustainability, owning and operating more than 26 million square feet of LEED (Leadership in Energy and Environmental Design) certified buildings, representing 100% of our certifiable office portfolio, with over 24 million square feet at LEED Gold or Platinum. In 2024, we:

- became the first major U.S. real estate owner and operator to achieve 100% LEED certification across our entire portfolio of certifiable buildings;
- received GRESB's five star rating and an assessment score of 92, placing us in the top 3% within Americas/Listed, and the "Green Star" distinction for the twelfth consecutive year;
- received the National Association of Real Estate Investment Trusts' ("NAREIT") inaugural "The Impact at Scale Award," for implementing operational initiatives in the PENN district that advance corporate sustainability and deliver measurable impact; and
- were recognized as an EPA ENERGY STAR Partner of the Year with the distinction of having demonstrated nine years of sustained excellence.

We prioritize addressing climate change and in 2019 adopted a 10-year plan to make our buildings carbon neutral by 2030 ("Vision 2030"). Vision 2030 is a multi-faceted approach that prioritizes energy reduction, recovery, and renewable power. We rely on technology, as well as meaningful stakeholder collaboration with our tenants, our employees, and our communities, to achieve this plan. Our commitment to carbon neutrality and associated emissions reduction targets have been approved by the Science Based Targets Initiative as consistent with a 1.5°C climate scenario limit, the most ambitious goal of the Paris Agreement.

We consider sustainability in all aspects of our business, including the design, construction, retrofitting and ongoing maintenance and operations of our portfolio of buildings. We operate our buildings sustainably and efficiently by seeking to establish best practices in energy and water consumption, carbon reduction, resource and waste management and ecologically sensitive procurement. Our policies, from 100% green cleaning to procuring 100% renewable electricity certificates to energy efficiency, are implemented across our entire portfolio. We undertake significant outreach with our tenants, employees and investors regarding Vornado's sustainability programs and strategies.

We gather data to measure progress against our goals, align our goals with our tenants, plan for our longer-term projects and engage with our stakeholders in meaningful ways. We use carbon accounting software, energy audits and models and building automation software to measure and track our portfolio-wide waste, water and energy reduction strategies, create roadmaps for each building to understand how to achieve carbon neutrality and provide accurate and actionable data for our measurement, verification and reporting requirements.

We are committed to transparent reporting of sustainability performance indicators and publish an annual Sustainability Report in accordance with the Global Reporting Initiative and aligned with the metrics codified by the Sustainability Accounting Standards Board. We also submit public reports to CDP, CSA (the S&P Global Corporate Sustainability Assessment) and EP100 (global initiative led by Climate Group). Further details on our environmental sustainability initiatives and strategy, including our Vision 2030 Roadmap, can be found in our 2023 Sustainability Report at (vno.com/sustainability). There can be no assurance that our Vision 2030 commitment will be achieved in the planned time frame. The Sustainability Report is not incorporated by reference and should not be considered part of this Annual Report on Form 10-K.

HUMAN CAPITAL MANAGEMENT

As of December 31, 2024, we had 2,996 employees, consisting of (i) 2,568 employees of Building Maintenance Services LLC, a wholly owned subsidiary, which provides cleaning, security, engineering and parking services primarily to our New York properties, (ii) 374 employees in our corporate office, and (iii) 54 employees of THE MART. The foregoing does not include employees of partially owned entities.

Human capital management is critical to our success and our employees are the foundation of our human capital.

Compensation, Benefits and Employee Wellbeing

To attract and retain the best-qualified talent and to help our employees stay healthy, balance their work and personal lives, and meet their financial and retirement goals, we offer competitive benefits including, but not limited to, market-competitive compensation, healthcare (medical, dental and vision coverage), a health savings account, 401(k) and employer match, dependent care flexible spending account, parental leave, adoption/surrogacy benefits, short-term and long-term disability insurance, life insurance, time off/paid holidays, tuition reimbursement, subsidized gym memberships, employee wellness programs and incentives, in-workplace vaccinations, commuter benefits, an employee assistance program and workplace flexibility.

HUMAN CAPITAL MANAGEMENT - CONTINUED

Talent Development

To foster talent and growth, we provide training and continuing education, promote career and personal development, and encourage innovation and engagement. To achieve our talent development goals, we provide tuition reimbursement for our employees' continuing education and professional development, and the opportunity to participate in a variety of training and networking engagements.

Culture and Engagement

Our employees are critical to our success, and we believe creating a positive and inclusive culture is essential to attracting and retaining engaged employees. We seek to retain our employees by actively engaging with our workforce and we solicit their feedback through our divisional leaders and employee surveys. We use their feedback to create and continually enhance programs that support their needs.

Through our volunteer program, Vornado Volunteers, employees are granted one day of paid time off per calendar year to volunteer for a cause of their choice.

Health and Wellness

As a building owner and landlord to thousands of business tenants, we focus on maintaining and improving the health of our indoor environments, as well as communicating the value of our health and wellness programs with consistency and clarity to our stakeholders. We believe that consistent health programming and communications protocols not only mitigate health risks within our buildings, but they also create a responsible behavior framework for our employees, our tenants, and our visitors.

Labor Relations

BMS employs and manages janitorial and security staff who are members of 32BJ SEIU and engineering staff who are members of Local 94 of the International Union of Operating Engineers AFL-CIO. Through our active participation in the Realty Advisory Board on Labor Relations, we work collaboratively with both unions and consider our relations with our union employees to be very positive.

For additional information on human capital matters, please see our most recent Sustainability Report, available for download on our website at www.vno.com and in digital format at vno.com/sustainability. This report and other information on our website are not incorporated by reference into and do not form any part of this Annual Report on Form 10-K.

COMPETITION

We compete with a large number of real estate investors, property owners and developers, some of whom may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, tenant concessions offered, attractiveness of location, the quality of the property and the breadth and the quality of services provided. Our success depends upon, among other factors, trends of the global, national, regional and local economies, the financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation, population and employment trends. See "Risk Factors" in Item 1A for additional information regarding these factors.

SEGMENT DATA

We operate in the following reportable segments: New York and Other. Financial information related to these reportable segments for the years ended December 31, 2024, 2023 and 2022 is set forth in Note 22 – *Segment Information* to our consolidated financial statements in this Annual Report on Form 10-K.

TENANTS ACCOUNTING FOR OVER 10% OF REVENUES

None of our tenants accounted for more than 10% of total revenues in any of the years ended December 31, 2024, 2023 and 2022.

CERTAIN ACTIVITIES

We do not base our acquisitions and investments on specific allocations by type of property. We have historically held our properties for long-term investment; however, it is possible that properties in our portfolio may be sold or otherwise disposed of when circumstances warrant. Further, we have not adopted a policy that limits the amount or percentage of assets which could be invested in a specific property or property type. Generally our activities are reviewed and may be modified from time to time by Vornado's Board of Trustees without the vote of our shareholders or Operating Partnership unitholders.

PRINCIPAL EXECUTIVE OFFICES

Our principal executive offices are located at 888 Seventh Avenue, New York, New York 10019; telephone (212) 894-7000.

MATERIALS AVAILABLE ON OUR WEBSITE

Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports, as well as Reports on Forms 3, 4 and 5 regarding officers, trustees and 10% beneficial owners, filed or furnished pursuant to Section 13(a), 15(d) or 16(a) of the Securities Exchange Act of 1934 are available free of charge through our website (www.vno.com) as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission. Also available on our website are copies of our Audit Committee Charter, Compensation Committee Charter, Corporate Governance and Nominating Committee Charter, Code of Business Conduct and Ethics, and Corporate Governance Guidelines. In the event of any changes to these charters or the code or guidelines, revised copies will also be made available on our website. Copies of these documents are also available directly from us free of charge. Our website also includes other financial and non-financial information, including certain non-GAAP financial measures, none of which is a part of this Annual Report on Form 10-K. Copies of our filings under the Securities Exchange Act of 1934 are also available free of charge from us, upon request.

ITEM 1A. RISK FACTORS

Material factors that may adversely affect our business, operations and financial condition are summarized below. We refer to the equity and debt securities of both Vornado and the Operating Partnership as our “securities” and the investors who own shares of Vornado or units of the Operating Partnership, or both, as our “equity holders.” The risks and uncertainties described herein may not be the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, operations and financial condition. See “Forward-Looking Statements” contained herein on page 6.

RISKS RELATED TO OUR BUSINESS AND OPERATIONS

We may be adversely affected by trends in office real estate, including work from home trends.

In 2024, approximately 76% of our net operating income (“NOI” a non-GAAP measure) is from our office properties. Work from home, flexible or hybrid work schedules, open workplaces, videoconferencing, and teleconferencing remain prevalent in certain situations following the COVID-19 pandemic. Changes in tenant space utilization, including from the continuation of work from home and flexible work arrangement policies, may continue to cause office tenants to reassess their long-term physical space needs, which could have an adverse effect on our business. Additionally, the increased use of artificial intelligence (“AI”) could result in changes in tenant space utilization, including the need to reduce or reconfigure space.

Further, as office tenants reevaluate their physical space needs and focus on attracting and retaining talent, many tenants have become more selective and are focused on leasing space in high-quality, modern and well-amenitized buildings near transit hubs. These factors have resulted in increased competition among landlords to attract tenants, significant landlord capital expenditures for a building to maintain Class A status and may negatively impact the value of older and less desirable office space. This could have an adverse effect on our financial condition and results of operations.

A significant portion of our properties is located in the New York metropolitan area and is affected by the economic cycles and risks inherent to this area.

In 2024, approximately 89% of our NOI is from properties located in the New York metropolitan area. We may continue to concentrate a significant portion of our future acquisitions, development and redevelopment in this area. Real estate markets are affected by economic downturns and we cannot predict how economic conditions will impact this market in either the short or long term. Declines in the economy and declines in the New York metropolitan area real estate market have impacted and could continue to impact our financial performance and the value of our properties. In addition to the factors affecting national economic conditions generally, the factors affecting economic conditions in this area include:

- financial performance and productivity of the media, advertising, professional services, financial, technology, retail, insurance and real estate industries;
- business layoffs or downsizing;
- any oversupply of, or reduced demand for, real estate;
- industry slowdowns;
- the effects of inflation;
- interest rate fluctuations;
- relocations of businesses;
- changing demographics;
- work from home and use of alternative work places;
- changes in the number of domestic and international tourists to our markets (including as a result of changes in the relative strengths of world currencies);
- changes in diplomatic and trade relationships, as well as potential tariffs;
- the fiscal health of New York State and New York City governments and local transit authorities;
- quality of life conditions;
- infrastructure quality;
- increased government regulation and costs of complying with such regulations; and
- changes in rates or limitations on the deductibility of state and local taxes.

It is impossible for us to predict the future effect of trends in the economic and investment climates of the geographic areas in which we concentrate, and more generally of the United States, or the real estate markets in these areas. Local, national or global economic downturns could negatively affect the value of our properties, our businesses and profitability.

We are subject to risks that affect the general and New York City retail environments.

In 2024, approximately 18% of our NOI is from Manhattan retail properties. These properties are affected by the general and New York City retail environments, including the level of consumer spending and consumer confidence, Manhattan tourism, office and residential occupancy rates, employer remote-working policies, the threat of terrorism or other criminal acts, increasing competition from online retailers and other retail centers, and the impact of technological change upon the retail environment generally. These factors could adversely affect the financial condition of our retail tenants, or result in the bankruptcy of such tenants, and the willingness of retailers to lease space in our retail locations, which could have an adverse effect on the value of our properties, our business and profitability.

Our performance and the value of an investment in us are subject to risks associated with our real estate assets and with the real estate industry.

The value of our real estate and the value of an investment in us fluctuates depending on conditions in the general economy and the real estate business. These conditions may also adversely impact our revenues and cash flows.

The factors that affect the value of our real estate investments include, among other things:

- global, national, regional and local economic conditions and geopolitical events;
- competition from other available space, including co-working space and sub-leases;
- local conditions such as an oversupply of space or a reduction in demand for real estate in the area;
- how well we manage our properties;
- the development and/or redevelopment of our properties;
- changes in market rental rates;
- trends in office real estate, including many tenants' preferences for space in modern amenitized buildings which may require the landlord to incur significant capital expenditures;
- increased competition from online shopping and its impact on retail tenants and their demand for retail space;
- potential changes in trade relationships, new tariffs and other trade protection measures or barriers that may adversely affect retailers and retail store values;
- the timing and costs associated with property improvements and rentals;
- whether we are able to pass all or portions of any increases in operating costs through to tenants;
- changes in real estate taxes and other expenses;
- fluctuations in interest rates;
- the ability of state and local governments to operate within their budgets;
- whether tenants and users such as customers and shoppers consider a property attractive;
- changes in consumer preferences adversely affecting retailers and retail store values;
- changes in tenant space utilization;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- consequences of any armed conflict involving, or terrorist attacks against, the United States or individual acts of violence in public spaces;
- availability of financing on acceptable terms or at all;
- inflation or deflation;
- our ability to obtain adequate insurance;
- government regulation, including changes in fiscal policies, taxation, and zoning laws;
- potential liability and compliance costs associated with environmental or other laws or regulations;
- natural disasters;
- general competitive factors;
- climate change; and
- the impact of pandemics or outbreaks of other infectious diseases.

The rents or sales proceeds we receive and the occupancy levels at our properties may decline as a result of adverse changes in any of these factors. If rental revenues, sales proceeds and/or occupancy levels decline, we generally would expect to have less cash available for operating costs, to pay indebtedness and for distribution to equity holders. In addition, some of our major expenses, including mortgage payments, real estate taxes and maintenance costs generally do not decline when the related rents decline and maintenance costs can increase substantially in an inflationary environment. These factors may cause the value of our real estate assets to decline, which may result in non-cash impairment charges and the impact could be material.

Real estate is a competitive business and that competition may adversely impact us.

We compete with a large number of real estate investors, property owners and developers, some of whom may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, tenant concessions offered, attractiveness of location, the quality of the property and the breadth and the quality of services provided. Substantially all of our properties face competition from similar properties in the same market, which may adversely impact the rents we can charge at those properties and our results of operations.

Our commercial office properties are located primarily in highly developed areas of the New York metropolitan area. Manhattan is the largest office market in the United States. The number of competitive office properties in the New York metropolitan area, which may be newer, more amenitized or better located than our properties, could have a material adverse effect on our ability to lease office space at our properties and on the effective rents we are able to charge.

We may be unable to renew leases, lease vacant space or relet space as leases expire on favorable terms.

When our tenants decide not to renew their leases upon their expiration, we may not be able to relet the space. Even if tenants do renew or we can relet the space, the terms of renewal or reletting, considering among other things, rent and concessions, the cost of improvements to the property and leasing commissions, may be on less economically favorable terms. In addition, changes in space utilization by our tenants may impact our ability to renew or relet space without the need to incur substantial costs in renovating or redesigning the internal configuration of the relevant property and/or space. If we are unable to promptly renew leases or relet the space on economically favorable terms, our cash flow and ability to service debt obligations and pay dividends and distributions to equity holders could be adversely affected.

Bankruptcy or insolvency of tenants may decrease our revenues, net income and available cash.

From time to time, some of our tenants have declared bankruptcy, and other tenants may declare bankruptcy, become insolvent or experience a material business downturn adversely affecting their ability to make timely rental payments in the future. If a tenant does not pay its rent, we may face delays enforcing our rights as landlord and may incur substantial legal and other costs. Even if we are able to enforce our rights, a tenant may not have recoverable assets. The bankruptcy or insolvency of a major tenant may delay our efforts to collect past-due balances under the relevant leases and could ultimately preclude collection of these amounts altogether. As a result, the bankruptcy or insolvency of, or nonpayment by, a major tenant could cause us to suffer lower revenues and operational difficulties, including leasing the remainder of the property, which could in turn result in decreased net income and funds available to pay our indebtedness or make distributions to equity holders.

Some of our potential losses may not be covered by insurance.

For our properties, we maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, of which \$275,000,000, includes communicable disease coverage, and we maintain all risk property and rental value insurance with limits of \$2.0 billion per occurrence, with sub-limits for certain perils such as flood and earthquake, excluding communicable disease coverage. Our California properties have earthquake insurance with coverage of \$350,000,000 per occurrence and in the aggregate, subject to a deductible in the amount of 5% of the value of the affected property. We maintain coverage for certified terrorism acts with limits of \$6.0 billion per occurrence and in the aggregate (as listed below), \$1.2 billion for non-certified acts of terrorism, and \$5.0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological (“NBCR”) terrorism events, as defined by the Terrorism Risk Insurance Act of 2002, as amended to date and which has been extended through December 2027.

Penn Plaza Insurance Company, LLC (“PPIC”), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of \$2,396,808 and 20% of the balance of a covered loss and the Federal government is responsible for the remaining portion of a covered loss. We are ultimately responsible for any loss incurred by PPIC.

Certain condominiums in which we own an interest (including the Farley Condominiums) maintain insurance policies with different per occurrence and aggregate limits than our policies described above.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism and other events. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future. We are responsible for uninsured losses and for deductibles and losses in excess of our insurance coverage, which could adversely affect our business, results of operations and financial condition, the impact of which could be material.

Actual or threatened terrorist attacks or other criminal acts may adversely affect the value of our properties and our ability to generate cash flow.

We have significant investments in the New York City, Chicago and San Francisco metropolitan areas. In response to a terrorist attack, the perceived threat of terrorism, or other criminal acts, tenants in these areas may choose to relocate their businesses to less populated, lower-profile areas of the United States that may be perceived to be less likely targets of future terrorist activity or have lower rates of crime and fewer customers may choose to patronize businesses in these areas. This, in turn, would trigger a decrease in the demand for space in these areas, which could increase vacancies in our properties and force us to lease space on less favorable terms. Furthermore, we may experience increased costs in security, equipment and personnel. As a result, the value of our properties and the level of our revenues and cash flows could decline materially.

The effects of climate change could have a concentrated impact on the areas where we operate and could adversely impact our results.

Our investments are concentrated in the New York City, Chicago and San Francisco metropolitan areas. Physical climate change, and natural disasters, including earthquakes, storms, storm surges, tornados, floods and hurricanes, could cause significant damage to our properties and the surrounding environment or area. Potentially adverse consequences of climate change, including rising sea levels and increased temperature fluctuations, could similarly have an impact on our properties and the economies of the metropolitan areas in which we operate. Government efforts to combat climate change may impact the cost of operating our properties. Over time, these conditions could result in declining demand for office and retail space in our buildings or the inability of us to operate the buildings at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy at our properties and requiring us to expend funds as we seek to repair and protect our properties against such risks. The incurrence of these losses, costs or business interruptions may adversely affect our operating and financial results.

Our properties are located in urban areas, which means the vitality of our properties is reliant on sound transportation and utility infrastructure systems. If one of those systems is compromised in any way by an extreme weather event, such a compromise could have an adverse impact on our local economies and populations, as well as on our tenants' ability to do business in our buildings.

Our properties are subject to transitional risks related to climate-related policy change.

De-carbonization of grid-supplied energy (as has been mandated by the Climate Leadership and Community Protection Act in New York State) could lead to increased energy costs and operating expenses for our buildings. Retrofitting our building systems to consume less energy could lead to increased capital costs. In addition, buildings which consume fossil fuel onsite may be subject to penalties in the future. Although these laws and regulations have not had any material adverse effects on our business to date, they could result in substantial costs, including compliance costs, increased energy costs, retrofit costs and construction costs. We cannot predict how future laws and regulations, or future interpretations of current laws and regulations, related to climate change will affect our business, results of operations and financial condition.

We may become subject to costs, taxes or penalties, or increases therein, associated with natural resource or energy usage, such as a "carbon tax" and by local legislation such as New York City's Local Law 97, which sets limits on carbon emissions in our buildings and imposes penalties if we exceed those limits, and New York City's Intro 2317, or the "gas ban" bill, which limits any onsite fossil fuel combustion in new construction and major renovations. These costs, taxes or penalties could increase our operating costs and decrease the cash available to pay our obligations or distribute to our equity owners.

Changes to tax laws could affect REITs generally, the trading of our shares and our results of operations, both positively and negatively, in ways that are difficult to anticipate.

The rules dealing with U.S. federal, state and local income taxation are constantly under review by persons involved in the legislative process and by the IRS and the Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect the taxation of REITs and their shareholders. We cannot predict whether, when, in what form, or with what effective dates, tax laws, regulations and rulings may be enacted, promulgated or decided, or technical corrections made, which could result in an increase in our, or our shareholders', tax liability or require changes in the manner in which we operate in order to minimize increases in our tax liability. If such changes occur, we may be required to pay additional taxes on our assets or income and/or be subject to additional restrictions. These increased tax costs could, among other things, adversely affect the trading price for our common shares, our financial condition, our results of operations and the amount of cash available for the payment of dividends.

Significant inflation and increases in the inflation rate could adversely affect our business and financial results.

Elevated rates of inflation, both real and anticipated, may impact our business and results of operations. In a highly inflationary environment, we may be unable to raise rental rates at or above the rate of inflation, which could reduce our profit margins. In addition, our cost of labor and materials could increase, which could have an adverse impact on our business and financial results. Increased inflation could also adversely affect us by increasing costs of construction and renovation. While increases in most operating expenses at our properties can be passed on to our office and retail tenants, some tenants have fixed reimbursement charges and expenses at our residential properties may not be able to be passed on to residential tenants. Unreimbursed increased operating expenses may reduce cash flow available for payment of mortgage debt and interest and for distributions to shareholders.

We face risks associated with property acquisitions.

We have acquired in the past and intend to continue to pursue the acquisition of properties and portfolios of properties, including, but not limited to, large portfolios that would increase our size and could result in alterations to our capital structure. Furthermore, from time to time we have made, and in the future we may seek to make one or more, material acquisitions that we believe will maximize shareholder value. However, an announcement by us of one or more significant acquisitions could result in a quick and significant decline in the price of our securities. Our acquisition activities and their success are subject to the following risks:

- we may be unable to complete an acquisition of a property or portfolio even after entering into an acquisition agreement, making a non-refundable deposit and incurring certain other acquisition-related costs;
- we may be unable to obtain or assume financing for acquisitions on favorable terms or at all;
- increased interest rates will increase the cost of financing acquired properties, reducing the opportunities for attractive acquisitions;
- acquired properties may fail to perform as expected;
- the actual costs of repositioning, redeveloping or maintaining acquired properties may be greater than our estimates and may require significantly greater time and attention of management than anticipated;
- the acquisition agreement will likely contain conditions to closing, including completion of due diligence investigations to our satisfaction or other conditions that are not within our control, which may not be satisfied;
- acquired properties may be located in new markets where we may face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area, costs associated with opening a new regional office and unfamiliarity with local governmental and permitting procedures;
- we may acquire real estate through the acquisition of the ownership entity subjecting us to the risks of that entity and we may be exposed to the liabilities of properties or companies acquired, some of which we may not be aware of at the time of acquisition;
- we may face competition for acquisition opportunities from other well-capitalized investors, including publicly traded and privately held REITs, private real estate funds, domestic and foreign financial institutions, life insurance companies, sovereign wealth funds, pension trusts, partnerships and individual investors, which may cause an increase in the purchase price for a desired acquisition property or result in a competitor acquiring the desired property instead of us; and
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and this could have an adverse effect on our results of operations and financial condition.

Any delay or failure on our part to identify, negotiate, finance and consummate such acquisitions in a timely manner and on favorable terms, or operate acquired properties to meet our financial expectations, could impede our growth and have an adverse effect on us, including our financial condition, results of operations, cash flow and the market value of our securities. If we are unable to successfully acquire additional properties, our ability to grow our business could be adversely affected.

We are exposed to risks associated with property development, redevelopment and repositioning that could adversely affect us, including our financial condition and results of operations.

We are the owner of numerous development sites and continue to engage in redevelopment and repositioning activities with respect to our properties, and, accordingly, we are subject to certain risks, which could adversely affect us, including our financial condition and results of operations. These risks include, without limitation, (i) the availability and pricing of financing on favorable terms or at all; (ii) the availability and timely receipt of zoning and other regulatory approvals; (iii) cost overruns, especially in an inflationary environment, and untimely completion of construction (including risks beyond our control, such as weather or labor conditions, material shortages or supply chain delays); (iv) the potential for the fluctuation of occupancy rates and rents at redeveloped properties, which may result in our investment not being profitable; (v) start up, repositioning and redevelopment costs may be higher than anticipated; (vi) the potential that we may fail to recover expenses already incurred if we abandon development or redevelopment opportunities after we begin to explore them; (vii) the potential that we may expend funds on and devote management time to projects which we do not complete; (viii) the inability to complete leasing of a property on schedule or at all, resulting in an increase in carrying or redevelopment costs; (ix) the possibility that properties will be leased at below expected rental rates and (x) to the extent the redevelopment activities are conducted in partnership with third parties, the possibility of disputes with our joint venture

development partners and the potential that we miss certain project milestone deadlines. These risks could result in substantial unanticipated delays or expenses, prevent the initiation or the completion of redevelopment activities or reduce the ultimate rents achieved on new developments. These outcomes could have an adverse effect on our financial condition, results of operations, cash flow, the market value of our common shares and ability to satisfy our principal and interest obligations and to make distributions to our shareholders.

It may be difficult to sell real estate on a timely basis, which may limit our flexibility.

Real estate investments are relatively illiquid. Consequently, we may have limited ability to dispose of assets in our portfolio promptly in response to changes in economic or other conditions which could have an adverse effect on our sources of working capital and our ability to satisfy our debt obligations.

There may be limitations on our ability to sell or reduce the indebtedness of specific properties. In addition, when we dispose of or sell assets, we may not be able to reinvest the sales proceeds and earn similar returns.

As part of an acquisition of a property, or a portfolio of properties, we may agree, and in the past have agreed, not to dispose of the acquired properties or reduce the mortgage indebtedness for a long-term period, unless we pay certain of the resulting tax costs of the seller. These agreements could result in us holding on to properties that we would otherwise sell and not pay down or refinance the debt associated with those properties. In addition, when we dispose of or sell assets, we may not be able to reinvest the sales proceeds and earn returns similar to those generated by the assets that were sold.

From time to time we have made, and in the future we may seek to make investments in companies over which we do not have sole control. Some of these companies operate in industries with different risks than investing and operating real estate.

From time to time we have made, and in the future we may seek to make, investments in companies that we may not control. Although these businesses generally have a significant real estate component, some of them operate in businesses that are different from investing and operating real estate. Consequently, we are subject to operating and financial risks of those industries and to the risks associated with lack of control, such as having differing objectives than our partners or the entities in which we invest, or becoming involved in disputes, or competing directly or indirectly with these partners or entities. In addition, we rely on the internal controls and financial reporting controls of these entities and their failure to maintain effectiveness or comply with applicable standards may adversely affect us.

We are subject to risks involved in real estate activity through joint ventures.

We currently own properties through joint ventures with other persons and entities and may in the future acquire or own properties through joint ventures and other co-investment vehicles when we believe circumstances warrant the use of such structures. Joint venture investments involve risk, including: the possibility that our partners might refuse to make capital contributions when due and therefore we may be forced to make contributions to maintain the value of the property; that we may be responsible to our partners for indemnifiable losses; that our partners might at any time have business or economic goals that are inconsistent with ours; that third parties may be hesitant or refuse to transact with the joint venture due to the identity of our partners; and that our partners may be in a position to take action or withhold consent contrary to our recommendations, instructions or requests. For certain of our joint venture arrangements, we and our respective joint venture partners have rights including the ability to trigger a buy-sell, put right or forced sale arrangement, which could cause us to sell our interest, or acquire our partner's interest, or to sell the underlying asset, at a time when we otherwise would not have initiated such a transaction, without our consent or on unfavorable terms. In some instances, joint venture partners may have competing interests in our markets that could create conflicts of interest. These conflicts may include compliance with the REIT requirements, and our REIT status could be jeopardized if any of our joint ventures do not operate in compliance with REIT requirements. To the extent our partners do not meet their obligations to us or our joint ventures, or they take action inconsistent with the interests of the joint venture, we may be adversely affected.

We are exposed to risks related to our properties that are subject to ground leases arrangements which could adversely affect our results of operations.

We are the lessee under long-term ground lease arrangements at certain of our properties. Unless we purchase a fee interest in the underlying land or extend the terms of these leases prior to expiration, we will no longer operate these properties upon expiration of the leases, which could adversely affect our financial condition and results of operations. Furthermore, rent payments under such leasehold interests are periodically adjusted pursuant to the respective contractual arrangements, including the currently ongoing PENN 1 June 2023 rent reset process. These rent resets may result in materially higher rents that could adversely affect our financial condition and results of operation. Additionally, due to the greater risk associated with a loan secured by a leasehold interest than a loan secured by a fee interest, we face risks related to the availability and pricing of financing on favorable terms or at all for such ground leasehold interests.

RISKS RELATED TO OUR INDEBTEDNESS AND ACCESS TO CAPITAL

Significantly tighter capital markets and economic conditions have affected and may continue to materially affect our liquidity, financial condition and results of operations as well as the value of an investment in our debt and equity securities.

There are many factors that can affect the value of our debt and equity securities, including the state of the capital markets and the economy. Demand for office and retail space typically declines nationwide due to an economic downturn, bankruptcies, downsizing, layoffs and cost cutting. Government action or inaction may adversely affect the state of the capital markets. The cost and availability of credit may be adversely affected by illiquid credit markets and wider credit spreads, which may adversely affect our liquidity and financial condition, including our results of operations, and the liquidity and financial condition of our tenants. Our inability or the inability of our tenants to timely refinance maturing liabilities, access the capital markets and obtain reasonable pricing to meet liquidity needs may materially affect our financial condition and results of operations and the value of our securities.

We have outstanding debt, and its cost may continue to increase and refinancing may not be available on acceptable terms and could affect our future operations.

As of December 31, 2024, our consolidated mortgages and unsecured indebtedness, excluding related premium, discount and deferred financing costs, totaled \$8.3 billion. We rely on both secured and unsecured, variable rate and fixed rate debt to finance acquisitions and development activities and for working capital. We are subject to the risks normally associated with debt financing, including the risk that our cash flow from operations will be insufficient to meet our required debt service. Our debt service costs generally will not be reduced if conditions in the market or at our properties, such as the entry of new competitors or the loss of major tenants, cause a reduction in the income from our properties. Should such events occur, our operations may be adversely affected. If a property is mortgaged to secure payment of indebtedness and income from such property is insufficient to pay that indebtedness, the property could be foreclosed upon by the mortgagee resulting in our loss of the property.

If we are unable to obtain debt financing or refinance existing indebtedness upon maturity, our financial condition and results of operations would likely be adversely affected. In addition, the volatility in the interest rate environment has led to an increase in interest rates on our variable rate debt, including on new hedging instruments, and an increase in the cost of refinancing our existing debt and entering into new debt, all of which have reduced, and could continue to reduce, our operating cash flows. While certain of our debt is fixed by interest rate swap arrangements, the arrangements typically expire earlier than the mortgage loan maturity, resulting in future exposure to rising interest rates, which could further reduce our available cash. If the cost or amount of our indebtedness continues to increase or we cannot refinance our debt in sufficient amounts or on acceptable terms, we are at risk of credit rating downgrades and default on our obligations that could adversely affect our financial condition and results of operations.

We may not be able to obtain capital to make investments.

We depend primarily on external financing to fund the growth of our business. This is because one of the requirements of the Internal Revenue Code of 1986, as amended, for a REIT is that it distributes 90% of its taxable income, excluding net capital gains, to its shareholders. This, in turn, requires the Operating Partnership to make distributions to its unitholders. There is a separate requirement to distribute net capital gains or pay a corporate level tax in lieu thereof. Our access to debt or equity financing depends on the willingness of third parties to lend or make equity investments and on conditions in the capital markets generally. Although we believe that we will be able to finance any investments we may wish to make in the foreseeable future, there can be no assurance that new financing will be available or available on acceptable terms. For information about our available sources of funds, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” and the notes to the consolidated financial statements in this Annual Report on Form 10-K.

The hedge instruments we may use to manage our exposure to interest rate volatility involve risks.

The interest rate hedge instruments we may use to manage some of our exposure to interest rate volatility involve risks, including the risk that counterparties may fail to perform under these arrangements. If interest rates continue to fall, these arrangements may cause us to pay higher interest on our debt obligations than would otherwise be the case. In addition, the use of such instruments may generate income that may not be treated as qualifying REIT income for purposes of the 75% gross income test or 95% gross income test. Furthermore, there can be no assurance that our hedging arrangements will qualify as “highly effective” cash flow hedges under applicable accounting standards. If our hedges do not qualify as “highly effective,” the changes in the fair value of these instruments would be reflected in our results of operations and could adversely impact our earnings.

Covenants in our debt instruments could adversely affect our financial condition and our acquisitions and development activities.

Our unsecured indebtedness and debt that we may obtain in the future may contain customary restrictions, requirements and other limitations on our ability to incur indebtedness, including covenants that limit our ability to incur debt based upon the levels of certain ratios including total debt to total assets, secured debt to total assets, EBITDA to interest expense, and fixed charges, and that require us to maintain a certain ratio of unencumbered assets to unsecured debt. Our ability to borrow is subject to compliance with these and other covenants. In addition, failure to comply with our covenants could cause a default under the applicable debt instrument, and we may then be required to repay such debt with capital from such other sources or give possession of a secured property to the lender. Under those circumstances, other sources of capital may not be available to us or may be available only on unattractive terms. Further, depending on market conditions at the time of any refinancing, the covenants included as part of the terms of such refinancing may be more restrictive than the existing indebtedness.

In addition, our debt instruments contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain it could result in acceleration of repayment of such debt instruments and adversely affect our ability to finance or refinance our properties and expand our portfolio.

A downgrade in our credit ratings could materially and adversely affect our business and financial condition.

Our credit rating and the credit ratings assigned to our debt securities and our preferred shares could change in the future based upon, among other things, our results of operations and financial condition. Our ratings are subject to ongoing evaluation by credit rating agencies, and any rating could be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant such action. Moreover, these credit ratings are not recommendations to buy, sell or hold our common shares or any other securities. If any of the credit rating agencies that have rated our securities downgrades or lowers its credit rating, or if any credit rating agency indicates that it has placed any such rating on a “watch list” for a possible downgrading or lowering, or otherwise indicates that its outlook for that rating is negative, such action could have a material adverse effect on our costs and availability of funding. For instance, if we fail to maintain the credit ratings currently assigned to our senior debt, the interest rates payable on outstanding debt under our unsecured term loan and revolving credit facilities would increase and we may be required to post additional collateral under certain of our existing loan agreements. Furthermore, any future lowering of our credit ratings or outlook would likely make it more difficult and/or more expensive for us to obtain additional debt financing. Our failure to maintain or improve our credit ratings could in turn have a material adverse effect on our financial condition, results of operations, cash flows, the trading/redemption price of our securities, and our ability to satisfy our debt service obligations and to pay dividends and distributions to our equity holders.

RISKS RELATED TO OUR ORGANIZATION AND STRUCTURE

We depend on dividends and distributions from our direct and indirect subsidiaries. The creditors and preferred equity holders of these subsidiaries are entitled to amounts payable to them by the subsidiaries before the subsidiaries may pay any dividends or distributions to us.

Substantially all of Vornado’s assets are held through the Operating Partnership which holds substantially all of its properties and assets through subsidiaries. The Operating Partnership’s cash flow is dependent on cash distributions to it by its subsidiaries, and in turn, substantially all of Vornado’s cash flow is dependent on cash distributions to it by the Operating Partnership. The creditors of each of Vornado’s direct and indirect subsidiaries are entitled to payment of that subsidiary’s obligations to them, when due and payable, before distributions may be made by that subsidiary to its equity holders. Thus, the Operating Partnership’s ability to make distributions to its equity holders depends on its subsidiaries’ ability first to satisfy their obligations to their creditors and then to make distributions to the Operating Partnership. Consequently, Vornado’s ability to pay dividends to its holders of common and preferred shares depends on the Operating Partnership’s ability first to satisfy its obligations to its creditors and make distributions to holders of its preferred units and then to make distributions to Vornado.

Furthermore, the holders of preferred units of the Operating Partnership are entitled to receive preferred distributions before payment of distributions to the Operating Partnership’s equity holders, including Vornado. Thus, Vornado’s ability to pay cash dividends to its equity holders and satisfy its debt obligations depends on the Operating Partnership’s ability first to satisfy its obligations to its creditors and make distributions to holders of its preferred units and then to its equity holders, including Vornado. As of December 31, 2024, there were six series of preferred units of the Operating Partnership not held by Vornado with a total liquidation value of \$53,219,000.

In addition, Vornado’s participation in any distribution of the assets of any of its direct or indirect subsidiaries upon the liquidation, reorganization or insolvency is only after the claims of the creditors, including trade creditors and preferred equity holders, are satisfied.

Vornado's Amended and Restated Declaration of Trust (the "declaration of trust") sets limits on the ownership of its shares.

Generally, for Vornado to maintain its qualification as a REIT under the Internal Revenue Code, not more than 50% in value of the outstanding shares of beneficial interest of Vornado may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of Vornado's taxable year. The Internal Revenue Code defines "individuals" for purposes of the requirement described in the preceding sentence to include some types of entities. Under Vornado's declaration of trust, as amended, no person may own more than 6.7% of the outstanding common shares of any class, or 9.9% of the outstanding preferred shares of any class, with some exceptions for persons who held common shares in excess of the 6.7% limit before Vornado adopted the limit and other persons approved by Vornado's Board of Trustees. In addition, our declaration of trust includes restrictions on ownership of our common shares and preferred shares to preserve our status as a "domestically controlled qualified investment entity" within the meaning of Section 897 (h)(4)(B) of the Internal Revenue Code of 1986, as amended. These restrictions on transferability and ownership may delay, deter or prevent a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of equity holders.

The Maryland General Corporation Law (the "MGCL") contains provisions that may reduce the likelihood of certain takeover transactions.

The MGCL imposes conditions and restrictions on certain "business combinations" (including, among other transactions, a merger, consolidation, share exchange, or, in certain circumstances, an asset transfer or issuance of equity securities) between a Maryland REIT and certain persons who beneficially own at least 10% of the corporation's stock (an "interested shareholder"). Unless approved in advance by the board of trustees of the trust, or otherwise exempted by the statute, such a business combination is prohibited for a period of five years after the most recent date on which the interested shareholder became an interested shareholder. After such five-year period, a business combination with an interested shareholder must be: (a) recommended by the board of trustees of the trust, and (b) approved by the affirmative vote of at least (i) 80% of the trust's outstanding shares entitled to vote and (ii) two-thirds of the trust's outstanding shares entitled to vote which are not held by the interested shareholder with whom the business combination is to be effected, unless, among other things, the trust's common shareholders receive a "fair price" (as defined by the statute) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for his or her shares.

In approving a transaction, Vornado's Board of Trustees may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the Board of Trustees. Vornado's Board of Trustees has adopted a resolution exempting any business combination between Vornado and any trustee or officer of Vornado or its affiliates. As a result, any trustee or officer of Vornado or its affiliates may be able to enter into business combinations with Vornado that may not be in the best interest of our equity holders. With respect to business combinations with other persons, the business combination provisions of the MGCL may have the effect of delaying, deferring or preventing a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of our equity holders. The business combination statute may discourage others from trying to acquire control of Vornado and increase the difficulty of consummating any offer.

Title 3, Subtitle 8 of the MGCL permits our Board of Trustees, without shareholder approval and regardless of what is currently provided in our declaration of trust or bylaws, to implement certain takeover defenses, including adopting a classified board or increasing the vote required to remove a trustee. Such takeover defenses may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide our common shareholders with the opportunity to realize a premium over the then current market price.

Vornado may issue additional shares in a manner that could adversely affect the likelihood of certain takeover transactions.

Vornado's declaration of trust authorizes the Board of Trustees to:

- cause Vornado to issue additional authorized but unissued common shares or preferred shares;
- classify or reclassify, in one or more series, any unissued preferred shares;
- set the preferences, rights and other terms of any classified or reclassified shares that Vornado issues; and
- increase, without shareholder approval, the number of shares of beneficial interest that Vornado may issue.

Vornado's Board of Trustees could establish a series of preferred shares whose terms could delay, deter or prevent a change in control of Vornado, and therefore of the Operating Partnership, or other transaction that might involve a premium price or otherwise be in the best interest of our equity holders, although Vornado's Board of Trustees does not now intend to establish a series of preferred shares of this kind. Vornado's declaration of trust and bylaws contain other provisions that may delay, deter or prevent a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of our equity holders.

We may change our policies without obtaining the approval of our equity holders.

Our operating and financial policies, including our policies with respect to acquisitions of real estate or other companies, growth, operations, indebtedness, capitalization, dividends and distributions, are exclusively determined by Vornado's Board of Trustees. Accordingly, our equity holders do not control these policies.

Steven Roth and Interstate Properties may exercise substantial influence over us. They and some of Vornado's other trustees and officers have interests or positions in other entities that may compete with us.

As of December 31, 2024, Interstate Properties, a New Jersey general partnership, and its partners beneficially owned an aggregate of approximately 7.1% of the common shares of beneficial interest of Vornado and 26.0% of the common stock of Alexander's, which is described below. Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are the three partners of Interstate Properties. Mr. Roth is the Chairman of the Board of Trustees and Chief Executive Officer of Vornado, the managing general partner of Interstate Properties, and the Chairman of the Board of Directors and Chief Executive Officer of Alexander's. Messrs. Mandelbaum and Wight are Trustees of Vornado and Directors of Alexander's.

Because of these overlapping interests, Mr. Roth and Interstate Properties and its partners may have substantial influence over Vornado, and therefore over the Operating Partnership. In addition, certain decisions concerning our operations or financial structure may present conflicts of interest among Messrs. Roth, Mandelbaum and Wight and Interstate Properties and our other equity holders. In addition, Mr. Roth, Interstate Properties and its partners, and Alexander's currently and may in the future engage in a wide variety of activities in the real estate business which may result in conflicts of interest with respect to matters affecting us, such as which of these entities or persons, if any, may take advantage of potential business opportunities, the business focus of these entities, the types of properties and geographic locations in which these entities make investments, potential competition between business activities conducted, or sought to be conducted, competition for properties and tenants, possible corporate transactions such as acquisitions and other strategic decisions affecting the future of these entities.

We manage and lease the real estate assets of Interstate Properties pursuant to a management agreement for which we receive an annual fee equal to 4% of annual base rent and percentage rent. See Note 21 – *Related Party Transactions* to our consolidated financial statements in this Annual Report on Form 10-K for additional information.

There may be conflicts of interest between Alexander's and us.

As of December 31, 2024, we owned 32.4% of the outstanding common stock of Alexander's. Alexander's is a REIT that has five properties, which are located in the greater New York metropolitan area. In addition to the 2.3% that they indirectly own through Vornado, Interstate Properties, which is described above, and its partners owned 26.0% of the outstanding common stock of Alexander's as of December 31, 2024. Mr. Roth is the Chairman of the Board of Trustees and Chief Executive Officer of Vornado, the managing general partner of Interstate Properties, and the Chairman of the Board of Directors and Chief Executive Officer of Alexander's. Messrs. Mandelbaum and Wight are Trustees of Vornado and Directors of Alexander's and general partners of Interstate Properties. Ms. Mandakini Puri is a Trustee of Vornado and Director of Alexander's.

We manage, develop and lease Alexander's properties under management, development and leasing agreements under which we receive annual fees from Alexander's. These agreements are described in Note 4 – *Investments in Partially Owned Entities* to our consolidated financial statements in this Annual Report on Form 10-K.

RISKS RELATED TO OUR COMMON SHARES AND OPERATING PARTNERSHIP CLASS A UNITS

The trading price of Vornado's common shares has been volatile and may continue to fluctuate.

The trading price of Vornado's common shares has been volatile and may continue to fluctuate widely as a result of several factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the equity prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations have in the past and may in the future adversely affect the market price of Vornado's common shares and the redemption price of the Operating Partnership's Class A units. These factors include:

- our financial condition and performance;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- our dividend policy;
- the reputation of REITs and real estate investments generally and the attractiveness of REIT equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income securities;
- uncertainty and volatility in the equity and credit markets;
- fluctuations in interest rates;
- changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other REITs;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- the extent of institutional investor interest in us;
- the extent of short-selling of Vornado common shares and the shares of our competitors;
- fluctuations in the stock price and operating results of our competitors;

- share repurchase plans;
- general financial and economic market conditions and, in particular, developments related to market conditions for office REITs and other real estate related companies and the New York City real estate market;
- inflation;
- local, domestic and international economic factors unrelated to our performance (including the macro-economic impact of geopolitical conflicts);
- fiscal policies or inaction at the U.S. federal government level that may lead to federal government shutdowns or negative impacts on the U.S. economy;
- changes in tax laws and rules; and
- all other risk factors addressed elsewhere in this Annual Report on Form 10-K.

A significant decline in Vornado's stock price could result in substantial losses for our equity holders.

Vornado has many shares available for future sale, which could hurt the market price of its shares and the redemption price of the Operating Partnership's units.

The interests of equity holders could be diluted if we issue additional equity securities. As of December 31, 2024, Vornado had authorized but unissued 59,153,420 common shares of beneficial interest, \$0.04 par value, and 58,390,820 preferred shares of beneficial interest, no par value; of which 21,273,952 common shares are reserved for issuance upon redemption of Class A Operating Partnership units, convertible securities and employee stock options and 11,200,000 preferred shares are reserved for issuance upon redemption of preferred Operating Partnership units. The reserved common shares exclude the potential conversion of appreciation-only long-term incentive plan units ("AO LTIP Units") and performance AO LTIP Units which may be converted into Class A Operating Partnership Units if a specified price is met. Any shares not reserved may be issued from time to time in public or private offerings or in connection with acquisitions. In addition, common and preferred shares reserved may be sold upon issuance in the public market after registration under the Securities Act or under Rule 144 under the Securities Act or other available exemptions from registration. We cannot predict the effect that future sales of Vornado's common and preferred shares or Operating Partnership Class A and preferred units will have on the market prices of our securities.

In addition, under Maryland law, Vornado's Board of Trustees has the authority to increase the number of authorized shares without shareholder approval.

Loss of our key personnel could harm our operations and adversely affect the value of our common shares and Operating Partnership Class A units.

We are dependent on the efforts of Steven Roth, the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. While we believe that we could find a replacement for him and other key personnel, the loss of their services could harm our operations and adversely affect the value of our securities.

RISKS RELATED TO REGULATORY COMPLIANCE

Vornado may fail to qualify or remain qualified as a REIT and may be required to pay federal income taxes at corporate rates, which could adversely impact the value of our common shares.

Although we believe that Vornado will remain organized and will continue to operate so as to qualify as a REIT for federal income tax purposes, Vornado may fail to remain so qualified. Qualifications are governed by highly technical and complex provisions of the Internal Revenue Code for which there are only limited judicial or administrative interpretations and depend on various facts and circumstances that are not entirely within our control. In addition, legislation, new regulations, administrative interpretations or court decisions may significantly change the relevant tax laws and/or the federal income tax consequences of qualifying as a REIT. If, with respect to any taxable year, Vornado fails to maintain its qualification as a REIT and does not qualify under statutory relief provisions, Vornado could not deduct distributions to shareholders in computing our taxable income and would have to pay federal income tax on its taxable income at regular corporate rates. The federal income tax payable would include any applicable alternative minimum tax. If Vornado had to pay federal income tax, the amount of money available to distribute to equity holders and pay its indebtedness would be reduced for the year or years involved, and Vornado would not be required to make distributions to shareholders in that taxable year and in future years until it was able to qualify as a REIT and did so. In addition, Vornado would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost, unless Vornado were entitled to relief under the relevant statutory provisions. Our failure to qualify as a REIT could impact our ability to expand our business and raise capital and adversely affect the price of our common shares.

We may face possible adverse federal tax audits and changes in federal tax laws, which may result in an increase in our tax liability.

In the normal course of business, certain entities through which we own real estate either have undergone or may undergo tax audits. Although we believe that we have substantial arguments in favor of our positions, in some instances there is no controlling precedent or interpretive guidance. There can be no assurance that audits will not occur with increased frequency or that the ultimate result of such audits will not have a material adverse effect on our results of operations.

At any time, the U.S. federal income tax laws governing REITs or the administrative interpretations of those laws may be amended. We cannot predict if or when any new U.S. federal income tax law, regulation, or administrative interpretation, or any amendment to any existing U.S. federal income tax law, Treasury regulation or administrative interpretation, will be adopted, promulgated or become effective and any such law, regulation, or interpretation may take effect retroactively. Vornado, its taxable REIT subsidiaries, and our security holders could be adversely affected by any such change in, or any new, U.S. federal income tax law, Treasury regulation or administrative interpretation.

We may face possible adverse state and local tax audits and changes in state and local tax law.

Because Vornado is organized and qualifies as a REIT, it is generally not subject to federal income taxes, but we are subject to certain state and local taxes. In the normal course of business, certain entities through which we own real estate either have undergone, or are currently undergoing, tax audits. Although we believe that we have substantial arguments in favor of our positions in the ongoing audits, in some instances there is no controlling precedent or interpretive guidance on the specific point at issue. There can be no assurance that audits will not occur with increased frequency or that the ultimate result of such audits will not have a material adverse effect on our results of operations.

From time to time changes in state and local tax laws or regulations are enacted, which may result in an increase in our tax liability. A shortfall in tax revenues for states and municipalities in which we operate may lead to an increase in the frequency and size of such changes including changes in laws, regulations and administration of property and transfer taxes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and the amount of cash available for the payment of dividends and distributions to our security holders.

Compliance or failure to comply with the Americans with Disabilities Act (the "ADA") or other safety regulations and requirements could result in substantial costs.

The ADA generally requires that public buildings, including our properties, meet certain Federal requirements related to access and use by disabled persons. Noncompliance could result in the imposition of fines by the Federal government or the award of damages to private litigants and/or legal fees to their counsel. From time to time persons have asserted claims against us with respect to some of our properties under the ADA, but to date such claims have not resulted in any material expense or liability. If, under the ADA, we are required to make substantial alterations and capital expenditures in one or more of our properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations, as well as the amount of cash available for distribution to equity holders.

Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect our cash flow and results of operations.

We may incur significant costs to comply with environmental laws and environmental contamination may impair our ability to lease and/or sell real estate.

Our operations and properties are subject to various federal, state and local laws and regulations concerning the protection of the environment, including air and water quality, hazardous or toxic substances and health and safety. Under some environmental laws, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property. The owner or operator may also be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean-up costs incurred by those parties because of the contamination. These laws often impose liability without regard to whether the owner or operator knew of the release of the substances or caused the release. The presence of contamination or the failure to remediate contamination may also impair our ability to sell or lease real estate or to borrow using the real estate as collateral. Other laws and regulations govern indoor and outdoor air quality including those that can require the abatement or removal of asbestos-containing materials in the event of damage, demolition, renovation or remodeling and govern emissions of and exposure to asbestos fibers in the air. The maintenance and removal of lead paint and certain electrical equipment containing polychlorinated biphenyls (PCBs) are also regulated by federal and state laws. We are also subject to risks associated with human exposure to chemical or biological contaminants such as molds, pollens, viruses and bacteria which, above certain levels, can be alleged to be connected to allergic or other health effects and symptoms in susceptible individuals. Our predecessor companies may be subject to similar liabilities for activities of those companies in the past. We could incur fines for environmental compliance and be held liable for the costs of remedial action with respect to the foregoing regulated substances or related claims arising out of environmental contamination or human exposure to contamination at or from our properties.

Each of our properties has been subject to varying degrees of environmental assessment. To date, these environmental assessments have not revealed any environmental condition material to our business. However, identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, human exposure to contamination or changes in clean-up or compliance requirements could result in significant costs to us.

RISKS RELATED TO TECHNOLOGY, CYBERSECURITY AND DATA PROTECTION

The occurrence of cyber incidents, or a deficiency in our cyber security, as well as other disruptions to our IT networks and related systems, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our business relationships or reputation, all of which could negatively impact our financial results.

Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems) and, in some cases, may be critical to the operations of certain of our tenants. We face risks associated with security breaches, whether through cyber attacks, malware, ransomware, computer viruses, phishing, attachments to e-mails, persons who access our systems from inside or outside our organization, and other significant disruptions of our IT networks and related systems. Our suppliers, subcontractors, and joint venture partners face similar threats and an incident at one of these entities could adversely impact our business. These entities are typically outside our control and may have access to certain of our information with varying levels of security and cybersecurity resources. The risk of a security breach or disruption, particularly through cyber attack, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks from around the world have increased, including through the use of artificial intelligence. Although we have not experienced cyber incidents that are individually, or in the aggregate, material, the incidents we have experienced thus far have been mitigated by preventative, detective, and responsive measures that we have put in place. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Unauthorized parties, whether within or outside our company, may disrupt or gain access to our systems, or those of third parties with whom we do business, through human error, misfeasance, fraud, trickery, or other forms of deceit, including break-ins, use of stolen credentials, social engineering, phishing, computer viruses or other malicious codes, and similar means of unauthorized and destructive tampering. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed to not be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk.

A security breach or other significant disruption involving our IT networks and related systems could disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our tenants; result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of, proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or which could expose us to damage claims by third-parties for disruptive, destructive or otherwise harmful purposes and outcomes; result in our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space; require significant management attention and resources to remedy any damages that result; may require payments to the attackers; subject us to litigation claims for breach of contract, damages, credits, fines, penalties, governmental investigations and enforcement actions or termination of leases or other agreements; or damage our reputation among our tenants and investors generally. Any or all of the foregoing could have a material adverse effect on our results of operations, financial condition and cash flows.

A cyber attack or systems failure could interfere with our ability to comply with financial reporting requirements, which could adversely affect us. A cyber attack could also compromise the confidential information of our employees, tenants, customers and vendors. A successful attack could disrupt and materially affect our business operations, including damaging relationships with tenants, customers and vendors. Any compromise of our information security systems could also result in a violation of applicable privacy and other laws, significant legal and financial exposure, damage to our reputation, loss or misuse of the information (which may be confidential, proprietary and/or commercially sensitive in nature) and a loss of confidence in our security measures, which could harm our business.

For additional information on our cybersecurity risk management process, see Item 1C. Cybersecurity.

ITEM 1B. UNRESOLVED STAFF COMMENTS

There are no unresolved comments from the staff of the Securities and Exchange Commission as of the date of this Annual Report on Form 10-K.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

We employ a comprehensive risk management strategy for the assessment, identification and management of material risks stemming from cybersecurity threats. Our methodologies involve a systematic evaluation of potential threats, vulnerabilities, and their potential impacts on our organization's operations, data, and systems.

Our cybersecurity risk management program is integrated into our overall enterprise risk management program, and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program, including legal, compliance, strategic, operational, and financial risk areas.

Our cybersecurity risk management program includes:

- Risk assessments designed to help identify material cybersecurity risks to our critical systems, information, and our broader enterprise IT environment;
- A team principally responsible for managing our (i) cybersecurity risk assessment processes, (ii) security controls and (iii) response to cybersecurity incidents;
- The use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;
- Cybersecurity awareness training of our employees, incident response personnel and senior management, including through the use of third-party providers for regular mandatory trainings;
- A cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- A risk management process for third-party service providers, suppliers, and vendors. We employ rigorous vetting processes and ongoing monitoring mechanisms designed to ensure their compliance with cybersecurity standards.

As of the date of this Annual Report on Form 10-K, we are not aware of any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition.

Governance

Our Board of Trustees considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee (the "Committee") oversight of cybersecurity and other information technology risks. The Committee oversees management's implementation of our cybersecurity risk management program.

The Committee receives periodic reports from management on our potential cybersecurity risks and threats and receives presentations on cybersecurity topics from our Chief Information Officer. The Committee reports to the full Board of Trustees regarding its activities, including those related to cybersecurity. The full Board of Trustees also receives briefings from management on cybersecurity matters as needed.

Our management team, including our Chief Information Officer, is responsible for assessing and managing our material risks from cybersecurity threats. The team has primary responsibility for our overall cybersecurity risk management program and supervises both our internal cybersecurity personnel and our retained external cybersecurity consultants. Our Chief Information Officer has many years of experience leading cybersecurity oversight and overall has broad, extensive experience with information technology, including security, auditing, compliance, systems and programming.

Our management team supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in the IT environment. Our cybersecurity incident response plan governs our assessment and response upon the occurrence of a material cybersecurity incident, including the process for informing senior management and our Board of Trustees.

ITEM 2. PROPERTIES

PROPERTY LISTING

We operate in two reportable segments: New York and Other. The following pages provide details of our real estate properties as of December 31, 2024.

NEW YORK SEGMENT Property	% Ownership	Type	% Occupancy	Square Feet		
				In Service	Under Development or Not Available for Lease	Total Property
PENN 1 (ground leased through 2098) ⁽¹⁾	100.0 %	Office / Retail	83.7 %	2,552,000	—	2,552,000
1290 Avenue of the Americas	70.0 %	Office / Retail	92.7 %	2,106,000	—	2,106,000
PENN 2	100.0 %	Office / Retail	100.0 %	402,000	1,393,000	1,795,000
909 Third Avenue (ground leased through 2063) ⁽¹⁾	100.0 %	Office	93.1 %	1,352,000	—	1,352,000
280 Park Avenue ⁽²⁾	50.0 %	Office / Retail	92.2 %	1,266,000	—	1,266,000
Independence Plaza, Tribeca (1,327 units) ⁽²⁾	50.1 %	Retail / Residential	54.7 % ⁽³⁾	1,258,000	—	1,258,000
770 Broadway	100.0 %	Office / Retail	56.0 %	1,183,000	—	1,183,000
PENN 11	100.0 %	Office / Retail	99.6 %	1,151,000	—	1,151,000
100 West 33rd Street	100.0 %	Office / Retail	73.1 %	1,115,000	—	1,115,000
90 Park Avenue	100.0 %	Office / Retail	98.2 %	956,000	—	956,000
One Park Avenue	100.0 %	Office / Retail	93.6 %	945,000	—	945,000
888 Seventh Avenue (ground leased through 2067) ⁽¹⁾	100.0 %	Office / Retail	84.3 %	887,000	—	887,000
The Farley Building (ground and building leased through 2116) ⁽¹⁾	95.0 %	Office / Retail	91.7 %	846,000	—	846,000
330 West 34th Street (65.2% ground leased through 2149) ⁽¹⁾	100.0 %	Office / Retail	77.3 %	726,000	—	726,000
85 Tenth Avenue ⁽²⁾	49.9 %	Office / Retail	85.8 %	638,000	—	638,000
650 Madison Avenue ⁽²⁾	20.1 %	Office / Retail	82.9 %	601,000	—	601,000
350 Park Avenue	100.0 %	Office	100.0 %	585,000	—	585,000
150 East 58th Street ⁽⁴⁾	100.0 %	Office / Retail	81.7 %	544,000	—	544,000
7 West 34th Street ⁽²⁾	53.0 %	Office / Retail	100.0 %	477,000	—	477,000
595 Madison Avenue	100.0 %	Office / Retail	89.0 %	330,000	—	330,000
640 Fifth Avenue ⁽²⁾	52.0 %	Office / Retail	92.2 %	315,000	—	315,000
Sunset Pier 94 Studios (ground and building leased through 2110) ⁽¹⁾⁽²⁾	49.9 %	Studio	(5)	—	266,000	266,000
260 Eleventh Avenue (ground leased through 2114) ⁽¹⁾	100.0 %	Office	100.0 %	209,000	—	209,000
4 Union Square South	100.0 %	Retail	100.0 %	204,000	—	204,000
61 Ninth Avenue (2 buildings) (ground leased through 2115) ⁽¹⁾⁽²⁾	45.1 %	Office / Retail	100.0 %	194,000	—	194,000
512 West 22nd Street ⁽²⁾	55.0 %	Office / Retail	100.0 %	173,000	—	173,000
825 Seventh Avenue	51.2 %	Office ⁽²⁾ / Retail	80.1 %	173,000	—	173,000
1540 Broadway ⁽²⁾	52.0 %	Retail	78.5 %	161,000	—	161,000
Paramus	100.0 %	Office	85.6 %	129,000	—	129,000
666 Fifth Avenue ⁽²⁾⁽⁶⁾	52.0 %	Retail	100.0 %	114,000	—	114,000
1535 Broadway ⁽²⁾	52.0 %	Retail / Theatre	99.3 %	107,000	—	107,000
57th Street (2 buildings) ⁽²⁾	50.0 %	Office / Retail	71.2 %	103,000	—	103,000
689 Fifth Avenue ⁽²⁾	52.0 %	Office / Retail	100.0 %	97,000	—	97,000
150 West 34th Street	100.0 %	Retail	100.0 %	79,000	—	79,000
655 Fifth Avenue ⁽²⁾	50.0 %	Retail	100.0 %	57,000	—	57,000
435 Seventh Avenue	100.0 %	Retail	100.0 %	43,000	—	43,000
606 Broadway	50.0 %	Office / Retail	24.8 %	36,000	—	36,000
697-703 Fifth Avenue ⁽²⁾	44.8 %	Retail	100.0 %	26,000	—	26,000
1131 Third Avenue	100.0 %	Retail	100.0 %	23,000	—	23,000
131-135 West 33rd Street	100.0 %	Retail	100.0 %	23,000	—	23,000

See notes on page 28.

PROPERTY LISTING – CONTINUED

NEW YORK SEGMENT – CONTINUED Property	% Ownership	Type	% Occupancy	Square Feet		Total Property
				In Service	Under Development or Not Available for Lease	
715 Lexington Avenue	100.0 %	Retail	100.0 %	22,000	—	22,000
537 West 26th Street	100.0 %	Retail	100.0 %	17,000	—	17,000
334 Canal Street	100.0 %	Retail / Residential	— % ⁽³⁾	—	14,000	14,000
304-306 Canal Street	100.0 %	Retail / Residential	100.0 % ⁽³⁾	4,000	9,000	13,000
40 East 66th Street (3 units)	100.0 %	Residential	100.0 %	10,000	—	10,000
431 Seventh Avenue	100.0 %	Retail	100.0 %	9,000	—	9,000
138-142 West 32nd Street	100.0 %	Retail	80.3 %	8,000	—	8,000
339 Greenwich Street	100.0 %	Retail	100.0 %	8,000	—	8,000
966 Third Avenue	100.0 %	Retail	100.0 %	7,000	—	7,000
968 Third Avenue ⁽²⁾	50.0 %	Retail	100.0 %	7,000	—	7,000
137 West 33rd Street	100.0 %	Retail	100.0 %	3,000	—	3,000
57th Street ⁽²⁾	50.0 %	Land	(5)	—	—	—
Eighth Avenue and 34th Street	100.0 %	Land	(5)	—	—	—
Hotel Pennsylvania Site (PENN 15)	100.0 %	Land	(5)	—	—	—
Other (3 buildings)	100.0 %	Retail	100.0 %	16,000	—	16,000
Alexander's, Inc.:						
731 Lexington Avenue ⁽²⁾	32.4 %	Office / Retail	98.9 %	1,080,000	—	1,080,000
Rego Park II, Queens (6.6 acres) ⁽²⁾	32.4 %	Retail	99.0 %	479,000	136,000	615,000
Rego Park I, Queens (4.8 acres) ⁽²⁾	32.4 %	Retail	100.0 %	86,000	252,000	338,000
The Alexander Apartment Tower, Queens (312 units) ⁽²⁾	32.4 %	Residential	94.2 %	255,000	—	255,000
Flushing, Queens (1.0 acre ground leased through 2037) ⁽¹⁾⁽²⁾	32.4 %	Retail	100.0 %	167,000	—	167,000
Total New York Segment			88.6 %	24,364,000	2,070,000	26,434,000
Our Ownership Interest			87.6 %	19,241,000	1,675,000	20,916,000

See notes on page 28.

PROPERTY LISTING – CONTINUED

OTHER SEGMENT Property	% Ownership	Type	% Occupancy	Square Feet		Total Property
				In Service	Under Development or Not Available for Lease	
THE MART:						
THE MART, Chicago	100.0 %	Office / Retail / Trade show / Showroom	80.1 %	3,684,000	—	3,684,000
527 West Kinzie, Chicago	100.0 %	Land	(5)	—	—	—
Other (2 properties) ⁽²⁾ , Chicago	50.0 %	Retail	89.5 %	19,000	—	19,000
Total THE MART			80.2 %	3,703,000	—	3,703,000
Our Ownership Interest			80.1 %	3,694,000	—	3,694,000
555 California Street:						
555 California Street	70.0 %	Office / Retail	96.6 %	1,507,000	—	1,507,000
315 Montgomery Street	70.0 %	Office / Retail	93.6 %	236,000	—	236,000
345 Montgomery Street	70.0 %	Office / Retail	— %	78,000	—	78,000
Total 555 California Street			92.0 %	1,821,000	—	1,821,000
Our Ownership Interest			92.0 %	1,275,000	—	1,275,000
Other:						
Rosslyn Plaza, VA (197 units) ⁽²⁾	45.6 %	Office / Residential	28.5 % ⁽³⁾	685,000	304,000	989,000
Fashion Centre Mall / Washington Tower, VA ⁽²⁾	7.5 %	Office / Retail	93.4 %	1,038,000	—	1,038,000
Wayne Towne Center, Wayne, NJ (ground leased through 2064) ⁽¹⁾	100.0 %	Retail	100.0 %	686,000	4,000	690,000
Annapolis, MD (ground leased through 2042) ⁽¹⁾	100.0 %	Retail	100.0 %	128,000	—	128,000
Atlantic City, NJ (11.3 acres ground leased through 2070 to VICI Properties for a portion of the Borgata Hotel and Casino complex)	100.0 %	Land	100.0 %	—	—	—
Total Other			83.5 %	2,537,000	308,000	2,845,000
Our Ownership Interest			86.5 %	1,202,000	144,000	1,346,000

(1) Term assumes all renewal options exercised, if applicable.

(2) Denotes property not consolidated in the accompanying consolidated financial statements and related financial data included in the Annual Report on Form 10-K.

(3) Excludes residential occupancy statistics.

(4) Includes 962 Third Avenue (the Annex building to 150 East 58th Street) 50.0% ground leased through 2118 (assuming all renewal options are exercised).

(5) Properties under development or to be developed.

(6) 75,000 square feet is leased from the 666 Fifth office condominium. On January 8, 2025, the Fifth Avenue and Times Square joint venture completed the sale to UNIQLO of the portion of its U.S. flagship store at 666 Fifth Avenue. In conjunction with the sale, the lease with the 666 Fifth Avenue office condominium was terminated. The joint venture continues to own 23,832 square feet of retail space at 666 Fifth Avenue. See page 37 for details.

TOP 10 TENANTS BASED ON ANNUALIZED ESCALATED RENTS⁽¹⁾ (AT SHARE):

Tenant	Square Footage At Share	Annualized Escalated Rents At Share	% of Total Annualized Escalated Rents At Share
Meta Platforms, Inc.	1,176,828	\$ 141,598	7.7 %
IPG and affiliates	955,211	64,056	3.6 %
Citadel	585,460	62,498	3.5 %
New York University	685,290	49,552	2.7 %
Madison Square Garden & Affiliates ⁽²⁾	449,053	45,451	2.5 %
Bloomberg L.P.	306,768	43,863	2.4 %
Google/Motorola Mobility (guaranteed by Google)	759,446	42,875	2.3 %
Amazon (including its Whole Foods subsidiary)	312,694	31,025	1.7 %
Swatch Group USA	11,957	28,689	1.5 %
Neuberger Berman Group LLC	306,612	28,363	1.5 %

See notes below.

ANNUALIZED ESCALATED RENTS⁽¹⁾ (AT SHARE) BY TENANT INDUSTRY:

Industry	Percentage
Office:	
Financial Services	22 %
Technology	15 %
Professional Services	7 %
Real Estate	5 %
Advertising/Marketing	5 %
Entertainment and Electronics	4 %
Education	3 %
Insurance	2 %
Health Services	2 %
Engineering, Architect & Surveying	2 %
Apparel	1 %
Communications	1 %
Government	1 %
Other	6 %
	76 %
Retail:	
Apparel	4 %
Luxury Retail	4 %
Banking	2 %
Restaurants	2 %
Grocery	1 %
Other	6 %
	19 %
Showroom	5 %
Total	100 %

(1) Annualized escalated rents represent monthly contractual base rent before free rent plus tenant reimbursements multiplied by 12. Annualized escalated rents at share include leases signed but not yet commenced in place of current tenants or vacancy in the same space.

(2) Includes Madison Square Garden Entertainment's new lease at PENN 2. Revenue recognition for portions of the new space has not yet commenced.

NEW YORK

As of December 31, 2024, our New York segment consisted of 26.4 million square feet in 64 properties. The 26.4 million square feet is comprised of 20.1 million square feet of Manhattan office in 30 of the properties, 2.4 million square feet of Manhattan street retail in 49 of the properties, 1,330 units in two residential properties, and our 32.4% interest in Alexander's, which owns five properties in the greater New York metropolitan area, including 731 Lexington Avenue, the 1.1 million square foot Bloomberg, L.P. headquarters building, and The Alexander, a 312-unit apartment tower in Queens. The New York segment also includes nine garages totaling 1.6 million square feet (4,685 spaces).

As of December 31, 2024, the occupancy rate for our New York segment was 87.6%.

Occupancy and weighted average annual rent per square foot:

Office:

As of December 31,	Total Square Feet	In Service Square Feet	Vornado's Ownership Interest		
			In Service Square Feet At Share	Occupancy Rate	Weighted Average Annual Escalated Rent Per Square Foot
2024	20,343,000	18,714,000	16,024,000	88.8 %	\$ 88.38
2023	20,383,000	18,699,000	16,001,000	90.7 %	86.30
2022	19,902,000	18,724,000	16,028,000	91.9 %	83.98
2021	20,630,000	19,442,000	16,757,000	92.2 %	80.01
2020	20,586,000	18,361,000	15,413,000	93.4 %	79.05

Retail:

As of December 31,	Total Square Feet	In Service Square Feet	Vornado's Ownership Interest		
			In Service Square Feet At Share	Occupancy Rate	Weighted Average Annual Escalated Rent Per Square Foot
2024	2,421,000	2,387,000	1,943,000	73.7 %	\$ 213.05
2023	2,394,000	2,123,000	1,684,000	74.9 %	224.88
2022	2,556,000	2,289,000	1,851,000	74.4 %	215.72
2021	2,693,000	2,267,000	1,825,000	80.7 %	214.22
2020	2,690,000	2,275,000	1,805,000	78.8 %	226.38

Occupancy and average monthly rent per unit:

Residential:

As of December 31,	Total Number of Units	Vornado's Ownership Interest		
		Total Number of Units	Occupancy Rate	Average Monthly Rent Per Unit
2024	1,642	769	96.6 %	\$ 4,713
2023	1,974	939	96.8 %	4,115
2022	1,976	941	96.7 %	3,882
2021	1,986	951	97.0 %	3,776
2020	1,995	960	84.9 %	3,714

NEW YORK – CONTINUED

Lease expirations as of December 31, 2024 (at share):

Year	Number of Expiring Leases	Square Feet of Expiring Leases ⁽¹⁾	Percentage of New York Square Feet	Annualized Escalated Rents of Expiring Leases	
				Total	Per Square Foot
Office:					
Fourth Quarter 2024 ⁽²⁾	13	56,000	0.4%	\$ 4,394,000	\$ 78.46
2025	67	591,000	4.2%	45,517,000	77.02 ⁽³⁾
2026	72	1,163,000	8.3%	96,849,000	83.28
2027	100	1,341,000	9.6%	107,992,000	80.53
2028 ⁽⁴⁾	67	1,051,000	7.5%	85,447,000	81.30
2029	72	1,290,000	9.2%	106,828,000	82.81
2030	64	691,000	4.9%	57,851,000	83.72
2031	37	696,000	5.0%	64,668,000	92.91
2032	32	1,014,000	7.2%	99,800,000	98.42
2033	20	517,000	3.7%	44,524,000	86.12
2034	29	748,000	5.8%	78,714,000	105.23
Retail:					
Fourth Quarter 2024 ⁽²⁾	2	1,000	0.1%	\$ 266,000	\$ 266.00
2025	15	178,000	14.0%	15,092,000	84.79 ⁽⁵⁾
2026	11	84,000	6.6%	26,722,000	318.12
2027	12	52,000	4.1%	21,514,000	413.73
2028	9	27,000	2.1%	10,978,000	406.59
2029	12	53,000	4.2%	23,559,000	444.51
2030	18	146,000	11.5%	24,458,000	167.52
2031	25	68,000	5.3%	31,214,000	459.03
2032	22	55,000	4.3%	30,115,000	547.55
2033	12	33,000	2.6%	10,754,000	325.88
2034	27	138,000	10.8%	17,308,000	125.42

(1) Excludes storage, vacancy and other.

(2) Includes month-to-month leases, holdover tenants, and leases expiring on the last day of the current quarter.

(3) Based on current market conditions, we expect to re-lease this space at rents between \$80 to \$90 per square foot.

(4) Excludes the expiration of 492,000 square feet at 909 Third Avenue for U.S. Post Office as we assume the exercise of all renewal options through 2038 given the below-market rent on their options.

(5) Based on current market conditions, we expect to re-lease this space at rents between \$125 to \$150 per square foot.

Alexander's

As of December 31, 2024, we own 32.4% of the outstanding common stock of Alexander's, which owns five properties in the greater New York City aggregating 2.5 million square feet, including 731 Lexington Avenue, the 1.1 million square foot Bloomberg L.P. headquarters building. As of December 31, 2024, Alexander's had an occupancy rate of 99.1% and a weighted average annual rent per square foot of \$119.53.

OTHER REAL ESTATE AND INVESTMENTS

THE MART

We own the 3.7 million square foot THE MART in Chicago, whose largest tenant is Motorola Mobility at 609,000 square feet, the lease of which is guaranteed by Google. As of December 31, 2024, THE MART had an occupancy rate of 80.1% and a weighted average annual rent per square foot of \$53.32.

555 California Street

We own a 70% controlling interest in a three-building office complex aggregating 1.8 million square feet, located at California and Montgomery Streets in San Francisco's financial district ("555 California Street"). As of December 31, 2024, 555 California Street had an occupancy rate of 92.0% and a weighted average annual rent per square foot of \$98.90.

ITEM 3. LEGAL PROCEEDINGS

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Vornado Realty Trust

Vornado's common shares are traded on the New York Stock Exchange under the symbol "VNO."

As of February 1, 2025, there were 695 holders of record of Vornado common shares.

Vornado Realty L.P.

There is no established trading market for the Operating Partnership's Class A units. Class A units that are not held by Vornado may be tendered for redemption to the Operating Partnership for cash; Vornado, at its option, may assume that obligation and pay the holder either cash or Vornado common shares on a one-for-one basis. Because the number of Vornado common shares outstanding at all times equals the number of Class A units owned by Vornado, the redemption value of each Class A unit is equivalent to the market value of one Vornado common share, and the distribution to a Class A unit holder is equal to the dividend paid to a Vornado common shareholder.

As of February 1, 2025, there were 842 Class A unitholders of record.

Recent Sales of Unregistered Securities

Vornado Realty Trust

During the fourth quarter of 2024, Vornado issued 197,519 of its common shares for the redemption of Class A units by certain limited partners of Vornado Realty L.P., and conversions of Series A preferred shares. Such shares were issued in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

Vornado Realty L.P.

During the fourth quarter of 2024, Vornado Realty L.P. issued (i) 54,929 Class A units to satisfy conversions of restricted Operating Partnership units ("LTIP Units") (ii) 195 Class A units to satisfy conversions of appreciation-only long-term incentive plan units ("AO LTIP Units"), and (iii) 2,319 LTIP Units pursuant to Vornado's 2023 Omnibus Share Plan.

On December 5, 2024, the Operating Partnership granted 23,190 LTIP Units at a market price of \$43.12 per unit to Vornado consultants that are not executives of the Company as part of their annual consulting fees. The units were issued outside of Vornado's 2023 Omnibus Share Plan.

All of the securities referred to above were issued in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended. There were no cash proceeds associated with these issuances.

From time to time, in connection with equity awards granted under our Omnibus Share Plan, we may withhold common shares for tax purposes or acquire common shares as part of the payment of the exercise price. Although we treat these as repurchases for certain financial statement purposes, these withheld or acquired shares are not considered by us as repurchases for this purpose.

Information relating to compensation plans under which Vornado's equity securities are authorized for issuance is set forth under Part III, Item 12 of this Annual Report on Form 10-K and such information is incorporated by reference herein.

Recent Purchases of Unregistered Securities

Vornado Realty Trust

In April 2023, our Board of Trustees authorized a share repurchase plan under which Vornado is authorized to repurchase up to \$200,000,000 of its outstanding common shares. To the extent Vornado repurchases any of its common shares, in order to fund the common share repurchase and maintain the one-to-one ratio of the number of Vornado common shares outstanding and the number of Class A units owned by Vornado, the Operating Partnership will repurchase from Vornado an equal number of its Class A units at the same price. During the year ended December 31, 2024, no shares were repurchased. As of December 31, 2024, \$170,857,000 remained available under the plan and authorized for repurchases. The plan does not have an expiration date and may be suspended or discontinued at any time and does not obligate Vornado to make any repurchases of its common shares.

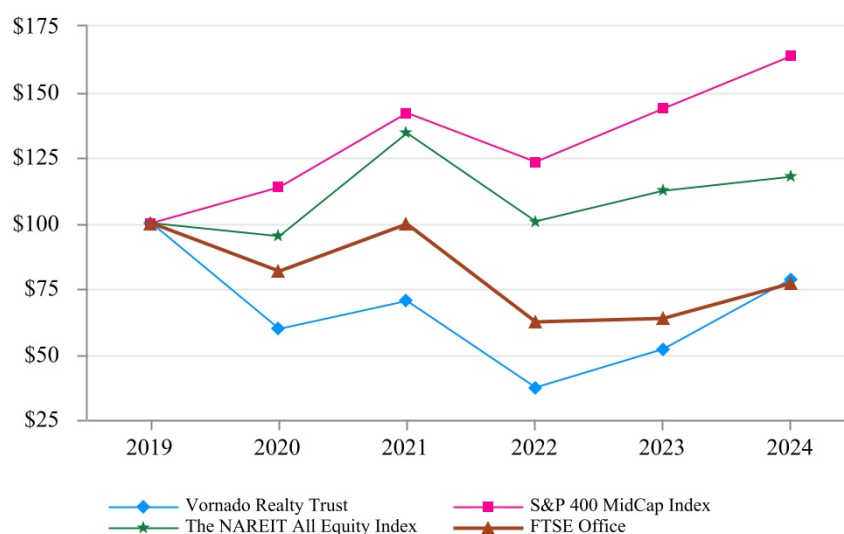
Vornado Realty L.P.

None.

Performance Graph

The following graph is a comparison of the five-year cumulative return of Vornado's common shares, the Standard & Poor's 400 MidCap Index (the "S&P 400 MidCap Index"), the National Association of Real Estate Investment Trusts' ("NAREIT") All Equity Index, and the FTSE NAREIT Equity Office Index (the "FTSE Office"), a peer group index. The graph assumes that \$100 was invested on December 31, 2019 in our common shares, the S&P 400 MidCap Index, the NAREIT All Equity Index, and the FTSE Office Index and that all dividends were reinvested without the payment of any commissions. There can be no assurance that the performance of our shares will continue in line with the same or similar trends depicted in the graph below.

Comparison of Five-Year Cumulative Return



	2019	2020	2021	2022	2023	2024
Vornado Realty Trust	\$ 100	\$ 60	\$ 70	\$ 37	\$ 52	\$ 79
S&P 400 MidCap Index	100	114	142	123	144	164
FTSE Office ⁽¹⁾	100	82	100	62	63	77
The NAREIT All Equity Index ⁽²⁾	100	95	134	101	112	118

(1) The Company has elected to replace the NAREIT All Equity Index with the FTSE Office Index because we believe the FTSE Office Index represents a group of companies more aligned with a comparable peer group.

(2) To facilitate comparison to the performance graph presented in our Annual Report for the prior year, the NAREIT All Equity Index is presented above.

ITEM 6. RESERVED

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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Introduction

The following discussion should be read in conjunction with the financial statements and related notes included under Part II, Item 8 of this Annual Report on Form 10-K.

Our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") within this section is focused on the years ended December 31, 2024 and 2023, including year-to-year comparisons between these years. Our MD&A for the year ended December 31, 2022, including year-to-year comparisons between 2023 and 2022, can be found in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Overview

Vornado Realty Trust ("Vornado") is a fully-integrated real estate investment trust ("REIT") and conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P., (the "Operating Partnership") a Delaware limited partnership. Accordingly, Vornado's cash flow and ability to pay dividends to its shareholders are dependent upon the cash flow of the Operating Partnership and the ability of its direct and indirect subsidiaries to first satisfy their obligations to creditors. Vornado is the sole general partner of and owned approximately 91.4% of the common limited partnership interest in the Operating Partnership as of December 31, 2024. All references to the "Company," "we," "us" and "our" mean, collectively, Vornado, the Operating Partnership and those subsidiaries consolidated by Vornado.

We own and operate office and retail properties with a concentration in the New York metropolitan area. In addition, we have a 32.4% interest in Alexander's, Inc. ("Alexander's") (NYSE: ALX), which owns five properties in the greater New York metropolitan area, as well as interests in other real estate and investments.

Our business objective is to maximize Vornado shareholder value, which we measure by the total return provided to our shareholders. Below is a table comparing Vornado's performance to the FTSE Office and the MSCI US REIT Index ("MSCI") for the following periods ended December 31, 2024:

	Total Return ⁽¹⁾		
	Vornado	FTSE Office	MSCI
Three-month	8.5 %	(0.7 %)	(6.1 %)
One-year	51.3 %	21.5 %	8.8 %
Three-year	12.2 %	(22.7 %)	(6.6 %)
Five-year	(21.4 %)	(23.0 %)	23.5 %
Ten-year	(26.7 %)	3.3 %	73.5 %

(1) Past performance is not necessarily indicative of future performance.

We intend to achieve this objective by continuing to pursue our investment philosophy and to execute our operating strategies through:

- maintaining a superior team of operating and investment professionals and an entrepreneurial spirit;
- investing in properties in select markets, such as New York City, where we believe there is a high likelihood of capital appreciation;
- acquiring quality properties at a discount to replacement cost and where there is a significant potential for higher rents;
- developing and redeveloping properties to increase returns and maximize value; and
- investing in operating companies that have a significant real estate component.

We expect to finance our growth, acquisitions and investments using internally generated funds and proceeds from asset sales and by accessing the public and private capital markets. We may also offer Vornado common or preferred shares or Operating Partnership units in exchange for property and may repurchase or otherwise reacquire these securities in the future.

We compete with a large number of real estate investors, property owners and developers, some of whom may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, tenant concessions offered, attractiveness of location, the quality of the property and the breadth and the quality of services provided. Our success depends upon, among other factors, trends of the global, national, regional and local economies, the financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation, population and employment trends. See "Risk Factors" in Item 1A for additional information regarding these factors.

Our business has been, and may continue to be, affected by interest rates fluctuations, the effects of inflation and other uncertainties including the potential for an economic downturn. These factors could have a material impact on our business, financial condition, results of operations and cash flows.

Overview - continued

Vornado Realty Trust

Year Ended December 31, 2024 Financial Results Summary

Net income attributable to common shareholders for the year ended December 31, 2024 was \$8,275,000, or \$0.04 per diluted share, compared to \$43,378,000, or \$0.23 per diluted share, for the year ended December 31, 2023.

Funds from operations ("FFO") attributable to common shareholders plus assumed conversions for the year ended December 31, 2024 was \$470,021,000, or \$2.37 per diluted share, compared to \$503,792,000, or \$2.59 per diluted share, for the year ended December 31, 2023. The years ended December 31, 2024 and 2023 include certain items that impact FFO, which are listed in the table below. The aggregate of these items, net of amounts attributable to noncontrolling interests, increased FFO by \$22,950,000, or \$0.11 per diluted share, for the year ended December 31, 2024 and decreased FFO by \$4,359,000, or \$0.02 per diluted share, for the year ended December 31, 2023.

The following table reconciles the difference between our FFO attributable to common shareholders plus assumed conversions and our FFO attributable to common shareholders plus assumed conversions, as adjusted:

(Amounts in thousands)

	For the Year Ended December 31,	
	2024	2023
Certain (income) expense items that impact FFO attributable to common shareholders plus assumed conversions:		
Our share of the gain on the discounted extinguishment of the 280 Park Avenue mezzanine loan	\$ (31,215)	\$ —
Deferred tax liability on our investment in the Farley Building (held through a taxable REIT subsidiary)	14,353	11,722
After-tax net gain on sale of 220 Central Park South ("220 CPS") condominium units and ancillary amenities	(13,069)	(11,959)
Credit losses on investments	—	8,269
Other	5,000	(3,336)
	(24,931)	4,696
Noncontrolling interests' share of above adjustments on a dilutive basis	1,981	(337)
Total of certain (income) expense items that impact FFO attributable to common shareholders plus assumed conversions, net	\$ (22,950)	\$ 4,359

Overview - continued

Same Store Net Operating Income ("NOI") At Share

The percentage decrease in same store NOI at share and same store NOI at share - cash basis of our New York segment, THE MART and 555 California Street are below.

Year Ended December 31, 2024 compared to December 31, 2023:	Total	New York	THE MART	555 California Street ⁽²⁾
Same store NOI at share % decrease	(6.8)%	(4.7)%	(17.8)% ⁽¹⁾	(21.9)%
Same store NOI at share - cash basis % decrease	(4.5)%	(3.3)%	(10.6)%	(13.2)%

(1) 2024 includes a \$4,560,000 write-off of a receivable arising from the straight-lining of rents due to the tenant being deemed uncollectible.

(2) 2023 includes our \$14,103,000 share of the receipt of a tenant settlement, net of legal expenses.

Calculations of same store NOI at share, reconciliations of our net income to NOI at share, NOI at share - cash basis and FFO and the reasons we consider these non-GAAP financial measures useful are provided in the following pages of Management's Discussion and Analysis of Financial Condition and Results of Operations.

Dividends

On December 5, 2024, Vornado's Board of Trustees declared a dividend of \$0.74 per common share for 2024. We anticipate that our common share dividend policy for 2025 will be to pay one common share dividend in the fourth quarter.

Dispositions

220 Central Park South

During the year ended December 31, 2024, we closed on the sale of two condominium units at 220 CPS for net proceeds of \$31,605,000, resulting in a financial statement net gain of \$15,175,000 which is included in "net gains on disposition of wholly owned and partially owned assets" on our consolidated statements of income. In connection with these sales, \$2,106,000 of income tax expense was recognized on our consolidated statements of income.

On January 17, 2025, we closed on the sale of a condominium unit at 220 CPS for net proceeds of \$11,695,000; three units remain unsold.

50-70 West 93rd Street

On May 13, 2024, we sold our 49.9% interest in 50-70 West 93rd Street to our joint venture partner. We received net proceeds of \$2,000,000 after deducting our share of the existing \$83,500,000 mortgage loan, which was scheduled to mature in December 2024, resulting in a net gain of \$873,000. The net gain is included in "net gains on disposition of wholly owned and partially owned assets" on our consolidated statements of income.

666 Fifth Avenue (Fifth Avenue and Times Square JV)

On January 8, 2025, the Fifth Avenue and Times Square JV completed the sale to UNIQLO of the portion of its U.S. flagship store at 666 Fifth Avenue for \$350,000,000 and realized net proceeds of \$342,000,000. The financial statement gain, which will be recognized in the first quarter of 2025, will be approximately \$76,000,000. The net proceeds from the sale were used to partially redeem Vornado's preferred equity on the asset.

Acquisitions

Investment in Loan

On August 6, 2024, we purchased a \$50,000,000 B-Note secured by a Midtown Manhattan property at par. The B-Note, together with the \$35,000,000 A-Note, is in default. The B-Note accrues interest at 5.25% plus 4.00% default interest. The \$50,000,000 B-Note investment was recorded to "other assets" on our consolidated balance sheets.

Alexander's

On May 3, 2024, Alexander's, in which we own a 32.4% common equity interest, and Bloomberg L.P. reached an agreement to extend the leases covering approximately 947,000 square feet at 731 Lexington Avenue that were scheduled to expire in February 2029 for a term of eleven years to February 2040.

Overview - continued

Financings

280 Park Avenue

On April 4, 2024, a joint venture, in which we have a 50% interest, amended and extended the \$1,075,000,000 mortgage loan on 280 Park Avenue. The maturity date on the amended loan was extended to September 2026, with options to fully extend to September 2028, subject to certain conditions. The interest rate on the amended loan remains at SOFR plus 1.78%. On July 8, 2024, the joint venture swapped the interest rate to a fixed rate of 5.84% through September 2028. Additionally, on April 4, 2024, the joint venture amended and extended the \$125,000,000 mezzanine loan and subsequently repaid the loan for \$62,500,000. In connection with the repayment of the mezzanine loan, we recognized our \$31,215,000 share of the debt extinguishment gain which is included in “income (loss) from partially owned entities” on our consolidated statements of income.

435 Seventh Avenue

On April 9, 2024, we completed a \$75,000,000 refinancing of 435 Seventh Avenue, of which \$37,500,000 is recourse to the Operating Partnership. The interest-only loan bears a rate of SOFR plus 2.10% and matures in April 2028. The interest rate on the loan was swapped to a fixed rate of 6.96% through April 2026. The loan replaces the previous \$95,696,000 fully recourse loan, which bore interest at SOFR plus 1.41%.

Unsecured Revolving Credit Facility

On May 3, 2024, we extended one of our two unsecured revolving credit facilities to April 2029 (as fully extended). The new \$915,000,000 facility replaced the \$1.25 billion facility that was due to mature in April 2026. The new facility currently bears interest at a rate of SOFR plus 1.20% with a facility fee of 25 basis points. Our \$1.25 billion revolving credit facility matures in December 2027 (as fully extended) and has an interest rate of SOFR plus 1.15% and a facility fee of 25 basis points.

640 Fifth Avenue (Fifth Avenue and Times Square JV)

On June 10, 2024, the Fifth Avenue and Times Square JV completed a \$400,000,000 refinancing of 640 Fifth Avenue. The non-recourse loan matures in July 2029, bears interest at a fixed rate of 7.47% and amortizes at \$7,000,000 per annum. The loan replaces the previous \$500,000,000 loan, which the joint venture paid down by \$100,000,000. The previous loan was fully recourse to the Operating Partnership and bore interest at SOFR plus 1.11%.

606 Broadway

On September 5, 2024, the \$74,119,000 non-recourse mortgage loan on 606 Broadway, in which we hold a 50% interest, matured and was not repaid, at which time the lender declared an event of default. As of December 31, 2024, the property has a carrying value of \$53,886,000, which is after an impairment charge recorded in the fourth quarter of 2023. We consolidate the joint venture. The loan currently bears interest at a floating rate of SOFR plus 1.91% (6.39% as of December 31, 2024) and provides for additional default interest of 3.00%.

85 Tenth Avenue

On September 24, 2024, a joint venture, in which we have a 49.9% interest, modified the terms of the \$625,000,000 mortgage loan on 85 Tenth Avenue. Per the original loan agreement, the mortgage loan is comprised of a (i) \$396,000,000 3.82% senior note, (ii) \$129,000,000 5.20% mezzanine A note and (iii) \$100,000,000 6.60% mezzanine B note. The modification provides for the interest payments due under the mezzanine notes to be deferred until the December 2026 loan maturity. The deferred amounts will not accrue additional interest. The cash available from the deferred interest payments will be used to fund leasing costs at the property. At loan maturity, if there is no event of default, repayment of 50% of the accrued mezzanine interest will be waived.

Alexander's

On September 30, 2024, Alexander's, in which we own a 32.4% common equity interest, completed a \$400,000,000 refinancing of the office condominium portion of 731 Lexington Avenue, the Bloomberg LP headquarters building. The interest-only loan carries a fixed rate of 5.04% and matures in October 2028. The loan is prepayable, at Alexander's option, with no penalty, beginning in October 2026. The loan replaces the previous \$490,000,000 loan on the office condominium, that bore interest at the Prime Rate and was scheduled to mature in October 2024.

Senior Unsecured Notes due 2025

We repaid our \$450,000,000 3.50% senior unsecured notes on their January 15, 2025 maturity date.

Overview - continued**Financings - continued***Interest Rate Hedging*

We entered into the following interest rate swap and cap arrangements during the year ended December 31, 2024. See page 58, Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk - Derivatives and Hedging, in this Annual Report on Form 10-K for further information on our hedging instruments.

(Amounts in thousands)

	<u>Notional Amount (at share)</u>	<u>All-In Swapped Rate</u>	<u>Expiration Date</u>	<u>Variable Rate Spread</u>
Interest rate swaps:				
280 Park Avenue (50.0% interest)	\$ 537,500	5.84%	09/28	S+178
PENN 11 ⁽¹⁾	250,000	6.21%	10/25	S+206
435 Seventh Avenue	75,000	6.96%	04/26	S+210
		<u>Index Strike Rate</u>		
Interest rate caps:				
61 Ninth Avenue (45.1% interest)	\$ 75,543	4.39%	01/26	S+146
Rego Park II (32.4% interest)	65,624	4.15%	12/25	S+145

(1) Together with the existing \$250,000 swap arrangement on the \$500,000 PENN 11 mortgage loan, the loan will bear interest at an all-in swapped rate of 6.28% through October 2025.

Overview - continued

Leasing Activity For the Year Ended December 31, 2024

The leasing activity and related statistics below are based on leases signed during the period and are not intended to coincide with the commencement of rental revenue in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Second generation relet space represents square footage that has not been vacant for more than nine months and tenant improvements and leasing commissions are based on our share of square feet leased during the period.

(Square feet in thousands)

Year Ended December 31, 2024	New York		THE MART	555 California Street
	Office	Retail		
Total square feet leased	2,650	187	386	215
Our share of square feet leased:	1,653	161	386	152
Initial rent ⁽¹⁾	\$ 104.49	\$ 160.01	\$ 52.88	\$ 102.80
Weighted average lease term (years)	8.4	9.4	7.5	7.6
Second generation relet space:				
Square feet	1,218	52	247	148
GAAP basis:				
Straight-line rent ⁽²⁾	\$ 103.06	\$ 312.43	\$ 54.38	\$ 103.05
Prior straight-line rent	\$ 92.97	\$ 227.98	\$ 51.57	\$ 88.21
Percentage increase	10.9 %	37.0 %	5.4 %	16.8 %
Cash basis (non-GAAP):				
Initial rent ⁽¹⁾	\$ 107.99	\$ 294.38	\$ 55.76	\$ 101.31
Prior escalated rent	\$ 105.37	\$ 271.77	\$ 57.37	\$ 101.45
Percentage increase (decrease)	2.5 %	8.3 %	(2.8)%	(0.1)%
Tenant improvements and leasing commissions:				
Per square foot	\$ 81.56	\$ 82.50	\$ 91.00	\$ 110.36
Per square foot per annum	\$ 9.71	\$ 8.78	\$ 12.13	\$ 14.52
Percentage of initial rent	9.3 %	5.5 %	22.9 %	14.1 %

(1) Represents the cash basis weighted average starting rent per square foot, which is generally indicative of market rents. Most leases include free rent and periodic step-ups in rent which are not included in the initial cash basis rent per square foot but are included in the GAAP basis straight-line rent per square foot.

(2) Represents the GAAP basis weighted average rent per square foot that is recognized over the term of the respective leases and includes the effect of free rent and periodic step-ups in rent.

Overview - continued

Square footage (in service) and Occupancy as of December 31, 2024

(Square feet in thousands)

	Number of properties	Square Feet (in service)		Occupancy %
		Total Portfolio	Our Share	
New York:				
Office	30 ⁽¹⁾	18,714	16,024	88.8 %
Retail (includes retail properties that are in the base of our office properties)	49 ⁽¹⁾	2,387	1,943	73.7 %
Residential - 1,642 units ⁽²⁾	2 ⁽¹⁾	1,196	604	96.6 % ⁽²⁾
Alexander's	5	2,067	670	99.1 % ⁽²⁾
		<u>24,364</u>	<u>19,241</u>	87.6 %
Other:				
THE MART	3	3,703	3,694	80.1 %
555 California Street	3	1,821	1,275	92.0 %
Other	11	2,537	1,202	86.5 %
		<u>8,061</u>	<u>6,171</u>	
Total square feet as of December 31, 2024		<u>32,425</u>	<u>25,412</u>	

See notes below.

Square footage (in service) and Occupancy as of December 31, 2023

(Square feet in thousands)

	Number of properties	Square Feet (in service)		Occupancy %
		Total Portfolio	Our Share	
New York:				
Office	30 ⁽¹⁾	18,699	16,001	90.7 %
Retail (includes retail properties that are in the base of our office properties)	50 ⁽¹⁾	2,123	1,684	74.9 %
Residential - 1,974 units ⁽²⁾	5 ⁽¹⁾	1,479	745	96.8 % ⁽²⁾
Alexander's	5	2,331	755	92.6 % ⁽²⁾
		<u>24,632</u>	<u>19,185</u>	89.4 %
Other:				
THE MART	3	3,688	3,679	79.2 %
555 California Street	3	1,819	1,274	94.5 %
Other	11	2,537	1,202	91.9 %
		<u>8,044</u>	<u>6,155</u>	
Total square feet as of December 31, 2023		<u>32,676</u>	<u>25,340</u>	

⁽¹⁾ Reflects the Office, Retail and Residential space within our 64 and 65 total New York properties as of December 31, 2024 and 2023, respectively.

⁽²⁾ The Alexander Apartment Tower (312 units) is reflected in Residential unit count and occupancy.

Critical Accounting Estimates

In preparing the consolidated financial statements we have made estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Accounting estimates are deemed critical if they involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on our financial condition or results of operations. Below is a summary of the critical accounting estimates used in the preparation of our consolidated financial statements. A discussion of our accounting policies is included in Note 2 - *Basis of Presentation and Significant Accounting Policies* to our consolidated financial statements in this Annual Report on Form 10-K.

Acquisitions of Real Estate

Upon the acquisition of real estate, we assess whether the transaction should be accounted for as an asset acquisition or as a business combination. Acquisitions of integrated sets of assets and activities that do not meet the definition of a business are accounted for as asset acquisitions. Our acquisitions of real estate generally will not meet the definition of a business because substantially all of the fair value is concentrated in a single identifiable asset or group of similar identifiable assets (i.e. land, buildings, and related identified intangible assets).

We assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles, such as acquired above and below-market leases, acquired in-place leases and tenant relationships) and acquired liabilities and we allocate the purchase price on a relative fair value basis. We assess fair value based on estimated cash flow projections based on a number of factors such as historical operating results, known trends, and market/economic conditions and make key assumptions regarding the discount and capitalization rates used in our analyses. The use of different assumptions to value the acquired properties and allocate value between land and building could affect the revenues recognized over the terms of the leases at our properties and the expenses recognized over the property's estimated remaining useful life on our consolidated statements of income.

Impairment Analyses for Investments in Real Estate and Unconsolidated Partially Owned Entities

Our investments in consolidated properties, including any related right-of-use assets and intangible assets, and unconsolidated partially owned entities are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For our unconsolidated partially owned entities, we consider various qualitative factors to determine if a decrease in the value of our investment is other-than-temporary during our intended holding period. Assessing impairment can be complex and involves a high degree of subjectivity in determining if impairment indicators are present and in estimating the future undiscounted cash flows or the fair value of an asset. In particular, these estimates are sensitive to significant assumptions, including the estimation of future rental revenues, operating expenses, capital expenditures, discount rates and capitalization rates and our intent and ability to hold the related asset, all of which could be affected by our expectations about future market or economic conditions. These estimates can have a significant impact on the undiscounted cash flows or estimated fair value of an asset and could thereby affect the value of our real estate investments on our consolidated balance sheets as well as any potential impairment losses recognized on our consolidated statements of income.

Collectability Assessments for Revenue Recognition

We evaluate on an individual lease basis whether it is probable that we will collect substantially all amounts due from our tenants and recognize changes in the collectability assessment of our operating leases as adjustments to rental revenue. Management exercises judgment in assessing collectability of tenant receivables and considers payment history, current credit status, publicly available information about the financial condition of the tenant, and other factors. Our assessment of the collectability of tenant receivables can have a significant impact on the rental revenue recognized in our consolidated statements of income.

Recent Accounting Pronouncements

See Note 2 – *Basis of Presentation and Significant Accounting Policies* to our consolidated financial statements in this Annual Report on Form 10-K for a discussion concerning recent accounting pronouncements.

NOI At Share by Segment for the Years Ended December 31, 2024 and 2023

NOI at share represents total revenues less operating expenses including our share of partially owned entities. NOI at share - cash basis represents NOI at share adjusted to exclude straight-line rental income and expense, amortization of acquired below and above market leases, accruals for ground rent resets yet to be determined, and other non-cash adjustments. We consider NOI at share to be the primary non-GAAP financial measure for making decisions and assessing the unlevered performance of our segments as it relates to the return on assets as opposed to the levered return on equity. As properties are bought and sold based on NOI at share - cash basis, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. NOI at share and NOI at share - cash basis should not be considered alternatives to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

Below is a summary of NOI at share and NOI at share - cash basis by segment for the years ended December 31, 2024 and 2023.

(Amounts in thousands)

	For the Year Ended December 31, 2024		
	Total	New York	Other
Total revenues	\$ 1,787,686	\$ 1,471,997	\$ 315,689
Operating expenses	(927,796)	(766,347)	(161,449)
NOI - consolidated	859,890	705,650	154,240
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(39,367)	(12,899)	(26,468)
Add: NOI from partially owned entities	279,229	269,159	10,070
NOI at share	1,099,752	961,910	137,842
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net and other	(3,663)	(17,888)	14,225
NOI at share - cash basis	\$ 1,096,089	\$ 944,022	\$ 152,067

(Amounts in thousands)

	For the Year Ended December 31, 2023		
	Total	New York	Other
Total revenues	\$ 1,811,163	\$ 1,452,158	\$ 359,005
Operating expenses	(905,158)	(733,478)	(171,680)
NOI - consolidated	906,005	718,680	187,325
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(48,553)	(15,547)	(33,006)
Add: NOI from partially owned entities	285,761	274,436	11,325
NOI at share	1,143,213	977,569	165,644
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net and other	(3,377)	(7,700)	4,323
NOI at share - cash basis	\$ 1,139,836	\$ 969,869	\$ 169,967

NOI At Share by Segment for the Years Ended December 31, 2024 and 2023 - continued

The elements of our New York and Other NOI at share for the years ended December 31, 2024 and 2023 are summarized below.

(Amounts in thousands)

	For the Year Ended December 31,	
	2024	2023
New York:		
Office	\$ 706,592	\$ 727,000
Retail	191,379	188,561
Residential	24,044	21,910
Alexander's	39,895	40,098
Total New York	961,910	977,569
Other:		
THE MART ⁽¹⁾	51,686	61,519
555 California Street ⁽²⁾	64,963	82,965
Other investments	21,193	21,160
Total Other	137,842	165,644
NOI at share	\$ 1,099,752	\$ 1,143,213

See notes below.

The elements of our New York and Other NOI at share - cash basis for the years ended December 31, 2024 and 2023 are summarized below.

(Amounts in thousands)

	For the Year Ended December 31,	
	2024	2023
New York:		
Office	\$ 698,138	\$ 726,914
Retail	176,798	180,932
Residential	22,914	20,588
Alexander's	46,172	41,435
Total New York	944,022	969,869
Other:		
THE MART	57,235	62,579
555 California Street ⁽²⁾	74,621	85,819
Other investments	20,211	21,569
Total Other	152,067	169,967
NOI at share - cash basis	\$ 1,096,089	\$ 1,139,836

(1) 2024 includes a \$4,560 write-off of a receivable arising from the straight-lining of rents due to the tenant being deemed uncollectible.

(2) 2023 includes our \$14,103 share of the receipt of a tenant settlement, net of legal expenses.

NOI At Share by Segment for the Years Ended December 31, 2024 and 2023 - continued

Reconciliation of Net Income to NOI At Share and NOI At Share - Cash Basis for the Years Ended December 31, 2024 and 2023

Below is a reconciliation of net income to NOI at share and NOI at share - cash basis for the years ended December 31, 2024 and 2023.

(Amounts in thousands)

	For the Year Ended December 31,	
	2024	2023
Net income	\$ 20,116	\$ 32,888
Depreciation and amortization expense	447,500	434,273
General and administrative expense	148,520	162,883
Transaction related costs, impairment losses and other	5,242	50,691
Income from partially owned entities	(112,464)	(38,689)
Interest and other investment income, net	(45,974)	(43,287)
Interest and debt expense	390,269	349,223
Net gains on disposition of wholly owned and partially owned assets	(16,048)	(71,199)
Income tax expense	22,729	29,222
NOI from partially owned entities	279,229	285,761
NOI attributable to noncontrolling interests in consolidated subsidiaries	(39,367)	(48,553)
NOI at share	1,099,752	1,143,213
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net, and other	(3,663)	(3,377)
NOI at share - cash basis	\$ 1,096,089	\$ 1,139,836

NOI At Share by Region⁽¹⁾

Region:	For the Year Ended December 31,	
	2024	2023
New York metropolitan area	89 %	88 %
Chicago, IL	5 %	6 %
San Francisco, CA ⁽¹⁾	6 %	6 %
	100 %	100 %

(1) 2023 excludes our \$14,103,000 share of the receipt of a tenant settlement, net of legal expenses.

Results of Operations – Year Ended December 31, 2024 Compared to December 31, 2023

Revenues

Our revenues were \$1,787,686,000 for the year ended December 31, 2024 compared to \$1,811,163,000 in the prior year, a decrease of \$23,477,000. Below are the details of the (decrease) increase by segment:

(Amounts in thousands)

Increase (decrease) due to:	Total	New York	Other
Rental revenues:			
Acquisitions, dispositions and other	\$ 9,214	\$ 9,038	\$ 176
Development and redevelopment	22,763	22,763	—
Trade shows	760	—	760
Same store operations	(71,417)	(41,192)	(30,225) ⁽¹⁾
	<u>(38,680)</u>	<u>(9,391)</u>	<u>(29,289)</u>
Fee and other income:			
BMS cleaning fees	7,288	8,295	(1,007)
Management and leasing fees	1,640	1,824	(184)
Other income	6,275	19,111	(12,836)
	<u>15,203</u>	<u>29,230</u>	<u>(14,027)</u>
Total (decrease) increase in revenues	\$ (23,477)	\$ 19,839	\$ (43,316)

See notes below.

Expenses

Our expenses were \$1,541,696,000 for the year ended December 31, 2024 compared to \$1,565,167,000 in the prior year, a decrease of \$23,471,000. Below are the details of the decrease by segment:

(Amounts in thousands)

Increase (decrease) due to:	Total	New York	Other
Operating:			
Acquisitions, dispositions and other	\$ 10,319	\$ 11,863	\$ (1,544)
Development and redevelopment	5,033	5,033	—
Non-reimbursable expenses	(2,394)	(2,394)	—
Trade shows	(19)	—	(19)
BMS expenses	3,688	4,695	(1,007)
Same store operations	6,011	13,672	(7,661)
	<u>22,638</u>	<u>32,869</u>	<u>(10,231)</u>
Depreciation and amortization:			
Acquisitions, dispositions and other	(2,460)	(2,460)	—
Development and redevelopment	3,643	3,643	—
Same store operations	12,044	9,537	2,507
	<u>13,227</u>	<u>10,720</u>	<u>2,507</u>
General and administrative	<u>(14,363)</u>	<u>279</u>	<u>(14,642) ⁽²⁾</u>
Expense from deferred compensation plan liability	<u>476</u>	<u>—</u>	<u>476</u>
Transaction related costs, impairment losses and other	<u>(45,449)</u>	<u>(44,783) ⁽³⁾</u>	<u>(666)</u>
Total decrease in expenses	\$ (23,471)	\$ (915)	\$ (22,556)

(1) 2023 includes the receipt of a \$21,350 tenant settlement, of which \$6,405 is attributable to noncontrolling interests.

(2) Primarily due to the acceleration of non-cash expense on equity compensation grants for retirement eligible employees in 2023.

(3) 2023 includes non-cash impairment losses of \$45,007.

Results of Operations – Year Ended December 31, 2024 Compared to December 31, 2023 - continued

Income from Partially Owned Entities

Below are the components of income from partially owned entities.

(Amounts in thousands)

	Percentage Ownership as of December 31, 2024	For the Year Ended December 31,	
		2024	2023
Our share of net income (loss):			
Fifth Avenue and Times Square JV:			
Equity in net income ⁽¹⁾	51.5%	\$ 43,451	\$ 35,209
Return on preferred equity, net of our share of the expense		40,668	37,416
		84,119	72,625
Partially owned office buildings ⁽²⁾⁽³⁾⁽⁴⁾	Various	(839)	(73,589)
Alexander's Inc. ⁽⁵⁾	32.4%	19,076	37,075
Other equity method investments ⁽³⁾⁽⁶⁾	Various	10,108	2,578
		\$ 112,464	\$ 38,689

(1) 2023 includes a \$5,120 accrual of default interest which was forgiven by the lender as part of the restructuring of the 697-703 Fifth Avenue loan and is being amortized over the remaining term of the restructured loan, reducing future interest expense.

(2) Includes interests in 280 Park Avenue, 7 West 34th Street, 512 West 22nd Street, 61 Ninth Avenue, 85 Tenth Avenue and others.

(3) In 2023, we recognized \$50,458 of impairment losses.

(4) 2024 includes our \$31,215 share of the debt extinguishment gain from the repayment of the 280 Park Avenue mezzanine loan.

(5) 2023 includes our \$16,396 share of the net gain from the sale of Alexander's Rego III land parcel.

(6) Includes interests in Independence Plaza, Rosslyn Plaza and others.

Interest and Other Investment Income, net

The following table sets forth the details of interest and other investment income, net.

(Amounts in thousands)

	For the Year Ended December 31,	
	2024	2023
Interest on cash and cash equivalents and restricted cash	\$ 42,571	\$ 44,786
Interest on loans receivable	3,450	1,351
(Loss) income from real estate fund investments	(47)	1,590
Credit losses on investments	—	(8,269)
Amortization of discount on investments in U.S. Treasury bills	—	3,829
	\$ 45,974	\$ 43,287

Results of Operations – Year Ended December 31, 2024 Compared to December 31, 2023 - continued

Interest and Debt Expense

Interest and debt expense was \$390,269,000 for the year ended December 31, 2024, compared to \$349,223,000 in the prior year, an increase of \$41,046,000. This was primarily due to (i) \$30,756,000 of higher amortization of interest rate cap premiums and (ii) \$19,568,000 of higher interest expense resulting from higher average interest rates, inclusive of the impact of our interest rate hedging instruments, partially offset by (iii) \$8,150,000 of higher capitalized interest.

Net Gains on Disposition of Wholly Owned and Partially Owned Assets

Net gains on disposition of wholly owned and partially owned assets of \$16,048,000 for the year ended December 31, 2024, consists of (i) \$15,175,000 from the sale of two condominium units at 220 CPS and (ii) \$873,000 from the sale of our 49.9% interest in 50-70 West 93rd Street to our joint venture partner. Net gains on disposition of wholly owned and partially owned assets of \$71,199,000 for the year ended December 31, 2023, primarily consists of (i) \$35,968,000 upon contribution of our Pier 94 leasehold to Sunset Pier 94 Joint Venture (“Pier 94 JV”) primarily due to the step-up of our retained investment in the leasehold interest to fair value, (ii) \$20,181,000 from the sale of The Armory Show, and (iii) \$14,127,000 from the sale of two condominium units at 220 CPS.

Income Tax Expense

Income tax expense was \$22,729,000 for the year ended December 31, 2024, compared to \$29,222,000 in the prior year, a decrease of \$6,493,000. This was primarily due to lower income tax expense incurred by our taxable REIT subsidiaries.

Net Loss Attributable to Noncontrolling Interests in Consolidated Subsidiaries

Net loss attributable to noncontrolling interests in consolidated subsidiaries was \$51,131,000 for the year ended December 31, 2024, compared to \$75,967,000 in the prior year, a decrease of \$24,836,000. This resulted primarily from the allocation of the impairment loss recognized on 606 Broadway during 2023.

Same Store Net Operating Income At Share

Same store NOI at share represents NOI at share from operations which are in service in both the current and prior year reporting periods. Same store NOI at share - cash basis is same store NOI at share adjusted to exclude straight-line rental income and expense, amortization of acquired below and above market leases, accruals for ground rent resets yet to be determined, and other non-cash adjustments. We use these non-GAAP measures to (i) facilitate meaningful comparisons of the operational performance of our properties and segments, (ii) make decisions on whether to buy, sell or refinance properties, and (iii) compare the performance of our properties and segments to those of our peers. Same store NOI at share and same store NOI at share - cash basis should not be considered alternatives to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

Below are reconciliations of NOI at share to same store NOI at share for our New York segment, THE MART, 555 California Street and other investments for the year ended December 31, 2024 compared to December 31, 2023.

(Amounts in thousands)

	Total	New York	THE MART	555 California Street	Other
NOI at share for the year ended December 31, 2024	\$ 1,099,752	\$ 961,910	\$ 51,686	\$ 64,963	\$ 21,193
Less NOI at share from:					
Dispositions	(1,499)	(1,509)	10	—	—
Development properties	(35,182)	(35,182)	—	—	—
Other non-same store income, net	(34,735)	(13,416)	—	(126)	(21,193)
Same store NOI at share for the year ended December 31, 2024	\$ 1,028,336	\$ 911,803	\$ 51,696	\$ 64,837	\$ —
NOI at share for the year ended December 31, 2023	\$ 1,143,213	\$ 977,569	\$ 61,519	\$ 82,965	\$ 21,160
Less NOI at share from:					
Dispositions	(2,321)	(3,677)	1,356	—	—
Development properties	(16,310)	(16,310)	—	—	—
Other non-same store income, net	(21,589)	(429)	—	—	(21,160)
Same store NOI at share for the year ended December 31, 2023	\$ 1,102,993	\$ 957,153	\$ 62,875	\$ 82,965	\$ —
Decrease in same store NOI at share	\$ (74,657)	\$ (45,350)	\$ (11,179)	\$ (18,128)	\$ —
% decrease in same store NOI at share	(6.8)%	(4.7)%	(17.8)%	(21.9)%	— %

Results of Operations – Year Ended December 31, 2024 Compared to December 31, 2023 - continued

Same Store Net Operating Income At Share - continued

Below are reconciliations of NOI at share - cash basis to same store NOI at share - cash basis for our New York segment, THE MART, 555 California Street and other investments for the year ended December 31, 2024 compared to December 31, 2023.

(Amounts in thousands)

	Total	New York	THE MART	555 California Street	Other
NOI at share - cash basis for the year ended December 31, 2024	\$ 1,096,089	\$ 944,022	\$ 57,235	\$ 74,621	\$ 20,211
Less NOI at share - cash basis from:					
Dispositions	(1,499)	(1,509)	10	—	—
Development properties	(21,561)	(21,561)	—	—	—
Other non-same store income, net	(31,681)	(11,327)	—	(143)	(20,211)
Same store NOI at share - cash basis for the year ended December 31, 2024	\$ 1,041,348	\$ 909,625	\$ 57,245	\$ 74,478	\$ —
NOI at share - cash basis for the year ended December 31, 2023	\$ 1,139,836	\$ 969,869	\$ 62,579	\$ 85,819	\$ 21,569
Less NOI at share - cash basis from:					
Dispositions	(2,664)	(4,138)	1,474	—	—
Development properties	(15,519)	(15,519)	—	—	—
Other non-same store income, net	(30,737)	(9,168)	—	—	(21,569)
Same store NOI at share - cash basis for the year ended December 31, 2023	\$ 1,090,916	\$ 941,044	\$ 64,053	\$ 85,819	\$ —
Decrease in same store NOI at share - cash basis	\$ (49,568)	\$ (31,419)	\$ (6,808)	\$ (11,341)	\$ —
% decrease in same store NOI at share - cash basis	(4.5)%	(3.3)%	(10.6)%	(13.2)%	— %

Related Party Transactions

See Note 21 - *Related Party Transactions* to our consolidated financial statements in this Annual Report on Form 10-K for a discussion concerning related party transactions.

Liquidity and Capital Resources

Our cash requirements include property operating expenses, capital improvements, tenant improvements, debt service, leasing commissions, dividends to our shareholders, distributions to unitholders of the Operating Partnership, as well as acquisition and development and redevelopment costs. The sources of liquidity to fund these cash requirements include rental revenue, which is our primary source of cash flow and is dependent upon the occupancy and rental rates of our properties; proceeds from debt financings, including mortgage loans, senior unsecured borrowings, unsecured term loans and unsecured revolving credit facilities; proceeds from the issuance of common and preferred equity; and asset sales.

As of December 31, 2024, we have \$2.5 billion of liquidity comprised of \$950.0 million of cash and cash equivalents and restricted cash and \$1.5 billion available on our \$2.2 billion revolving credit facilities. The ongoing challenges posed by fluctuations in interest rates and the effects of inflation could adversely impact our cash flow from continuing operations but we anticipate that cash flow from continuing operations over the next twelve months together with cash balances on hand will be adequate to fund our business operations, cash distributions to unitholders of the Operating Partnership, cash dividends to our shareholders, debt amortization and recurring capital expenditures. Capital requirements for development and redevelopment expenditures and acquisitions may require funding from borrowings, equity offerings and/or asset sales.

We may from time to time repurchase or retire our outstanding debt securities or repurchase or redeem our equity securities. Such purchases, if any, will depend on prevailing market conditions, liquidity requirements and other factors. The amounts involved in connection with these transactions could be material to our consolidated financial statements.

In April 2023, our Board of Trustees authorized the repurchase of up to \$200,000,000 of our outstanding common shares under a share repurchase program. As of December 31, 2024, \$170,857,000 remained available and authorized for repurchases.

Summary of Cash Flows

Cash and cash equivalents and restricted cash was \$949,619,000 as of December 31, 2024, a \$311,965,000 decrease from the balance as of December 31, 2023.

Our cash flow activities are summarized as follows:

(Amounts in thousands)

	For the Year Ended December 31,		(Decrease) Increase in Cash Flow
	2024	2023	
Net cash provided by operating activities	\$ 537,723	\$ 648,152	\$ (110,429)
Net cash used in investing activities	(597,365)	(128,788)	(468,577)
Net cash used in financing activities	(252,323)	(278,937)	26,614
	<u>\$ (311,965)</u>	<u>\$ 240,427</u>	<u>\$ (552,392)</u>

Operating Activities

Net cash provided by operating activities primarily consists of cash inflows from rental revenues and operating distributions from our unconsolidated partially owned entities less cash outflows for property expenses, general and administrative expenses and interest expense. For the year ended December 31, 2024, net cash provided by operating activities of \$537,723,000 was comprised of \$594,706,000 of cash from operations, including distributions of income from partially owned entities of \$142,880,000 and a net decrease of \$56,983,000 in cash due to the timing of cash receipts and payments related to changes in operating assets and liabilities.

Liquidity and Capital Resources - continued

Summary of Cash Flows - continued

Investing Activities

Net cash flow used in investing activities is impacted by the timing and extent of our development, capital improvement, acquisition and disposition activities during the year.

The following table details the net cash used in investing activities:

(Amounts in thousands)

	For the Year Ended December 31,		Increase (Decrease) in Cash Flow
	2024	2023	
Development costs and construction in progress	\$ (242,874)	\$ (552,701)	\$ 309,827
Additions to real estate	(222,739)	(211,899)	(10,840)
Investments in partially owned entities	(115,357)	(57,297)	(58,060)
Investment in loan receivable	(50,000)	—	(50,000)
Proceeds from sale of condominium units at 220 Central Park South	31,605	24,484	7,121
Proceeds from sales of real estate	2,000	123,519	(121,519)
Proceeds from maturities of U.S. Treasury bills	—	468,598	(468,598)
Proceeds from repayment of participation in 150 West 34th Street mortgage loan	—	105,000	(105,000)
Acquisitions of real estate and other	—	(33,145)	33,145
Distributions of capital from partially owned entities	—	18,869	(18,869)
Deconsolidation of cash and restricted cash held by a previously consolidated entity	—	(14,216)	14,216
Net cash used in investing activities	\$ (597,365)	\$ (128,788)	\$ (468,577)

Financing Activities

Net cash flow used in financing activities is impacted by the timing and extent of issuances of debt and equity securities, distributions paid to common shareholders and unitholders of the Operating Partnership as well as principal and other repayments associated with our outstanding debt.

The following table details the net cash used in financing activities:

(Amounts in thousands)

	For the Year Ended December 31,		Increase (Decrease) in Cash Flow
	2024	2023	
Dividends paid on common shares/Distributions to Vornado	\$ (141,103)	\$ (129,066)	\$ (12,037)
Repayments of borrowings	(97,439)	(148,000)	50,561
Proceeds from borrowings	75,000	—	75,000
Dividends paid on preferred shares/Distributions to preferred unitholders	(62,112)	(62,116)	4
Distributions to redeemable security holders and noncontrolling interests in consolidated subsidiaries	(18,156)	(38,970)	20,814
Deferred financing costs	(13,870)	(4,424)	(9,446)
Contributions from noncontrolling interests in consolidated subsidiaries	5,300	132,701	(127,401)
Repurchase of common shares/Class A units owned by Vornado	—	(29,183)	29,183
Other financing activity, net	57	121	(64)
Net cash used in financing activities	\$ (252,323)	\$ (278,937)	\$ 26,614

Dividends

We anticipate that our common share dividend policy for 2025 will be to pay one common share dividend in the fourth quarter. If Vornado's Board of Trustees were to declare a dividend consistent with our 2024 common share dividend of \$0.74, the Operating Partnership would be required to distribute approximately (i) \$141,000,000 of cash to Vornado for distribution to its common shareholders and (ii) \$12,600,000 of cash to third party Class A unitholders. Additionally, during 2025, Vornado expects to pay approximately \$62,000,000 of cash dividends on preferred shares based on the number of preferred shares outstanding as of December 31, 2024.

Liquidity and Capital Resources - continued

Debt

We have an effective shelf registration for the offering of our equity and debt securities that is not limited in amount due to our status as a “well-known seasoned issuer.” We have issued senior unsecured notes from a shelf registration statement that contain financial covenants that restrict our ability to incur debt, and that require us to maintain a level of unencumbered assets based on the level of our secured debt. Our unsecured revolving credit facilities and unsecured term loan contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for increased interest rates in the event of a decline in the credit rating assigned to our senior unsecured notes. Our unsecured revolving credit facilities and unsecured term loan also contain customary conditions precedent to borrowing, including representations and warranties, and contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal. As of December 31, 2024, we were in compliance with all of the financial covenants required by our senior unsecured notes, our unsecured revolving credit facilities and our unsecured term loan.

A summary of our consolidated debt as of December 31, 2024 is presented below.

(Amounts in thousands)

	As of December 31, 2024	
	Balance	Weighted Average Interest Rate ⁽¹⁾
Consolidated debt:		
Fixed rate ⁽²⁾	\$ 7,066,400	4.28%
Variable rate ⁽³⁾	1,215,776	5.80% ⁽⁴⁾
Total	8,282,176	4.50%
Deferred financing costs, net and other	(39,300)	
Total, net	\$ 8,242,876	

- (1) Represents the interest rate in effect as of period end based on the appropriate reference rate as of the contractual reset date plus contractual spread, adjusted for hedging instruments, as applicable.
- (2) Includes variable rate debt with interest rates fixed by interest rate swap arrangements and the \$950,000 1290 Avenue of the Americas mortgage loan which is subject to a 1.00% SOFR interest rate cap arrangement.
- (3) Includes variable rate mortgages subject to interest rate cap arrangements, except for the 1290 Avenue of the Americas mortgage loan discussed above. As of December 31, 2024, \$960,000 of our variable rate debt was subject to interest rate cap arrangements. The interest rate cap arrangements have a weighted average strike rate of 4.79% and a weighted average remaining term of four months.
- (4) Excludes additional 3.00% default interest on the 606 Broadway mortgage loan.

During 2025 and 2026, \$1,328,057,000 and \$925,000,000, respectively, of our outstanding consolidated debt matures, assuming the exercise of as-of-right extension options. These amounts exclude the \$74,119,000 606 Broadway mortgage loan which is in maturity default. We may refinance this maturing debt as it comes due or choose to repay it using cash and cash equivalents or our unsecured revolving credit facilities. We may also refinance or prepay other outstanding debt depending on prevailing market conditions, liquidity requirements and other factors. The amounts involved in connection with these transactions could be material to our consolidated financial statements.

Details of 2024 financing activities are provided in the “Overview” of Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The contractual principal and interest repayments schedule of our consolidated debt as of December 31, 2024 is presented below. The below excludes the \$74,119,000 606 Broadway mortgage loan which is in maturity default. See page 93 for details.

(Amounts in thousands)

	Total	Less than 1 Year	1 – 3 Years	3 – 5 Years	Thereafter
Notes and mortgages payable	\$ 6,416,368	\$ 1,147,623	\$ 2,508,038	\$ 2,396,325	\$ 364,382
Senior unsecured notes due 2025 ⁽¹⁾	450,613	450,613	—	—	—
Senior unsecured notes due 2026	412,207	8,600	403,607	—	—
Senior unsecured notes due 2031	426,391	11,900	23,800	23,800	366,891
Unsecured term loan	914,389	37,700	876,689	—	—
Revolving credit facilities	642,648	22,597	620,051	—	—
Total contractual principal ⁽²⁾ and interest ⁽³⁾ repayments	\$ 9,262,616	\$ 1,679,033	\$ 4,432,185	\$ 2,420,125	\$ 731,273

- (1) We repaid our \$450,000 3.50% senior unsecured notes on their January 15, 2025 maturity date.
- (2) Based on the contractual maturity of our loans, including as-of-right extension options, as of December 31, 2024.
- (3) Estimated interest for variable rate debt based on the Term SOFR curve available as of December 31, 2024.

Liquidity and Capital Resources - continued

Capital Expenditures

Capital expenditures consist of expenditures to maintain and improve assets, tenant improvement allowances and leasing commissions. During 2025, we expect to spend \$275,000,000 of capital expenditures for our consolidated properties. We plan to fund these capital expenditures from operating cash flow, existing liquidity, and/or borrowings. Our partially owned non-consolidated subsidiaries typically fund their capital expenditures without any additional equity contribution from us.

Development and Redevelopment Projects and Opportunities

Development and redevelopment expenditures consist of all hard and soft costs associated with the development and redevelopment of a property. We plan to fund these development and redevelopment expenditures from operating cash flow, existing liquidity, and/or borrowings. See detailed discussion below for our current development and redevelopment projects.

PENN District

PENN 2

We are redeveloping PENN 2, a 1,795,000 square foot (as expanded) office building, located on the west side of Seventh Avenue between 31st and 33rd Street. The development cost of this project is estimated to be \$750,000,000, of which \$697,451,000 of cash has been expended as of December 31, 2024.

We are also making districtwide improvements within the PENN District. The development cost of these improvements is estimated to be \$100,000,000, of which \$70,919,000 of cash has been expended as of December 31, 2024.

Sunset Pier 94 Studios

On August 28, 2023, we, together with Hudson Pacific Properties and Blackstone Inc., formed a joint venture to develop a 266,000 square foot purpose-built studio campus in Manhattan. We own a 49.9% equity interest in the joint venture. The development cost of the project is estimated to be \$350,000,000, which will be funded with \$183,200,000 of construction financing (\$29,782,000 drawn as of December 31, 2024) and \$166,800,000 of equity contributions. Our share of equity contributions was funded by (i) our \$40,000,000 Pier 94 leasehold interest contribution and (ii) \$34,000,000 of cash contributions, which are net of an estimated \$9,000,000 for our share of development fees and reimbursement for overhead costs incurred by us. As of December 31, 2024, we have fully funded our share of equity and cash contributions.

350 Park Avenue

On January 24, 2023, we and the Rudin family (“Rudin”) completed agreements with Citadel Enterprise Americas LLC (“Citadel”) and with an affiliate of Kenneth C. Griffin, Citadel’s Founder and CEO (“KG”), for a series of transactions relating to 350 Park Avenue and 40 East 52nd Street. In connection therewith, we entered into a joint venture with Rudin (the “Vornado/Rudin JV”) that purchased 39 East 51st Street for \$40,000,000, funded on a 50/50 basis by Vornado and Rudin. 39 East 51st Street will be combined with 350 Park Avenue and 40 East 52nd Street to create a premier development site (the “350 Park Site”). From October 2024 to June 2030, an affiliate of KG has the option to either (i) acquire a 60% interest in a joint venture with the Vornado/Rudin JV (with Vornado having an effective 36% interest in the entity) to build a new 1,700,000 square foot office tower, valuing the 350 Park Site at \$1.2 billion or (ii) purchase the 350 Park Site for \$1.4 billion (\$1.085 billion to Vornado). From October 2024 to September 2030, the Vornado/Rudin JV has the option to put the 350 Park Site to KG for \$1.2 billion (\$900,000,000 to Vornado).

We are also evaluating other development and redevelopment opportunities at certain of our properties in Manhattan including, in particular, the PENN District.

There can be no assurance that the above projects will be completed, completed on schedule or within budget.

Liquidity and Capital Resources - continued

Other Obligations

We have contractual cash obligations for certain properties that are subject to long-term ground and building leases. During 2025, \$58,522,000 of lease payments are due, including fair market rent resets accounted for as variable rent and excluding prior period accruals for ground rent resets yet to be determined. For 2026 and thereafter, we have \$2,367,881,000 of future lease payments. We believe that our operating cash flow will be adequate to fund these lease payments.

Our future lease payments disclosed above include payments for our PENN 1 ground lease based on an amount estimated in January 2022, when we exercised the second of three 25-year renewal options. The first renewal period commenced June 2023 and, together with the second option exercise, extends the lease term through June 2073. The ground lease is subject to fair market value resets at each 25-year renewal period. The rent reset process for the June 2023 renewal period is currently ongoing and the timing is uncertain. The final fair market value determination may be materially higher or lower than our January 2022 estimate.

Insurance

For our properties, we maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, of which \$275,000,000, includes communicable disease coverage, and we maintain all risk property and rental value insurance with limits of \$2.0 billion per occurrence, with sub-limits for certain perils such as flood and earthquake, excluding communicable disease coverage. Our California properties have earthquake insurance with coverage of \$350,000,000 per occurrence and in the aggregate, subject to a deductible in the amount of 5% of the value of the affected property. We maintain coverage for certified terrorism acts with limits of \$6.0 billion per occurrence and in the aggregate (as listed below), \$1.2 billion for non-certified acts of terrorism, and \$5.0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological ("NBCR") terrorism events, as defined by the Terrorism Risk Insurance Act of 2002, as amended to date and which has been extended through December 2027.

Penn Plaza Insurance Company, LLC ("PPIC"), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of \$2,396,808 and 20% of the balance of a covered loss and the Federal government is responsible for the remaining portion of a covered loss. We are ultimately responsible for any loss incurred by PPIC.

Certain condominiums in which we own an interest (including the Farley Condominiums) maintain insurance policies with different per occurrence and aggregate limits than our policies described above.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism and other events. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future. We are responsible for uninsured losses and for deductibles and losses in excess of our insurance coverage, which could be material.

Our debt instruments, consisting of mortgage loans secured by our properties, senior unsecured notes and revolving credit agreements contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance or refinance our properties and expand our portfolio.

Other Commitments and Contingencies

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters is not currently expected to have a material adverse effect on our financial position, results of operations or cash flows.

Each of our properties has been subjected to varying degrees of environmental assessment at various times. The environmental assessments did not reveal any material environmental contamination. However, there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

Liquidity and Capital Resources - continued

Other Commitments and Contingencies - continued

We may, from time to time, enter into guarantees including, but not limited to, payment guarantees to lenders of unconsolidated joint ventures for tax purposes, completion guarantees for development and redevelopment projects, and guarantees to fund leasing costs. These agreements terminate either upon the satisfaction of specified obligations or repayment of the underlying loans. As of December 31, 2024, the aggregate dollar amount of these guarantees is approximately \$516,872,000, including the payment guarantee for the mortgage loan secured by 7 West 34th Street. Other than these loans, our mortgage loans are non-recourse to us.

As of December 31, 2024, \$57,643,000 of letters of credit were outstanding under our unsecured revolving credit facilities. Our unsecured revolving credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for increased interest rates in the event of a decline in the credit rating assigned to our senior unsecured notes. Our unsecured revolving credit facilities also contain customary conditions precedent to borrowing, including representations and warranties, and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

Our 95% consolidated joint venture (5% is owned by Related Companies ("Related")) developed and owns the Farley Building. In connection with the development of the property, the joint venture admitted a historic Tax Credit Investor partner. Under the terms of the historic tax credit arrangement, the joint venture is required to comply with various laws, regulations, and contractual provisions. Non-compliance with applicable requirements could result in projected tax benefits not being realized and, therefore, may require a refund or reduction of the Tax Credit Investor's capital contributions. As of December 31, 2024, the Tax Credit Investor has made \$208,407,000 in capital contributions. Vornado and Related have guaranteed certain of the joint venture's obligations to the Tax Credit Investor.

As of December 31, 2024, we had construction commitments aggregating approximately \$61,016,000.

Funds From Operations

Vornado Realty Trust

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”). NAREIT defines FFO as GAAP net income or loss adjusted to exclude net gains from sales of certain real estate assets, impairment write-downs of certain real estate assets and investments in entities when the impairment is directly attributable to decreases in the value of depreciable real estate held by the entity, depreciation and amortization expense from real estate assets and other specified items, including the pro rata share of such adjustments of unconsolidated subsidiaries. FFO and FFO per diluted share are non-GAAP financial measures used by management, investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers because it excludes the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. FFO does not represent cash generated from operating activities and is not necessarily indicative of cash available to fund cash requirements and should not be considered as an alternative to net income as a performance measure or cash flow as a liquidity measure. FFO may not be comparable to similarly titled measures employed by other companies. The calculations of both the numerator and denominator used in the computation of income per share are disclosed in Note 12 – *Income (Loss) Per Share and Per Class A Unit*, in our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K. Details of certain items that impact FFO are discussed in the financial results summary of our “Overview.”

Below is a reconciliation of net income attributable to common shareholders to FFO attributable to common shareholders plus assumed conversions for the years ended December 31, 2024 and 2023.

(Amounts in thousands, except per share amounts)

	For the Year Ended December 31,	
	2024	2023
Reconciliation of net income attributable to common shareholders to FFO attributable to common shareholders plus assumed conversions:		
Net income attributable to common shareholders	\$ 8,275	\$ 43,378
Per diluted share	\$ 0.04	\$ 0.23
FFO adjustments:		
Depreciation and amortization of real property	\$ 399,694	\$ 385,608
Net gains on sale of real estate	(873)	(53,305)
Real estate impairment losses	—	22,831
Our share of partially owned entities:		
Depreciation and amortization of real property	101,195	108,088
Net gain on sale of real estate	—	(16,545)
Real estate impairment losses	—	50,458
FFO adjustments, net	500,016	497,135
Impact of assumed conversion of dilutive convertible securities	1,549	1,642
Noncontrolling interests' share of above adjustments on a dilutive basis	(39,819)	(38,363)
FFO attributable to common shareholders plus assumed conversions	\$ 470,021	\$ 503,792
Per diluted share	\$ 2.37	\$ 2.59
Reconciliation of weighted average shares outstanding:		
Weighted average common shares outstanding	190,539	191,005
Effect of dilutive securities:		
Convertible securities	1,556	2,468
Share-based payment awards	6,087	851
Denominator for FFO per diluted share	198,182	194,324

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have exposure to fluctuations in market interest rates. Market interest rates are sensitive to many factors that are beyond our control. Our exposure to a change in interest rates on our consolidated and non-consolidated debt (all of which arises out of non-trading activity) is as follows:

(Amounts in thousands, except per share and unit amounts)

	As of December 31, 2024		
	Balance	Weighted Average Interest Rate ⁽¹⁾	Effect of 1% Change In Base Rates ⁽²⁾
Consolidated debt:			
Fixed rate ⁽³⁾	\$ 7,066,400	4.28%	\$ —
Variable rate ⁽⁴⁾	1,215,776	5.80% ⁽⁵⁾	6,548
	<u>\$ 8,282,176</u>	<u>4.50%</u>	<u>6,548</u>
Pro rata share of debt of non-consolidated entities:			
Fixed rate ⁽³⁾	\$ 2,033,525	4.85%	—
Variable rate ⁽⁶⁾	444,176	6.43%	2,012
	<u>\$ 2,477,701</u>	<u>5.13%</u>	<u>2,012</u>
Noncontrolling interests' share of consolidated subsidiaries			(3,971)
Total change in annual net income attributable to the Operating Partnership			4,589
Noncontrolling interests' share of the Operating Partnership			(376)
Total change in annual net income attributable to Vornado			<u>\$ 4,213</u>
Total change in annual net income attributable to the Operating Partnership per diluted Class A unit			\$ 0.02
Total change in annual net income attributable to Vornado per diluted common share			<u>\$ 0.02</u>

- (1) Represents the interest rate in effect as of period end based on the appropriate reference rate as of the contractual reset date plus contractual spread, adjusted for hedging instruments, as applicable.
- (2) The impact of the interest rate cap arrangements discussed on the following page is reflected in our calculation of the effect of 1% change in base rates.
- (3) Includes variable rate debt with interest rates fixed by interest rate swap arrangements and the \$950,000 1290 Avenue of the Americas mortgage loan which is subject to a 1.00% SOFR interest rate cap arrangement.
- (4) Includes variable rate debt subject to interest rate cap arrangements with a total notional amount of \$960,000, of which \$360,000 is attributable to noncontrolling interests. The interest rate cap arrangements have a weighted average strike rate of 4.79% and a weighted average remaining term of four months.
- (5) Excludes additional 3.00% default interest on the 606 Broadway mortgage loan.
- (6) Includes variable rate debt subject to interest rate cap arrangements with a total notional amount of \$244,272 at our pro rata share. The interest rate cap arrangements have a weighted average strike rate of 4.16% and a weighted average remaining term of nine months.

Fair Value of Debt

The estimated fair value of our consolidated debt is calculated based on current market prices and discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt. As of December 31, 2024, the estimated fair value of our consolidated debt was \$7,990,000,000.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK - continued
Derivatives and Hedging

We utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. The following table summarizes our consolidated hedging instruments, all of which hedge variable rate debt, as of December 31, 2024. (Amounts in thousands)

	<u>Debt Balance</u>	<u>Variable Rate Spread</u>	<u>Notional Amount</u>	<u>All-In Swapped Rate</u>	<u>Expiration Date</u>
Interest rate swaps:					
555 California Street mortgage loan	\$ 1,200,000	S+205	\$ 840,000 ⁽¹⁾	6.03%	05/26
770 Broadway mortgage loan	700,000	S+225	700,000	4.98%	07/27
PENN 11 mortgage loan	500,000	S+206	500,000	6.28%	10/25
Unsecured revolving credit facility	575,000	S+115	575,000	3.88%	08/27
Unsecured term loan:	800,000	S+130			
In-place swap through 7/25			700,000	4.53%	07/25
In-place swap through 10/26			550,000	4.36%	10/26
In-place swap through 8/27			50,000	4.04%	08/27
100 West 33rd Street mortgage loan	480,000	S+185	480,000	5.26%	06/27
888 Seventh Avenue mortgage loan	258,057	S+180	200,000	4.76%	09/27
4 Union Square South mortgage loan	120,000	S+150	96,400	3.74%	01/25
435 Seventh Avenue mortgage loan	75,000	S+210	75,000	6.96%	04/26
				<u>Index Strike Rate</u>	
Interest rate caps:					
1290 Avenue of the Americas mortgage loan ⁽²⁾	950,000	S+162	950,000	1.00%	11/25
One Park Avenue mortgage loan	525,000	S+122	525,000	3.89%	03/25
150 West 34th Street mortgage loan	75,000	S+215	75,000	5.00%	02/26

(1) Represents our 70.0% share of the \$1.2 billion mortgage loan.

(2) In connection with the arrangement, we made a \$63,100 up-front payment in 2023, of which \$18,930 was attributable to noncontrolling interests.

The following table summarizes our hedging instruments of our unconsolidated subsidiaries (shown at our pro rata ownership interest) as of December 31, 2024.

(Amounts in thousands and at share)

	<u>Debt Balance</u>	<u>Variable Rate Spread</u>	<u>Notional Amount</u>	<u>All-In Swapped Rate</u>	<u>Expiration Date</u>
Interest rate swaps:					
280 Park Avenue	\$ 537,500	S+178	\$ 537,500	5.84%	09/28
731 Lexington Avenue retail condominium	97,200	S+151	97,200	1.76%	05/25
				<u>Index Strike Rate</u>	
Interest rate caps:					
61 Ninth Avenue	75,543	S+146	75,543	4.39%	01/26
512 West 22nd Street	68,980	S+235	68,980	4.50%	06/25
Rego Park II	65,624	S+145	65,624	4.15%	12/25
Fashion Centre/Washington Tower	34,125	S+305	34,125	3.00%	05/25

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**INDEX TO FINANCIAL STATEMENTS**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Trustees of Vornado Realty Trust

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Vornado Realty Trust and subsidiaries (the “Company”) as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows, for each of the three years in the period ended December 31, 2024, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 10, 2025, expressed an unqualified opinion on the Company’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Real Estate Recoverability Assessment – Refer to Note 2 to the financial statements

Critical Audit Matter Description

The Company’s real estate properties are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the aggregate projected future cash flows over the anticipated holding period on an undiscounted basis. The recoverability assessment is determined based on projected future cash flows that utilize capitalization rates and available market information. Preparation of the Company’s undiscounted cash flows requires management to make significant estimates and assumptions related to future market rental rates and capitalization rates.

We identified the recoverability assessment of real estate properties as a critical audit matter because of the significant estimates and assumptions related to future market rental rates and capitalization rates. Performing audit procedures to evaluate the reasonableness of these estimates and assumptions required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the recoverability assessment of real estate properties included the following, among others:

- We tested the effectiveness of controls over management's evaluation of recoverability of its real estate properties, including those over future market rental rates and capitalization rates used in the assessment.
- We evaluated the reasonableness of future market rental rates and capitalization rates used by management with independent market data, focusing on geographical location and property type. In addition, we developed ranges of independent estimates of future market rental rates and capitalization rates and compared those to the amounts used by management.
- We involved our fair value specialists in providing comparable market transaction details to further evaluate management's selected future market rental rates and capitalization rates, as applicable.
- We evaluated the reasonableness of management's projected future cash flow analyses by performing a retrospective analysis of the Company's actual results compared to the prior projected future cash flow analyses.
- We evaluated whether the assumptions were consistent with evidence obtained in other areas of the audit.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 10, 2025

We have served as the Company's auditor since 1976.

VORNADO REALTY TRUST
CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except unit, share and per share amounts)

	As of December 31,	
	2024	2023
ASSETS		
Real estate, at cost:		
Land	\$ 2,434,209	\$ 2,436,221
Buildings and improvements	10,439,113	9,952,954
Development costs and construction in progress	1,097,395	1,281,076
Leasehold improvements and equipment	120,915	130,953
Total	14,091,632	13,801,204
Less accumulated depreciation and amortization	(4,025,349)	(3,752,827)
Real estate, net	10,066,283	10,048,377
Right-of-use assets	678,804	680,044
Cash and cash equivalents	733,947	997,002
Restricted cash	215,672	264,582
Tenant and other receivables	58,853	69,543
Investments in partially owned entities	2,691,478	2,610,558
Receivable arising from the straight-lining of rents	707,020	701,666
Deferred leasing costs, net of accumulated amortization of \$268,532 and \$249,347	354,882	355,010
Identified intangible assets, net of accumulated amortization of \$75,002 and \$98,589	118,215	127,082
Other assets	373,454	333,801
	<u>\$ 15,998,608</u>	<u>\$ 16,187,665</u>
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY		
Mortgages payable, net	\$ 5,676,014	\$ 5,688,020
Senior unsecured notes, net	1,195,914	1,193,873
Unsecured term loan, net	795,948	794,559
Unsecured revolving credit facilities	575,000	575,000
Lease liabilities	749,759	732,859
Accounts payable and accrued expenses	374,013	411,044
Deferred revenue	28,424	32,199
Deferred compensation plan	114,580	105,245
Other liabilities	317,087	311,132
Total liabilities	9,826,739	9,843,931
Commitments and contingencies		
Redeemable noncontrolling interests:		
Class A units - 16,850,803 and 17,000,030 units outstanding	708,408	480,251
Series D cumulative redeemable preferred units - 141,400 units outstanding	3,535	3,535
Total redeemable noncontrolling partnership units	711,943	483,786
Redeemable noncontrolling interest in a consolidated subsidiary	122,715	154,662
Total redeemable noncontrolling interests	834,658	638,448
Shareholders' equity:		
Preferred shares of beneficial interest: no par value per share; authorized 110,000,000 shares; issued and outstanding 48,789,180 and 48,792,902 shares	1,182,364	1,182,459
Common shares of beneficial interest: \$0.04 par value per share; authorized 250,000,000 shares; issued and outstanding 190,846,580 and 190,390,703 shares	7,634	7,594
Additional capital	8,052,793	8,263,291
Earnings less than distributions	(4,142,249)	(4,009,395)
Accumulated other comprehensive income	57,700	65,115
Total shareholders' equity	5,158,242	5,509,064
Noncontrolling interests in consolidated subsidiaries	178,969	196,222
Total equity	<u>\$ 5,337,211</u>	<u>\$ 5,705,286</u>
	<u>\$ 15,998,608</u>	<u>\$ 16,187,665</u>

See notes to the consolidated financial statements.

VORNADO REALTY TRUST
CONSOLIDATED STATEMENTS OF INCOME

(Amounts in thousands, except per share amounts)

	For the Year Ended December 31,		
	2024	2023	2022
REVENUES:			
Rental revenues	\$ 1,568,806	\$ 1,607,486	\$ 1,607,685
Fee and other income	218,880	203,677	192,310
Total revenues	1,787,686	1,811,163	1,799,995
EXPENSES:			
Operating	(927,796)	(905,158)	(873,911)
Depreciation and amortization	(447,500)	(434,273)	(504,502)
General and administrative	(148,520)	(162,883)	(133,731)
(Expense) benefit from deferred compensation plan liability	(12,638)	(12,162)	9,617
Transaction related costs, impairment losses and other	(5,242)	(50,691)	(31,722)
Total expenses	(1,541,696)	(1,565,167)	(1,534,249)
Income (loss) from partially owned entities	112,464	38,689	(461,351)
Interest and other investment income, net	45,974	43,287	23,410
Income (loss) from deferred compensation plan assets	12,638	12,162	(9,617)
Interest and debt expense	(390,269)	(349,223)	(279,765)
Net gains on disposition of wholly owned and partially owned assets	16,048	71,199	100,625
Income (loss) before income taxes	42,845	62,110	(360,952)
Income tax expense	(22,729)	(29,222)	(21,660)
Net income (loss)	20,116	32,888	(382,612)
Less net loss (income) attributable to noncontrolling interests in:			
Consolidated subsidiaries	51,131	75,967	5,737
Operating Partnership	(860)	(3,361)	30,376
Net income (loss) attributable to Vornado	70,387	105,494	(346,499)
Preferred share dividends	(62,112)	(62,116)	(62,116)
NET INCOME (LOSS) attributable to common shareholders	\$ 8,275	\$ 43,378	\$ (408,615)
INCOME (LOSS) PER COMMON SHARE - BASIC:			
Net income (loss) per common share	\$ 0.04	\$ 0.23	\$ (2.13)
Weighted average shares outstanding	190,539	191,005	191,775
INCOME (LOSS) PER COMMON SHARE - DILUTED:			
Net income (loss) per common share	\$ 0.04	\$ 0.23	\$ (2.13)
Weighted average shares outstanding	196,626	191,856	191,775

See notes to consolidated financial statements.

VORNADO REALTY TRUST
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Net income (loss)	\$ 20,116	\$ 32,888	\$ (382,612)
Other comprehensive (loss) income:			
Other comprehensive (loss) income of nonconsolidated subsidiaries	(6,992)	(8,286)	18,874
Change in fair value of interest rate swaps and other	947	(112,051)	190,493
Comprehensive income (loss)	14,071	(87,449)	(173,245)
Less comprehensive loss attributable to noncontrolling interests	48,876	85,665	19,247
Comprehensive income (loss) attributable to Vornado	<u>\$ 62,947</u>	<u>\$ (1,784)</u>	<u>\$ (153,998)</u>

See notes to consolidated financial statements.

VORNADO REALTY TRUST
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in thousands, except per share amount)

	Preferred Shares		Common Shares		Additional Capital	Earnings Less Than Distributions	Accumulated Other Comprehensive Income	Non-controlling Interests in Consolidated Subsidiaries	Total Equity
	Shares	Amount	Shares	Amount					
Balance as of December 31, 2023	48,793	\$ 1,182,459	190,391	\$ 7,594	\$ 8,263,291	\$ (4,009,395)	\$ 65,115	\$ 196,222	\$ 5,705,286
Net income attributable to Vornado	—	—	—	—	—	70,387	—	—	70,387
Net loss attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	—	(19,964)	(19,964)
Dividends on common shares (\$0.74 per share)	—	—	—	—	—	(141,103)	—	—	(141,103)
Dividends on preferred shares (see Note 10 for dividends per share amounts)	—	—	—	—	—	(62,112)	—	—	(62,112)
Common shares issued upon redemption of Class A units, at redemption value	—	—	449	18	15,894	—	—	—	15,912
Conversion of Series A preferred shares to common shares	(4)	(95)	7	—	95	—	—	—	—
Contributions	—	—	—	—	—	—	—	1,961	1,961
Distributions	—	—	—	—	—	—	—	(1,339)	(1,339)
Other comprehensive loss of nonconsolidated subsidiaries	—	—	—	—	—	—	(6,992)	—	(6,992)
Change in fair value of consolidated interest rate hedges and other	—	—	—	—	—	—	947	—	947
Redeemable Class A unit measurement adjustment	—	—	—	—	(226,612)	—	26	—	(226,586)
Other comprehensive loss (income) attributable to noncontrolling interests in:									
Operating Partnership	—	—	—	—	—	—	693	—	693
Consolidated subsidiaries	—	—	—	—	—	—	(2,087)	2,087	—
Other	—	—	—	22	125	(26)	(2)	2	121
Balance as of December 31, 2024	<u>48,789</u>	<u>\$ 1,182,364</u>	<u>190,847</u>	<u>\$ 7,634</u>	<u>\$ 8,052,793</u>	<u>\$ (4,142,249)</u>	<u>\$ 57,700</u>	<u>\$ 178,969</u>	<u>\$ 5,337,211</u>

See notes to consolidated financial statements.

VORNADO REALTY TRUST
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY - CONTINUED

(Amounts in thousands, except per share amount)

	Preferred Shares		Common Shares		Additional Capital	Earnings Less Than Distributions	Accumulated Other Comprehensive Income	Non-controlling Interests in Consolidated Subsidiaries	Total Equity
	Shares	Amount	Shares	Amount					
Balance as of December 31, 2022	48,793	\$ 1,182,459	191,867	\$ 7,654	\$ 8,369,228	\$ (3,894,580)	\$ 174,967	\$ 236,652	\$ 6,076,380
Net income attributable to Vornado	—	—	—	—	—	105,494	—	—	105,494
Net loss attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	—	(36,582)	(36,582)
Dividends on common shares (\$0.675 per share)	—	—	—	—	—	(129,066)	—	—	(129,066)
Dividends on preferred shares (see Note 10 for dividends per share amounts)	—	—	—	—	—	(62,116)	—	—	(62,116)
Common shares issued:									
Upon redemption of Class A units, at redemption value	—	—	539	21	8,468	—	—	—	8,489
Under dividend reinvestment plan	—	—	11	—	146	—	—	—	146
Contributions	—	—	—	—	—	—	—	24,033	24,033
Distributions	—	—	—	—	—	—	—	(21,526)	(21,526)
Deferred compensation shares and options	—	—	(2)	—	321	(25)	—	—	296
Repurchase of common shares	—	—	(2,024)	(81)	—	(29,102)	—	—	(29,183)
Other comprehensive loss of nonconsolidated subsidiaries	—	—	—	—	—	—	(8,286)	—	(8,286)
Change in fair value of interest rate swaps and other	—	—	—	—	—	—	(112,051)	—	(112,051)
Unearned 2020 Out-Performance Plan and 2019 Performance AO LTIP awards	—	—	—	—	20,668	—	—	—	20,668
Redeemable Class A unit measurement adjustment	—	—	—	—	(135,540)	—	(2,574)	—	(138,114)
Other comprehensive loss attributable to noncontrolling interests in:									
Operating Partnership	—	—	—	—	—	—	9,340	—	9,340
Consolidated subsidiaries	—	—	—	—	—	—	3,719	(3,719)	—
Deconsolidation of partially owned entity	—	—	—	—	—	—	—	(2,636)	(2,636)
Balance as of December 31, 2023	48,793	\$ 1,182,459	190,391	\$ 7,594	\$ 8,263,291	\$ (4,009,395)	\$ 65,115	\$ 196,222	\$ 5,705,286

See notes to consolidated financial statements.

VORNADO REALTY TRUST
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY - CONTINUED

(Amounts in thousands, except per share amounts)

	Preferred Shares		Common Shares		Additional Capital	Earnings Less Than Distributions	Accumulated Other Comprehensive (Loss) Income	Non-controlling Interests in Consolidated Subsidiaries	Total Equity
	Shares	Amount	Shares	Amount					
Balance as of December 31, 2021	48,793	\$ 1,182,459	191,724	\$ 7,648	\$ 8,143,093	\$ (3,079,320)	\$ (17,534)	\$ 278,892	\$ 6,515,238
Net loss attributable to Vornado	—	—	—	—	—	(346,499)	—	—	(346,499)
Net income attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	—	3,931	3,931
Dividends on common shares (\$2.12 per share)	—	—	—	—	—	(406,562)	—	—	(406,562)
Dividends on preferred shares (see Note 10 for dividends per share amounts)	—	—	—	—	—	(62,116)	—	—	(62,116)
Common shares issued:									
Upon redemption of Class A units, at redemption value	—	—	117	5	3,519	—	—	—	3,524
Under employees' share option plan	—	—	—	—	7	—	—	—	7
Under dividend reinvestment plan	—	—	28	1	877	—	—	—	878
Contributions	—	—	—	—	—	—	—	5,609	5,609
Distributions	—	—	—	—	—	—	—	(54,388)	(54,388)
Deferred compensation shares and options	—	—	(2)	—	588	(85)	—	—	503
Other comprehensive income of nonconsolidated subsidiaries	—	—	—	—	—	—	18,874	—	18,874
Change in fair value of interest rate swaps and other	—	—	—	—	—	—	190,494	—	190,494
Redeemable Class A unit measurement adjustment	—	—	—	—	221,145	—	—	—	221,145
Other comprehensive income attributable to noncontrolling interests in:									
Operating Partnership	—	—	—	—	—	—	(14,250)	—	(14,250)
Consolidated subsidiaries	—	—	—	—	—	—	(2,616)	2,616	—
Other	—	—	—	—	(1)	2	(1)	(8)	(8)
Balance as of December 31, 2022	<u>48,793</u>	<u>\$ 1,182,459</u>	<u>191,867</u>	<u>\$ 7,654</u>	<u>\$ 8,369,228</u>	<u>\$ (3,894,580)</u>	<u>\$ 174,967</u>	<u>\$ 236,652</u>	<u>\$ 6,076,380</u>

See notes to consolidated financial statements.

VORNADO REALTY TRUST
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Cash Flows from Operating Activities:			
Net income (loss)	\$ 20,116	\$ 32,888	\$ (382,612)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization (including amortization of deferred financing costs)	469,423	457,574	526,306
Distributions of income from partially owned entities	142,880	172,873	184,501
Equity in net (income) loss of partially owned entities	(112,464)	(38,689)	461,351
Amortization of interest rate cap premiums	41,745	10,989	430
Stock-based compensation expense	30,172	43,201	29,249
Net gains on disposition of wholly owned and partially owned assets	(16,048)	(71,199)	(100,625)
Change in deferred tax liability	13,008	17,020	14,005
Straight-lining of rents	(5,086)	(8,808)	(46,177)
Amortization of below-market leases, net	(3,035)	(5,268)	(5,178)
Real estate impairment losses	—	45,007	19,098
Credit losses on investments	—	8,269	—
Net realized and unrealized (gain) loss on real estate fund investments	—	(1,861)	2,589
Return of capital from real estate fund investments	—	1,861	5,141
Other non-cash adjustments	13,995	9,874	3,532
Changes in operating assets and liabilities:			
Tenant and other receivables	4,704	9,379	(4,437)
Prepaid assets	(8,346)	(12,854)	104,186
Other assets	(74,420)	(79,110)	(34,615)
Lease liabilities	16,900	17,582	15,658
Accounts payable and accrued expenses	(6,800)	10,723	5,718
Other liabilities	10,979	28,701	824
Net cash provided by operating activities	537,723	648,152	798,944
Cash Flows from Investing Activities:			
Development costs and construction in progress	(242,874)	(552,701)	(737,999)
Additions to real estate	(222,739)	(211,899)	(159,796)
Investments in partially owned entities	(115,357)	(57,297)	(33,172)
Investment in loan receivable	(50,000)	—	—
Proceeds from sale of condominium units at 220 Central Park South	31,605	24,484	88,019
Proceeds from sales of real estate	2,000	123,519	373,264
Proceeds from maturities of U.S. Treasury bills	—	468,598	597,499
Proceeds from repayment of participation in 150 West 34th Street mortgage loan	—	105,000	—
Acquisitions of real estate and other	—	(33,145)	(3,000)
Distributions of capital from partially owned entities	—	18,869	34,417
Deconsolidation of cash and restricted cash held by a previously consolidated entity	—	(14,216)	—
Purchase of U.S. Treasury bills	—	—	(1,066,096)
Net cash used in investing activities	(597,365)	(128,788)	(906,864)

See notes to consolidated financial statements.

VORNADO REALTY TRUST
CONSOLIDATED STATEMENTS OF CASH FLOWS – CONTINUED

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Cash Flows from Financing Activities:			
Dividends paid on common shares	\$ (141,103)	\$ (129,066)	\$ (406,562)
Repayments of borrowings	(97,439)	(148,000)	(1,251,373)
Proceeds from borrowings	75,000	—	1,029,773
Dividends paid on preferred shares	(62,112)	(62,116)	(62,116)
Distributions to noncontrolling interests	(18,156)	(38,970)	(84,699)
Deferred financing costs	(13,870)	(4,424)	(32,706)
Contributions from noncontrolling interests	5,300	132,701	5,609
Repurchase of common shares	—	(29,183)	—
Other financing activity, net	57	121	800
Net cash used in financing activities	(252,323)	(278,937)	(801,274)
Net (decrease) increase in cash and cash equivalents and restricted cash	(311,965)	240,427	(909,194)
Cash and cash equivalents and restricted cash at beginning of period	1,261,584	1,021,157	1,930,351
Cash and cash equivalents and restricted cash at end of period	\$ 949,619	\$ 1,261,584	\$ 1,021,157
Reconciliation of Cash and Cash Equivalents and Restricted Cash:			
Cash and cash equivalents at beginning of period	\$ 997,002	\$ 889,689	\$ 1,760,225
Restricted cash at beginning of period	264,582	131,468	170,126
Cash and cash equivalents and restricted cash at beginning of period	\$ 1,261,584	\$ 1,021,157	\$ 1,930,351
Cash and cash equivalents at end of period	\$ 733,947	\$ 997,002	\$ 889,689
Restricted cash at end of period	215,672	264,582	131,468
Cash and cash equivalents and restricted cash at end of period	\$ 949,619	\$ 1,261,584	\$ 1,021,157
Supplemental Disclosure of Cash Flow Information:			
Cash payments for interest (excluding capitalized interest) and interest rate cap premiums	\$ 322,774	\$ 381,410	\$ 252,371
Cash payments for income taxes	\$ 7,608	\$ 10,365	\$ 7,947
Non-Cash Information:			
Redeemable Class A unit measurement adjustment	\$ (226,586)	\$ (138,114)	\$ 221,145
Write-off of fully depreciated assets	(122,548)	(82,343)	(278,561)
Accrued capital expenditures included in accounts payable and accrued expenses	39,784	52,091	104,750
Reclassification of assets held for sale (included in "other assets")	15,279	—	—
Change in fair value of consolidated interest rate hedges and other	947	(112,051)	190,494
Initial investment in Sunset Pier 94 Joint Venture upon contribution of leasehold interest	—	50,090	—
Decrease in assets and liabilities resulting from the deconsolidation of Pier 94:			
Real estate	—	21,693	—
Right-of-use assets	—	7,081	—
Lease liabilities	—	(20,692)	—
Additional estimated lease liability arising from the recognition of right-of-use asset	—	—	350,000
Reclassification of condominium units from "development costs and construction in progress" to "other assets"	—	—	32,604

See notes to consolidated financial statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of Vornado Realty L.P. and the Board of Trustees of Vornado Realty Trust

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Vornado Realty L.P. and subsidiaries (the “Partnership”) as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows, for each of the three years in the period ended December 31, 2024, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Partnership’s internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 10, 2025, expressed an unqualified opinion on the Partnership’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Partnership’s management. Our responsibility is to express an opinion on the Partnership’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Real Estate Recoverability Assessment – Refer to Note 2 to the financial statements

Critical Audit Matter Description

The Partnership’s real estate properties are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the aggregate projected future cash flows over the anticipated holding period on an undiscounted basis. The recoverability assessment is determined based on projected future cash flows that utilize capitalization rates and available market information. Preparation of the Partnership’s undiscounted cash flows requires management to make significant estimates and assumptions related to future market rental rates and capitalization rates.

We identified the recoverability assessment of real estate properties as a critical audit matter because of the significant estimates and assumptions related to future market rental rates and capitalization rates. Performing audit procedures to evaluate the reasonableness of these estimates and assumptions required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the recoverability assessment of real estate properties included the following, among others:

- We tested the effectiveness of controls over management's evaluation of recoverability of its real estate properties, including those over future market rental rates and capitalization rates used in the assessment.
- We evaluated the reasonableness of future market rental rates and capitalization rates used by management with independent market data, focusing on geographical location and property type. In addition, we developed ranges of independent estimates of future market rental rates and capitalization rates and compared those to the amounts used by management.
- We involved our fair value specialists in providing comparable market transaction details to further evaluate management's selected future market rental rates and capitalization rates, as applicable.
- We evaluated the reasonableness of management's projected future cash flow analyses by performing a retrospective analysis of the Partnership's actual results compared to the prior projected future cash flow analyses.
- We evaluated whether the assumptions were consistent with evidence obtained in other areas of the audit.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 10, 2025

We have served as the Partnership's auditor since 1997.

VORNADO REALTY L.P.
CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except unit amounts)

	As of December 31,	
	2024	2023
ASSETS		
Real estate, at cost:		
Land	\$ 2,434,209	\$ 2,436,221
Buildings and improvements	10,439,113	9,952,954
Development costs and construction in progress	1,097,395	1,281,076
Leasehold improvements and equipment	120,915	130,953
Total	14,091,632	13,801,204
Less accumulated depreciation and amortization	(4,025,349)	(3,752,827)
Real estate, net	10,066,283	10,048,377
Right-of-use assets	678,804	680,044
Cash and cash equivalents	733,947	997,002
Restricted cash	215,672	264,582
Tenant and other receivables	58,853	69,543
Investments in partially owned entities	2,691,478	2,610,558
Receivable arising from the straight-lining of rents	707,020	701,666
Deferred leasing costs, net of accumulated amortization of \$268,532 and \$249,347	354,882	355,010
Identified intangible assets, net of accumulated amortization of \$75,002 and \$98,589	118,215	127,082
Other assets	373,454	333,801
	<u>\$ 15,998,608</u>	<u>\$ 16,187,665</u>
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY		
Mortgages payable, net	\$ 5,676,014	\$ 5,688,020
Senior unsecured notes, net	1,195,914	1,193,873
Unsecured term loan, net	795,948	794,559
Unsecured revolving credit facilities	575,000	575,000
Lease liabilities	749,759	732,859
Accounts payable and accrued expenses	374,013	411,044
Deferred revenue	28,424	32,199
Deferred compensation plan	114,580	105,245
Other liabilities	317,087	311,132
Total liabilities	9,826,739	9,843,931
Commitments and contingencies		
Redeemable noncontrolling interests:		
Class A units - 16,850,803 and 17,000,030 units outstanding	708,408	480,251
Series D cumulative redeemable preferred units - 141,400 units outstanding	3,535	3,535
Total redeemable noncontrolling partnership units	711,943	483,786
Redeemable noncontrolling interest in a consolidated subsidiary	122,715	154,662
Total redeemable noncontrolling interests	834,658	638,448
Partners' equity:		
Partners' capital	9,242,791	9,453,344
Earnings less than distributions	(4,142,249)	(4,009,395)
Accumulated other comprehensive income	57,700	65,115
Total partners' equity	5,158,242	5,509,064
Noncontrolling interests in consolidated subsidiaries	178,969	196,222
Total equity	<u>5,337,211</u>	<u>5,705,286</u>
	<u>\$ 15,998,608</u>	<u>\$ 16,187,665</u>

See notes to the consolidated financial statements.

VORNADO REALTY L.P.
CONSOLIDATED STATEMENTS OF INCOME

(Amounts in thousands, except per unit amounts)

	For the Year Ended December 31,		
	2024	2023	2022
REVENUES:			
Rental revenues	\$ 1,568,806	\$ 1,607,486	\$ 1,607,685
Fee and other income	218,880	203,677	192,310
Total revenues	1,787,686	1,811,163	1,799,995
EXPENSES:			
Operating	(927,796)	(905,158)	(873,911)
Depreciation and amortization	(447,500)	(434,273)	(504,502)
General and administrative	(148,520)	(162,883)	(133,731)
(Expense) benefit from deferred compensation plan liability	(12,638)	(12,162)	9,617
Transaction related costs, impairment losses and other	(5,242)	(50,691)	(31,722)
Total expenses	(1,541,696)	(1,565,167)	(1,534,249)
Income (loss) from partially owned entities	112,464	38,689	(461,351)
Interest and other investment income, net	45,974	43,287	23,410
Income (loss) from deferred compensation plan assets	12,638	12,162	(9,617)
Interest and debt expense	(390,269)	(349,223)	(279,765)
Net gains on disposition of wholly owned and partially owned assets	16,048	71,199	100,625
Income (loss) before income taxes	42,845	62,110	(360,952)
Income tax expense	(22,729)	(29,222)	(21,660)
Net income (loss)	20,116	32,888	(382,612)
Less net loss attributable to noncontrolling interests in consolidated subsidiaries	51,131	75,967	5,737
Net income (loss) attributable to Vornado Realty L.P.	71,247	108,855	(376,875)
Preferred unit distributions	(62,227)	(62,231)	(62,231)
NET INCOME (LOSS) attributable to Class A unitholders	\$ 9,020	\$ 46,624	\$ (439,106)
INCOME (LOSS) PER CLASS A UNIT - BASIC:			
Net income (loss) per Class A unit	\$ 0.03	\$ 0.22	\$ (2.15)
Weighted average units outstanding	204,981	205,105	205,315
INCOME (LOSS) PER CLASS A UNIT - DILUTED:			
Net income (loss) per Class A unit	\$ 0.03	\$ 0.22	\$ (2.15)
Weighted average units outstanding	211,068	205,956	205,315

See notes to consolidated financial statements.

VORNADO REALTY L.P.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Net income (loss)	\$ 20,116	\$ 32,888	\$ (382,612)
Other comprehensive (loss) income:			
Other comprehensive (loss) income of nonconsolidated subsidiaries	(6,992)	(8,286)	18,874
Change in fair value of interest rate swaps and other	947	(112,051)	190,493
Comprehensive income (loss)	14,071	(87,449)	(173,245)
Less comprehensive loss attributable to noncontrolling interests in consolidated subsidiaries	49,043	79,686	3,121
Comprehensive income (loss) attributable to Vornado Realty L.P.	<u>\$ 63,114</u>	<u>\$ (7,763)</u>	<u>\$ (170,124)</u>

See notes to consolidated financial statements.

VORNADO REALTY L.P.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in thousands, except per unit amount)

	Preferred Units		Class A Units Owned by Vornado		Earnings Less Than Distributions	Accumulated Other Comprehensive Income	Non- controlling Interests in Consolidated Subsidiaries	Total Equity
	Units	Amount	Units	Amount				
Balance as of December 31, 2023	48,793	\$ 1,182,459	190,391	\$ 8,270,885	\$ (4,009,395)	\$ 65,115	\$ 196,222	\$ 5,705,286
Net income attributable to Vornado Realty L.P.	—	—	—	—	71,247	—	—	71,247
Net income attributable to redeemable partnership units	—	—	—	—	(860)	—	—	(860)
Net loss attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	(19,964)	(19,964)
Distributions to Vornado (\$0.74 per unit)	—	—	—	—	(141,103)	—	—	(141,103)
Distributions to preferred unitholders (see Note 10 for distributions per unit amounts)	—	—	—	—	(62,112)	—	—	(62,112)
Class A units redeemed for common shares	—	—	449	15,912	—	—	—	15,912
Conversion of Series A preferred units to common shares	(4)	(95)	7	95	—	—	—	—
Contributions	—	—	—	—	—	—	1,961	1,961
Distributions	—	—	—	—	—	—	(1,339)	(1,339)
Other comprehensive loss of nonconsolidated subsidiaries	—	—	—	—	—	(6,992)	—	(6,992)
Change in fair value of consolidated interest rate hedges and other	—	—	—	—	—	947	—	947
Redeemable Class A unit measurement adjustment	—	—	—	(226,612)	—	26	—	(226,586)
Other comprehensive loss (income) attributable to noncontrolling interests in:								
Redeemable partnership units	—	—	—	—	—	693	—	693
Consolidated subsidiaries	—	—	—	—	—	(2,087)	2,087	—
Other	—	—	—	147	(26)	(2)	2	121
Balance as of December 31, 2024	<u>48,789</u>	<u>\$ 1,182,364</u>	<u>190,847</u>	<u>\$ 8,060,427</u>	<u>\$ (4,142,249)</u>	<u>\$ 57,700</u>	<u>\$ 178,969</u>	<u>\$ 5,337,211</u>

See notes to consolidated financial statements.

VORNADO REALTY L.P.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY – CONTINUED

(Amounts in thousands, except per unit amount)

	Preferred Units		Class A Units Owned by Vornado		Earnings Less Than Distributions	Accumulated Other Comprehensive Income	Non-controlling Interests in Consolidated Subsidiaries	Total Equity
	Units	Amount	Units	Amount				
Balance as of December 31, 2022	48,793	\$ 1,182,459	191,867	\$ 8,376,882	\$ (3,894,580)	\$ 174,967	\$ 236,652	\$ 6,076,380
Net income attributable to Vornado Realty L.P.	—	—	—	—	108,855	—	—	108,855
Net income attributable to redeemable partnership units	—	—	—	—	(3,361)	—	—	(3,361)
Net loss attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	(36,582)	(36,582)
Distributions to Vornado (\$0.675 per unit)	—	—	—	—	(129,066)	—	—	(129,066)
Distributions to preferred unitholders (see Note 10 for distributions per unit amounts)	—	—	—	—	(62,116)	—	—	(62,116)
Class A units issued to Vornado:								
Upon redemption of redeemable Class A units, at redemption value	—	—	539	8,489	—	—	—	8,489
Under Vornado's dividend reinvestment plan	—	—	11	146	—	—	—	146
Contributions	—	—	—	—	—	—	24,033	24,033
Distributions	—	—	—	—	—	—	(21,526)	(21,526)
Deferred compensation units and options	—	—	(2)	321	(25)	—	—	296
Repurchase of Class A units owned by Vornado	—	—	(2,024)	(81)	(29,102)	—	—	(29,183)
Other comprehensive loss of nonconsolidated subsidiaries	—	—	—	—	—	(8,286)	—	(8,286)
Change in fair value of interest rate swaps and other	—	—	—	—	—	(112,051)	—	(112,051)
Unearned 2020 Out-Performance Plan and 2019 Performance AO LTIP awards	—	—	—	20,668	—	—	—	20,668
Redeemable Class A unit measurement adjustment	—	—	—	(135,540)	—	(2,574)	—	(138,114)
Other comprehensive income attributable to noncontrolling interests in:								
Redeemable partnership units	—	—	—	—	—	9,340	—	9,340
Consolidated subsidiaries	—	—	—	—	—	3,719	(3,719)	—
Deconsolidation of partially owned entity	—	—	—	—	—	—	(2,636)	(2,636)
Balance as of December 31, 2023	<u>48,793</u>	<u>\$ 1,182,459</u>	<u>190,391</u>	<u>\$ 8,270,885</u>	<u>\$ (4,009,395)</u>	<u>\$ 65,115</u>	<u>\$ 196,222</u>	<u>\$ 5,705,286</u>

See notes to consolidated financial statements.

VORNADO REALTY L.P.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY – CONTINUED

(Amounts in thousands, except per unit amounts)

	Preferred Units		Class A Units Owned by Vornado		Earnings Less Than Distributions	Accumulated Other Comprehensive (Loss) Income	Non- controlling Interests in Consolidated Subsidiaries	Total Equity
	Units	Amount	Units	Amount				
Balance as of December 31, 2021	48,793	\$ 1,182,459	191,724	\$ 8,150,741	\$ (3,079,320)	\$ (17,534)	\$ 278,892	\$ 6,515,238
Net loss attributable to Vornado Realty L.P.	—	—	—	—	(376,875)	—	—	(376,875)
Net loss attributable to redeemable partnership units	—	—	—	—	30,376	—	—	30,376
Net income attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	3,931	3,931
Distributions to Vornado (\$2.12 per unit)	—	—	—	—	(406,562)	—	—	(406,562)
Distributions to preferred unitholders (see Note 10 for distributions per unit amounts)	—	—	—	—	(62,116)	—	—	(62,116)
Class A units issued to Vornado:								
Upon redemption of redeemable Class A units, at redemption value	—	—	117	3,524	—	—	—	3,524
Under Vornado's employees' share option plan	—	—	—	7	—	—	—	7
Under Vornado's dividend reinvestment plan	—	—	28	878	—	—	—	878
Contributions	—	—	—	—	—	—	5,609	5,609
Distributions	—	—	—	—	—	—	(54,388)	(54,388)
Deferred compensation units and options	—	—	(2)	588	(85)	—	—	503
Other comprehensive income of nonconsolidated subsidiaries	—	—	—	—	—	18,874	—	18,874
Change in fair value of interest rate swaps and other	—	—	—	—	—	190,494	—	190,494
Redeemable Class A unit measurement adjustment	—	—	—	221,145	—	—	—	221,145
Other comprehensive income attributable to noncontrolling interests in:								
Redeemable partnership units	—	—	—	—	—	(14,250)	—	(14,250)
Consolidated subsidiaries	—	—	—	—	—	(2,616)	2,616	—
Other	—	—	—	(1)	2	(1)	(8)	(8)
Balance as of December 31, 2022	<u>48,793</u>	<u>\$ 1,182,459</u>	<u>191,867</u>	<u>\$ 8,376,882</u>	<u>\$ (3,894,580)</u>	<u>\$ 174,967</u>	<u>\$ 236,652</u>	<u>\$ 6,076,380</u>

See notes to consolidated financial statements.

VORNADO REALTY L.P.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Cash Flows from Operating Activities:			
Net income (loss)	\$ 20,116	\$ 32,888	\$ (382,612)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization (including amortization of deferred financing costs)	469,423	457,574	526,306
Distributions of income from partially owned entities	142,880	172,873	184,501
Equity in net (income) loss of partially owned entities	(112,464)	(38,689)	461,351
Amortization of interest rate cap premiums	41,745	10,989	430
Stock-based compensation expense	30,172	43,201	29,249
Net gains on disposition of wholly owned and partially owned assets	(16,048)	(71,199)	(100,625)
Change in deferred tax liability	13,008	17,020	14,005
Straight-lining of rents	(5,086)	(8,808)	(46,177)
Amortization of below-market leases, net	(3,035)	(5,268)	(5,178)
Real estate impairment losses	—	45,007	19,098
Credit losses on investments	—	8,269	—
Net realized and unrealized (gain) loss on real estate fund investments	—	(1,861)	2,589
Return of capital from real estate fund investments	—	1,861	5,141
Other non-cash adjustments	13,995	9,874	3,532
Changes in operating assets and liabilities:			
Tenant and other receivables	4,704	9,379	(4,437)
Prepaid assets	(8,346)	(12,854)	104,186
Other assets	(74,420)	(79,110)	(34,615)
Lease liabilities	16,900	17,582	15,658
Accounts payable and accrued expenses	(6,800)	10,723	5,718
Other liabilities	10,979	28,701	824
Net cash provided by operating activities	<u>537,723</u>	<u>648,152</u>	<u>798,944</u>
Cash Flows from Investing Activities:			
Development costs and construction in progress	(242,874)	(552,701)	(737,999)
Additions to real estate	(222,739)	(211,899)	(159,796)
Investments in partially owned entities	(115,357)	(57,297)	(33,172)
Investment in loan receivable	(50,000)	—	—
Proceeds from sale of condominium units at 220 Central Park South	31,605	24,484	88,019
Proceeds from sales of real estate	2,000	123,519	373,264
Proceeds from maturities of U.S. Treasury bills	—	468,598	597,499
Proceeds from repayment of participation in 150 West 34th Street mortgage loan	—	105,000	—
Acquisitions of real estate and other	—	(33,145)	(3,000)
Distributions of capital from partially owned entities	—	18,869	34,417
Deconsolidation of cash and restricted cash held by a previously consolidated entity	—	(14,216)	—
Purchase of U.S. Treasury bills	—	—	(1,066,096)
Net cash used in investing activities	<u>(597,365)</u>	<u>(128,788)</u>	<u>(906,864)</u>

See notes to consolidated financial statements.

VORNADO REALTY L.P.
CONSOLIDATED STATEMENTS OF CASH FLOWS – CONTINUED

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Cash Flows from Financing Activities:			
Distributions to Vornado	\$ (141,103)	\$ (129,066)	\$ (406,562)
Repayments of borrowings	(97,439)	(148,000)	(1,251,373)
Proceeds from borrowings	75,000	—	1,029,773
Distributions to preferred unitholders	(62,112)	(62,116)	(62,116)
Distributions to redeemable security holders and noncontrolling interests in consolidated subsidiaries	(18,156)	(38,970)	(84,699)
Deferred financing costs	(13,870)	(4,424)	(32,706)
Contributions from noncontrolling interests in consolidated subsidiaries	5,300	132,701	5,609
Repurchase of Class A units owned by Vornado	—	(29,183)	—
Other financing activity, net	57	121	800
Net cash used in financing activities	(252,323)	(278,937)	(801,274)
Net (decrease) increase in cash and cash equivalents and restricted cash	(311,965)	240,427	(909,194)
Cash and cash equivalents and restricted cash at beginning of period	1,261,584	1,021,157	1,930,351
Cash and cash equivalents and restricted cash at end of period	\$ 949,619	\$ 1,261,584	\$ 1,021,157
Reconciliation of Cash and Cash Equivalents and Restricted Cash:			
Cash and cash equivalents at beginning of period	\$ 997,002	\$ 889,689	\$ 1,760,225
Restricted cash at beginning of period	264,582	131,468	170,126
Cash and cash equivalents and restricted cash at beginning of period	\$ 1,261,584	\$ 1,021,157	\$ 1,930,351
Cash and cash equivalents at end of period	\$ 733,947	\$ 997,002	\$ 889,689
Restricted cash at end of period	215,672	264,582	131,468
Cash and cash equivalents and restricted cash at end of period	\$ 949,619	\$ 1,261,584	\$ 1,021,157
Supplemental Disclosure of Cash Flow Information:			
Cash payments for interest (excluding capitalized interest) and interest rate cap premiums	\$ 322,774	\$ 381,410	\$ 252,371
Cash payments for income taxes	\$ 7,608	\$ 10,365	\$ 7,947
Non-Cash Information:			
Redeemable Class A unit measurement adjustment	\$ (226,586)	\$ (138,114)	\$ 221,145
Write-off of fully depreciated assets	(122,548)	(82,343)	(278,561)
Accrued capital expenditures included in accounts payable and accrued expenses	39,784	52,091	104,750
Reclassification of assets held for sale (included in "other assets")	15,279	—	—
Change in fair value of consolidated interest rate hedges and other	947	(112,051)	190,494
Initial investment in Sunset Pier 94 Joint Venture upon contribution of leasehold interest	—	50,090	—
Decrease in assets and liabilities resulting from the deconsolidation of Pier 94:			
Real estate	—	21,693	—
Right-of-use assets	—	7,081	—
Lease liabilities	—	(20,692)	—
Additional estimated lease liability arising from the recognition of right-of-use asset	—	—	350,000
Reclassification of condominium units from "development costs and construction in progress" to "other assets"	—	—	32,604

See notes to consolidated financial statements.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Business

Vornado Realty Trust (“Vornado”) is a fully-integrated real estate investment trust (“REIT”) and conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P. (the “Operating Partnership”), a Delaware limited partnership. Accordingly, Vornado’s cash flow and ability to pay dividends to its shareholders are dependent upon the cash flow of the Operating Partnership and the ability of its direct and indirect subsidiaries to first satisfy their obligations to creditors. Vornado is the sole general partner of and owned approximately 91.4% of the common limited partnership interest in the Operating Partnership as of December 31, 2024. All references to the “Company,” “we,” “us” and “our” mean, collectively, Vornado, the Operating Partnership and those subsidiaries consolidated by Vornado.

We currently own all or portions of:

New York:

- 56 Manhattan operating properties consisting of:
 - 20.1 million square feet of office space in 30 of the properties;
 - 2.4 million square feet of street retail space in 49 of the properties;
 - 1,330 units in two Manhattan residential properties;
- Multiple development sites, including 350 Park Avenue, Sunset Pier 94 Studios, the Hotel Pennsylvania site (PENN 15) and other PENN District sites;
- A 32.4% interest in Alexander’s, Inc. (“Alexander’s”) (NYSE: ALX), which owns five properties in the greater New York metropolitan area, including 731 Lexington Avenue, the 1.1 million square foot Bloomberg, L.P. headquarters building, and The Alexander, a 312-unit apartment tower in Queens;
- Signage throughout the PENN District and Times Square; and
- Building Maintenance Services LLC (“BMS”), a wholly owned subsidiary, which provides cleaning and security services for our buildings and third parties.

Other Real Estate and Investments:

- The 3.7 million square foot THE MART in Chicago;
- A 70% controlling interest in 555 California Street, a three-building office complex in San Francisco’s financial district aggregating 1.8 million square feet; and
- Other real estate and investments.

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Vornado and the Operating Partnership and their consolidated subsidiaries. All inter-company amounts have been eliminated. Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. In addition, certain prior year balances have been reclassified in order to conform to the current period presentation.

Recently Issued Accounting Literature

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* (“ASU 2023-07”). ASU 2023-07 aims to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 requires disclosure of significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. The update also requires disclosure regarding the chief operating decision maker and expands the interim segment disclosure requirements. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We adopted this update effective December 15, 2024. The adoption of ASU 2023-07 did not have a material impact on our disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (“ASU 2023-09”). ASU 2023-09 requires entities to disclose additional information with respect to the effective tax rate reconciliation and to disclose the disaggregation by jurisdiction of income tax expense and income taxes paid. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of ASU 2023-09 on our consolidated financial statements.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies - continued

Recently Issued Accounting Literature - continued

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* ("ASU 2024-03"), and in January 2025, the FASB issued ASU 2025-01, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date* ("ASU 2025-01"). ASU 2024-03 requires additional disclosure of the nature of expenses included in the income statement as well as disclosures about specific types of expenses included in the expense captions presented in the income statement. ASU 2024-03, as clarified by ASU 2025-01, is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. We are currently evaluating the impact of these standards on our consolidated financial statements.

Significant Accounting Policies

Real Estate: Real estate is carried at cost, net of accumulated depreciation and amortization. Betterments, major renewals and certain costs directly related to the improvement and leasing of real estate are capitalized. Maintenance and repairs are expensed as incurred. For redevelopment of existing operating properties, the net book value of the existing property under redevelopment plus the cost for the construction and improvements incurred in connection with the redevelopment, including interest and debt expense, are capitalized to the extent the capitalized costs of the property do not exceed the estimated fair value of the redeveloped property when complete. If the cost of the redeveloped property, including the net book value of the existing property, exceeds the estimated fair value of the redeveloped property, the excess is charged to expense. Depreciation is recognized on a straight-line basis over the estimated useful lives of these assets which range from 7 to 40 years. Tenant allowances are amortized on a straight-line basis over the lives of the related leases, which approximate the useful lives of the assets.

Upon the acquisition of real estate, we assess whether the transaction should be accounted for as an asset acquisition or as a business combination. Acquisitions of integrated sets of assets and activities that do not meet the definition of a business are accounted for as asset acquisitions. Our acquisitions of real estate generally will not meet the definition of a business because substantially all of the fair value is concentrated in a single identifiable asset or group of similar identifiable assets (i.e. land, buildings, and related identified intangible assets).

We assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles, such as acquired above and below-market leases, acquired in-place leases and tenant relationships) and acquired liabilities and we allocate the purchase price based on these assessments which are on a relative fair value basis. We assess fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including historical operating results, known trends, and market/economic conditions. We amortize identified intangibles that have finite lives over the period they are expected to contribute directly or indirectly to the future cash flows of the property or business acquired.

Our properties, including any related right-of-use ("ROU") assets and intangible assets, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the aggregate projected future cash flows over the anticipated holding period on an undiscounted basis. An impairment loss is measured based on the excess of the property's carrying amount over its estimated fair value. Impairment analyses are based on information available at the time the analyses are prepared. Estimates of future cash flows are subjective and are based, in part, on assumptions regarding future rental revenues, operating expenses, capital expenditures, discount rates and capitalization rates which could differ materially from actual results.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies - continued

Significant Accounting Policies - continued

Partially Owned Entities: We consolidate entities in which we have a controlling financial interest. In determining whether we have a controlling financial interest in a partially owned entity and the requirement to consolidate the accounts of that entity, we consider (i) whether the entity is a variable interest entity (“VIE”) in which we are the primary beneficiary or (ii) whether the entity is a voting interest entity in which we have a majority of the voting interests of the entity. We are deemed to be the primary beneficiary of a VIE when we have (i) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and (ii) the obligation to absorb losses or receive benefits that could potentially be significant to the VIE. We generally do not control a partially owned entity if the approval of all of the partners/members is contractually required with respect to decisions that most significantly impact the performance of the partially owned entity. This includes decisions regarding operating/capital budgets, and the placement of new or additional financing secured by the assets of the venture, among others. We account for investments under the equity method when the requirements for consolidation are not met, and we have significant influence over the operations of the investee. Equity method investments are initially recorded at cost and subsequently adjusted for our share of net income or loss and cash contributions and distributions each period. Equity investments that do not qualify for consolidation or equity method accounting are recorded at fair value in accordance with ASC Topic 321, *Investments-Equity Securities* (“ASC 321”) or, if fair value is not readily determinable, are initially recognized at cost and subsequently remeasured if there is an orderly transaction in an identical or similar investment of the same issuer or if the investment is impaired.

Investments in unconsolidated partially owned entities are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recorded when there is a decline in the fair value of an investment below its carrying value and we conclude that the decline is other-than-temporary during our intended holding period. An impairment loss is measured based on the excess of the carrying amount of an investment over its estimated fair value. Impairment analyses are based on information available at the time the analyses are prepared. Estimates of future cash flows are subjective and are based, in part, on assumptions regarding future rental revenues, operating expenses, capital expenditures, discount rates and capitalization rates which could differ materially from actual results.

Cash and Cash Equivalents: Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less and are carried at cost, which approximates fair value due to their short-term maturities. The majority of our cash and cash equivalents consists of (i) deposits at major commercial banks, which may at times exceed the Federal Deposit Insurance Corporation limit and (ii) Certificate of Deposits placed through an Account Registry Service.

Restricted Cash: Restricted cash consists of cash escrowed under loan agreements (including for debt service, real estate taxes, property insurance, leasing costs and capital improvements), security deposits, cash restricted for the purposes of facilitating a Section 1031 Like-Kind exchange and cash restricted in connection with our deferred compensation plan.

Deferred Charges: Direct financing costs are deferred and amortized on a straight-line basis, which approximates the effective interest rate method, over the terms of the related agreements as a component of interest expense. Direct and incremental costs related to successful leasing activities are capitalized and amortized on a straight-line basis over the lives of the related leases.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies - continued

Significant Accounting Policies - continued

Revenue Recognition:

- Rental revenues include revenues from the leasing of space at our properties to tenants, trade shows, tenant services and parking garage revenues.
 - Revenues from the leasing of space at our properties to tenants include (i) lease components, including fixed and variable lease payments, and nonlease components which include reimbursement of common area maintenance expenses, and (ii) reimbursement of real estate taxes and insurance expenses. As lessor, we have elected to combine the lease and nonlease components of our operating lease agreements and account for the components as a single lease component in accordance with ASC Topic 842, *Leases* (“ASC 842”).
 - Revenues from fixed lease payments for operating leases are recognized on a straight-line basis over the non-cancelable term of the lease, together with renewal options that are reasonably certain of being exercised. We commence revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use.
 - Revenues derived from the reimbursement of real estate taxes, insurance expenses and common area maintenance expenses are variable, and are generally recognized in the same period as the related expenses are incurred.
 - We recognize amortization of acquired below-market leases as an increase to rental revenues and amortization of acquired above-market leases as a decrease to rental revenues over the term of the lease (see Note 7 - *Identified Intangible Assets and Liabilities*).
 - Revenues from the operation of trade shows at our properties, primarily derived from booth rentals, are recognized when the trade show booths are made available for use by the exhibitors, in accordance with ASC 842.
 - Revenues derived from sub-metered electric, service elevator, trash removal and other services provided to our tenants at their request are recognized as the services are transferred in accordance with ASC Topic 606, *Revenue from Contracts with Customers* (“ASC 606”).
 - Revenues derived from the operations of our parking facilities, which charge hourly or monthly fees to provide parking services to customers, are recognized as the services are transferred in accordance with ASC 606.
- We classify revenues derived from management, leasing and other contractual agreements (including BMS cleaning, engineering and security services) with third parties or with partially owned entities as “fee and other income” and recognize revenue as the services are transferred in accordance with ASC 606.

We evaluate on an individual lease basis whether it is probable that we will collect substantially all amounts due from our tenants and recognize changes in the collectability assessment of our operating leases as adjustments to rental revenue. Management exercises judgment in assessing collectability of tenant receivables and considers payment history, current credit status and publicly available information about the financial condition of the tenant, and other factors. Tenant receivables, including receivables arising from the straight-lining of rents, are written off when management deems that the collectability of substantially all future lease payments from a specific lease is not probable of collection, at which point, the Company will limit future rental revenues to cash received.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies - continued

Significant Accounting Policies - continued

Income Taxes: Vornado operates in a manner intended to enable it to continue to qualify as a REIT under Sections 856-860 of the Internal Revenue Code of 1986, as amended. Under those sections, a REIT which distributes at least 90% of its REIT taxable income as a dividend to its shareholders each year and which meets certain other conditions will not be taxed on that portion of its taxable income which is distributed to its shareholders. Vornado distributes to its shareholders 100% of its REIT taxable income and therefore, no provision for Federal income taxes is required. Dividends distributed for the years ended December 31, 2024, 2023 and 2022 were characterized, for federal income tax purposes, as ordinary income under Section 199A of the Internal Revenue Code.

We have elected to treat certain consolidated subsidiaries, and may in the future elect to treat newly formed subsidiaries, as taxable REIT subsidiaries pursuant to an amendment to the Internal Revenue Code that became effective January 1, 2001. Taxable REIT subsidiaries may participate in non-real estate related activities and/or perform non-customary services for tenants and are subject to Federal and State income tax at regular corporate tax rates. The Farley Building and our 220 Central Park South ("220 CPS") condominium project are held through taxable REIT subsidiaries.

As of December 31, 2024 and 2023, our taxable REIT subsidiaries had deferred tax assets, net of valuation allowances, of \$6,142,000 and \$7,557,000, respectively, which are included in "other assets" on our consolidated balance sheets. As of December 31, 2024 and 2023, our taxable REIT subsidiaries had deferred tax liabilities of \$84,877,000 and \$74,721,000, respectively, which are included in "other liabilities" on our consolidated balance sheets. The deferred tax assets relate to net operating loss carry forwards and temporary differences between the book and tax basis of our assets. The deferred tax liabilities relate to temporary differences between the book and tax basis of our assets.

As of December 31, 2024, our taxable REIT subsidiaries have an estimated \$181,000,000 of federal net operating loss ("NOL") carryforwards and \$246,000,000 of state and local NOL carryforwards, which are reduced by valuation allowances of \$162,000,000 for federal NOL carryforwards and \$246,000,000 for state and local NOL carryforwards. The NOL carryforwards are subject to certain limitations.

For the year ended December 31, 2024, we recognized \$22,729,000 of income tax expense based on an effective tax rate of approximately 53.0%. For the years ended December 31, 2023 and 2022, we recognized \$29,222,000 and \$21,660,000 of income tax expense, based on effective tax rates of approximately 47.0% and negative 6.0%, respectively. Income tax expense recorded in each of the years primarily relates to our consolidated taxable REIT subsidiaries, and certain state, local, and franchise taxes. The year ended December 31, 2024 included \$14,353,000 of income tax expense resulting from book to tax differences (primarily straight-line rent adjustments and depreciation) on our investment in The Farley Building and \$2,106,000 of income tax expense recognized on the sale of 220 CPS condominium units. The year ended December 31, 2023 included \$11,722,000 of income tax expense resulting from book to tax differences on our investment in The Farley Building and \$2,168,000 of income tax expense recognized on the sale of 220 CPS condominium units. The year ended December 31, 2022 included \$13,665,000 of income tax expense resulting from book to tax differences on our investment in The Farley Building and \$6,016,000 of income tax expense recognized on the sale of 220 CPS condominium units. The Company has no uncertain tax positions recognized as of December 31, 2024 and 2023.

The Operating Partnership's partners are required to report their respective share of taxable income on their individual tax returns.

The estimated taxable income attributable to Vornado common shareholders (unaudited) for the years ended December 31, 2024, 2023 and 2022 was approximately \$145,630,000, \$102,903,000, and \$398,644,000, respectively. The book to tax differences between net income (loss) and estimated taxable income primarily result from differences in the income recognition or deductibility of depreciation and amortization, gain or loss from the sale of real estate and other capital transactions, impairment losses, straight-line rent adjustments, stock option expense and repairs expense related to the tangible property regulations.

The net basis of Vornado's assets and liabilities for tax reporting purposes is approximately \$1.4 billion lower than the amounts reported in Vornado's consolidated balance sheet as of December 31, 2024.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Revenue Recognition

Below is a summary of our revenues by segment. Additional financial information related to these reportable segments for the years ended December 31, 2024, 2023 and 2022 is set forth in Note 22 - *Segment Information*.

(Amounts in thousands)

	For the Year Ended December 31, 2024		
	Total	New York	Other
Property rentals	\$ 1,486,503	\$ 1,215,854	\$ 270,649
Trade shows	21,541	—	21,541
Lease revenues ⁽¹⁾	1,508,044	1,215,854	292,190
Tenant services	41,549	29,344	12,205
Parking revenues	19,213	15,228	3,985
Rental revenues	1,568,806	1,260,426	308,380
BMS cleaning fees	149,225	159,903	(10,678) ⁽²⁾
Management and leasing fees	14,680	15,443	(763)
Other income	54,975	36,225	18,750
Fee and other income	218,880	211,571	7,309
Total revenues	\$ 1,787,686	\$ 1,471,997	\$ 315,689

(Amounts in thousands)

	For the Year Ended December 31, 2023		
	Total	New York	Other
Property rentals	\$ 1,523,890	\$ 1,222,229	\$ 301,661 ⁽³⁾
Trade shows	20,781	—	20,781
Lease revenues ⁽¹⁾	1,544,671	1,222,229	322,442
Tenant services	42,460	31,086	11,374
Parking revenues	20,355	16,502	3,853
Rental revenues	1,607,486	1,269,817	337,669
BMS cleaning fees	141,937	151,608	(9,671) ⁽²⁾
Management and leasing fees	13,040	13,619	(579)
Other income	48,700	17,114	31,586
Fee and other income	203,677	182,341	21,336
Total revenues	\$ 1,811,163	\$ 1,452,158	\$ 359,005

See notes on following page.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Revenue Recognition - continued

(Amounts in thousands)

	For the Year Ended December 31, 2022		
	Total	New York	Other
Property rentals	\$ 1,510,648	\$ 1,230,851	\$ 279,797
Trade shows	32,669	—	32,669
Lease revenues ⁽¹⁾	1,543,317	1,230,851	312,466
Tenant services	45,211	33,351	11,860
Parking revenues	19,157	15,979	3,178
Rental revenues	1,607,685	1,280,181	327,504
BMS cleaning fees	137,673	146,530	(8,857) ⁽²⁾
Management and leasing fees	11,039	11,645	(606)
Other income	43,598	11,086	32,512
Fee and other income	192,310	169,261	23,049
Total revenues	\$ 1,799,995	\$ 1,449,442	\$ 350,553

(1) The components of lease revenues were as follows:

	For the Year Ended December 31,		
	2024	2023	2022
Fixed billings	\$ 1,358,256	\$ 1,387,731	\$ 1,376,527
Variable billings	153,011	150,045	122,947
Total contractual operating lease billings	1,511,267	1,537,776	1,499,474
Adjustment for straight-line rents and amortization of acquired below-market leases and other, net	(3,223)	6,895	43,843
Lease revenues	\$ 1,508,044	\$ 1,544,671	\$ 1,543,317

(2) Represents the elimination of BMS cleaning fees related to THE MART and 555 California Street which are included as income in the New York segment.

(3) 2023 includes the receipt of a \$21,350 tenant settlement, of which \$6,405 is attributable to noncontrolling interests.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Investments in Partially Owned Entities

Fifth Avenue and Times Square JV

As of December 31, 2024, we own a 51.5% common interest in a joint venture ("Fifth Avenue and Times Square JV") which owns interests in properties located at 640 Fifth Avenue, 655 Fifth Avenue, 666 Fifth Avenue, 689 Fifth Avenue, 697-703 Fifth Avenue, 1535 Broadway and 1540 Broadway (collectively, the "Properties"). The remaining 48.5% common interest in the joint venture is owned by a group of institutional investors (the "Investors"). Our 51.5% common interest in the joint venture represents an effective 51.0% interest in the Properties. The 48.5% common interest in the joint venture owned by the Investors represents an effective 47.2% interest in the Properties.

We also own \$1.828 billion aggregate liquidation preference of preferred equity interests in certain of the Properties. The preferred equity had an annual coupon of 4.25% until April 2024. In April 2024, it increased to 4.75% for a five year period and will then be based on a formulaic rate. It can be redeemed under certain conditions on a tax deferred basis.

Fifth Avenue and Times Square JV operates pursuant to a limited partnership agreement (the "Partnership Agreement") among VRLP, a wholly owned subsidiary of VRLP ("Vornado GP") and the Investors. Vornado GP is the general partner of Fifth Avenue and Times Square JV. VRLP is jointly and severally liable with Vornado GP for Vornado GP's obligations under the Partnership Agreement. Pursuant to the Partnership Agreement and the organizational documents of the entities owning the Properties, the Investors or directors of the entities owning the Properties appointed by the Investors, as the case may be, have the right to approve annual business plans and budgets for the Properties and certain other specified major decisions with respect to the Properties and Fifth Avenue and Times Square JV. The Partnership Agreement affords the Investors the right to remove and replace Vornado GP in the event Vornado GP or certain of its affiliates commit fraud or other bad acts in connection with Fifth Avenue and Times Square JV, become bankrupt or insolvent, or default on certain of their respective obligations under the Partnership Agreement (subject to notice and cure periods in certain circumstances). The Partnership Agreement includes (i) remedies for the failure of any partner to make a required capital contribution for necessary expenses and (ii) liquidity provisions, including transfer rights subject to mutual rights of first offer and a mutual buy-sell, customary for similar partnerships. Subject to certain limitations, either party may transfer more than 50% or control of its respective interests in Fifth Avenue and Times Square JV or exercise a buy-sell on a Property-by-Property basis (with only one property subject to a buy-sell at any time), and commencing April 18, 2029, either party may exercise a buy-sell on multiple properties concurrently. In the event the buy-sell is exercised with respect to any Property in which VRLP holds preferred equity and VRLP is the selling partner in the buy-sell, VRLP may elect whether or not to include its preferred equity in the buy-sell for the Property to be sold.

As of December 31, 2024, the carrying amount of our investment in the joint venture was less than our share of the equity in the net assets of the joint venture by approximately \$803,757,000, the basis difference primarily resulting from the non-cash impairment losses recognized in prior periods. Substantially all of this basis difference was allocated, based on our estimates of the fair values of Fifth Avenue and Times Square JV's assets and liabilities, to real estate (land and buildings). We are amortizing the basis difference related to the buildings into earnings as a reduction to depreciation expense over their estimated useful lives.

We receive an annual fee for managing the Properties equal to 2% of the gross revenues from the Properties. In addition, we are entitled to a development fee of 5% of development costs, plus reimbursement of certain costs, for development projects performed by us. We are entitled to 1.5% of development costs, plus reimbursement of certain costs, as a supervisory fee for development projects not performed by us. We provide leasing services for fees calculated based on a percentage of rents, less any commissions paid to third-party real estate brokers, if applicable. We jointly provide leasing services for the retail space with Crown Retail Services LLC, and exclusively provide leasing services for the office space. We recognized property management fee income, included in "fee and other income" on our consolidated statements of income, of \$4,276,000, \$4,587,000 and \$4,397,000 for the years ended December 31, 2024, 2023 and 2022, respectively.

Wholly owned subsidiaries of Vornado provide cleaning, security and engineering services at certain Properties. We recognized income for these services, included in "fee and other income" on our consolidated statements of income, of \$4,624,000, \$4,499,000 and \$4,571,000 for the years ended December 31, 2024, 2023 and 2022, respectively.

We believe, based on comparable fees charged by other real estate companies, that the fees described above are consistent with the market.

On June 10, 2024, the Fifth Avenue and Times Square JV completed a \$400,000,000 refinancing of 640 Fifth Avenue. The non-recourse loan matures in July 2029, bears interest at a fixed rate of 7.47% and amortizes at \$7,000,000 per annum. The loan replaces the previous \$500,000,000 loan, which the joint venture paid down by \$100,000,000. The previous loan was fully recourse to the Operating Partnership and bore interest at SOFR plus 1.11%.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Investments in Partially Owned Entities - continued

Alexander's, Inc

As of December 31, 2024, we own 1,654,068 Alexander's common shares, or approximately 32.4% of Alexander's common equity. We manage, develop and lease Alexander's properties pursuant to agreements which expire in March of each year and are automatically renewable. As of December 31, 2024 and 2023, Alexander's owed us an aggregate of \$1,159,000 and \$715,000, respectively, pursuant to such agreements.

As of December 31, 2024, the market value ("fair value" pursuant to ASC Topic 820, *Fair Value Measurements* ("ASC 820")) of our investment in Alexander's, based on Alexander's December 31, 2024 closing share price of \$200.06, was \$330,913,000, or \$262,421,000 in excess of the carrying amount on our consolidated balance sheet. As of December 31, 2024, the carrying amount of our investment in Alexander's, excluding amounts owed to us, exceeds our share of the equity in the net assets of Alexander's by approximately \$29,272,000. The majority of this basis difference resulted from the excess of our purchase price for the Alexander's common stock acquired over the book value of Alexander's net assets. Substantially all of this basis difference was allocated, based on our estimates of the fair values of Alexander's assets and liabilities, to real estate (land and buildings). We are amortizing the basis difference related to the buildings into earnings as additional depreciation expense over their estimated useful lives. This depreciation is not material to our share of equity in Alexander's net income.

We receive an annual fee for managing Alexander's and all of its properties equal to the sum of (i) \$2,800,000, (ii) 2% of the gross revenue from the Rego Park II Shopping Center, (iii) \$0.50 per square foot of the tenant-occupied office and retail space at 731 Lexington Avenue, and (iv) \$376,000, escalating at 3% per annum, for managing the common area of 731 Lexington Avenue. In addition, we are entitled to a development fee of 6% of development costs, as defined.

We provide Alexander's with leasing services for a fee of 3% of rent for the first ten years of a lease term, 2% of rent for the eleventh through twentieth year of a lease term and 1% of rent for the twenty-first through thirtieth year of a lease term, subject to the payment of rents by tenants. Under the agreements in effect prior to May 1, 2024, in the event third-party real estate brokers were used, the fees due to us increased by 1% and we were responsible for the payment of fees to the third-party real estate brokers ("Third Party Lease Commissions"). On May 1, 2024, our Board of Trustees approved amendments to the leasing agreements, subject to applicable consents from Alexander's lenders, pursuant to which Alexander's is directly responsible for any Third-Party Lease Commissions and, in such circumstances, our fee is one-third of the applicable Third-Party Lease Commissions.

Wholly owned subsidiaries of Vornado provide cleaning, engineering, security, and garage management services to certain Alexander's properties. During the years ended December 31, 2024, 2023 and 2022, we recognized \$4,611,000, \$4,629,000 and \$4,601,000 of income, respectively, for these.

On May 3, 2024, Alexander's and Bloomberg L.P. reached an agreement to extend the leases covering approximately 947,000 square feet at 731 Lexington Avenue that were scheduled to expire in February 2029 for a term of eleven years to February 2040.

In connection with the lease amendments discussed above, Alexander's paid a leasing commission to a third-party real estate broker and paid us a \$5,500,000 leasing commission override.

On September 30, 2024, Alexander's completed a \$400,000,000 refinancing of the office condominium portion of 731 Lexington Avenue, the Bloomberg LP headquarters building. The interest-only loan carries a fixed rate of 5.04% and matures in October 2028. The loan is prepayable, at Alexander's option, with no penalty, beginning in October 2026. The loan replaces the previous \$490,000,000 loan on the office condominium, that bore interest at the Prime Rate and was scheduled to mature in October 2024.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Investments in Partially Owned Entities – continued

280 Park Avenue

On April 4, 2024, a joint venture, in which we have a 50% interest, amended and extended the \$1,075,000,000 mortgage loan on 280 Park Avenue. The maturity date on the amended loan was extended to September 2026, with options to fully extend to September 2028, subject to certain conditions. The interest rate on the amended loan remains at SOFR plus 1.78%. On July 8, 2024, the joint venture swapped the interest rate to a fixed rate of 5.84% through September 2028. Additionally, on April 4, 2024, the joint venture amended and extended the \$125,000,000 mezzanine loan and subsequently repaid the loan for \$62,500,000. In connection with the repayment of the mezzanine loan, we recognized our \$31,215,000 share of the debt extinguishment gain which is included in “income (loss) from partially owned entities” on our consolidated statements of income.

50-70 West 93rd Street

On May 13, 2024, we sold our 49.9% interest in 50-70 West 93rd Street to our joint venture partner. We received net proceeds of \$2,000,000 after deducting our share of the existing \$83,500,000 mortgage loan, which was scheduled to mature in December 2024, resulting in a net gain of \$873,000. The net gain is included in “net gains on disposition of wholly owned and partially owned assets” on our consolidated statements of income.

85 Tenth Avenue

On September 24, 2024, a joint venture, in which we have a 49.9% interest, modified the terms of the \$625,000,000 mortgage loan on 85 Tenth Avenue. Per the original loan agreement, the mortgage loan is comprised of a (i) \$396,000,000 3.82% senior note, (ii) \$129,000,000 5.20% mezzanine A note and (iii) \$100,000,000 6.60% mezzanine B note. The modification provides for the interest payments due under the mezzanine notes to be deferred until the December 2026 loan maturity. The deferred amounts will not accrue additional interest. The cash available from the deferred interest payments will be used to fund leasing costs at the property. At loan maturity, if there is no event of default, repayment of 50% of the accrued mezzanine interest will be waived.

Below is a schedule of our investments in partially owned entities.

(Amounts in thousands)

	Percentage Ownership as of December 31, 2024	Balance as of December 31,	
		2024	2023
Investments:			
Fifth Avenue and Times Square JV (see page 87 for details)	51.5%	\$ 2,235,546	\$ 2,242,972
Partially owned office buildings/land ⁽¹⁾	Various	186,190	118,558
Alexander’s (see page 88 for details)	32.4%	68,492	87,510
Other equity method investments ⁽²⁾	Various	201,250	161,518
		<u>\$ 2,691,478</u>	<u>\$ 2,610,558</u>
Investments in partially owned entities included in other liabilities⁽³⁾:			
7 West 34th Street	53.0%	\$ (70,552)	\$ (69,899)
85 Tenth Avenue	49.9%	(18,978)	(11,330)
		<u>\$ (89,530)</u>	<u>\$ (81,229)</u>

(1) Includes interests in 280 Park Avenue, 650 Madison Avenue, 512 West 22nd Street, 61 Ninth Avenue and others.

(2) Includes interests in Independence Plaza, Sunset Pier 94 Joint Venture (“Pier 94 JV”), Rosslyn Plaza and others.

(3) Our negative basis results from distributions in excess of our investment.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Investments in Partially Owned Entities – continued

Below is a schedule of income (loss) from partially owned entities.

(Amounts in thousands)

	Percentage Ownership as of December 31, 2024	For the Year Ended December 31,		
		2024	2023	2022
Our share of net income (loss):				
Fifth Avenue and Times Square JV (see page 87 for details):				
Equity in net income ⁽¹⁾	51.5%	\$ 43,451	\$ 35,209	\$ 55,248
Return on preferred equity, net of our share of the expense		40,668	37,416	37,416
Non-cash impairment loss		—	—	(489,859)
		84,119	72,625	(397,195)
Alexander's (see page 88 for details):				
Equity in net income	32.4%	13,813	15,441	18,439
Management, leasing and development fees		5,263	5,238	4,534
Net gain on sale of land		—	16,396	—
		19,076	37,075	22,973
Partially owned office buildings ⁽²⁾⁽³⁾⁽⁴⁾	Various	(839)	(73,589)	(110,261)
Other equity method investments ⁽³⁾⁽⁵⁾	Various	10,108	2,578	23,132
		\$ 112,464	\$ 38,689	\$ (461,351)

(1) 2023 includes a \$5,120 accrual of default interest which was forgiven by the lender as part of the restructuring of the 697-703 Fifth Avenue loan and is being amortized over the remaining term of the restructured loan, reducing future interest expense.

(2) Includes interests in 280 Park Avenue, 7 West 34th Street, 512 West 22nd Street, 61 Ninth Avenue, 85 Tenth Avenue and others.

(3) In 2023 and 2022, we recognized \$50,458 and \$93,353, respectively, of impairment losses.

(4) 2024 includes our \$31,215 share of the debt extinguishment gain from the repayment of the 280 Park Avenue mezzanine loan. See page 89 for details.

(5) Includes interests in Independence Plaza, Rosslyn Plaza and others. 2022 includes \$17,185 of net gains from dispositions of two investments.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Investments in Partially Owned Entities – continued

Below is a summary of the debt of our partially owned entities.

(Amounts in thousands)

	Percentage Ownership as of December 31, 2024	Maturity ⁽¹⁾	Weighted Average Interest Rate as of December 31, 2024 ⁽²⁾	100% Partially Owned Entities' Debt ⁽³⁾ as of December 31,	
				2024	2023
Mortgages Payable:					
Partially owned office buildings ⁽⁴⁾	Various	2025-2029	4.84%	\$ 3,146,918	\$ 3,275,098
Alexander's	32.4%	2025-2028	3.94%	996,544	1,096,544
Fifth Avenue and Times Square JV	51.5%	2028-2029	6.93%	753,194	855,476
Other ⁽⁵⁾	Various	2025-2032	5.05%	1,311,662	1,365,954

(1) Assumes the exercise of as-of-right extension options.

(2) Represents the interest rate in effect as of period end based on the appropriate reference rate as of the contractual reset date plus contractual spread, adjusted for hedging instruments, as applicable.

(3) The Operating Partnership guarantees \$303,000 of debt, primarily comprised of the \$300,000 mortgage loan on 7 West 34th Street.

(4) Includes interests in 280 Park Avenue, 650 Madison Avenue, 7 West 34th Street, 512 West 22nd Street, 61 Ninth Avenue, 85 Tenth Avenue and others.

(5) Includes interests in Independence Plaza, Pier 94 JV, Rosslyn Plaza and others.

Based on our ownership interest in the partially owned entities above, our pro rata share of the debt of these partially owned entities was \$2,477,701,000 and \$2,654,701,000 as of December 31, 2024 and 2023, respectively.

Summary of Condensed Combined Financial Information

The following is a summary of condensed combined financial information for all of our partially owned entities.

(Amounts in thousands)

	As of December 31,	
	2024	2023
Balance Sheet:		
Assets	\$ 11,296,000	\$ 11,533,000
Liabilities	7,073,000	7,326,000
Noncontrolling interests	1,905,000	1,907,000
Equity	2,318,000	2,300,000

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Income Statement:			
Total revenue	\$ 1,119,000	\$ 1,132,000	\$ 1,189,000
Net income (loss)	33,000	34,000	(404,000)
Net loss attributable to the entities	(49,000)	(40,000)	(483,000)

5. Acquisitions

Investment in Loan

On August 6, 2024, we purchased a \$50,000,000 B-Note secured by a Midtown Manhattan property at par. The B-Note, together with the \$35,000,000 A-Note, is in default. The B-Note accrues interest at 5.25% plus 4.00% default interest. The \$50,000,000 B-Note investment was recorded to "other assets" on our consolidated balance sheets.

6. Dispositions

220 Central Park South

During the year ended December 31, 2024, we closed on the sale of two condominium units at 220 Central Park South ("220 CPS") for net proceeds of \$31,605,000, resulting in a financial statement net gain of \$15,175,000 which is included in "net gains on disposition of wholly owned and partially owned assets" on our consolidated statements of income. In connection with these sales, \$2,106,000 of income tax expense was recognized on our consolidated statements of income. As of December 31, 2024, four units remain unsold, with a carrying value of \$21,552,000 which is included in "other assets" on our consolidated balance sheets.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. Identified Intangible Assets and Liabilities

The following summarizes our identified intangible assets (primarily in-place and above-market leases) and liabilities (primarily below-market leases).

(Amounts in thousands)

	Balance as of December 31,	
	2024	2023
Identified intangible assets:		
Gross amount	\$ 193,217	\$ 225,671
Accumulated amortization	(75,002)	(98,589)
Total, net	\$ 118,215	\$ 127,082
Identified intangible liabilities (included in deferred revenue):		
Gross amount	\$ 134,499	\$ 206,771
Accumulated amortization	(110,982)	(178,282)
Total, net	\$ 23,517	\$ 28,489

Amortization of acquired below-market leases, net of acquired above-market leases, resulted in an increase to rental revenues of \$3,035,000, \$5,268,000 and \$5,178,000 for the years ended December 31, 2024, 2023 and 2022, respectively. Estimated annual amortization for each of the five succeeding years commencing January 1, 2025 is below:

(Amounts in thousands)

2025	\$ 387
2026	290
2027	(249)
2028	(150)
2029	(119)

Amortization of all other identified intangible assets (a component of depreciation and amortization expense) was \$6,930,000, \$8,342,000 and \$10,516,000 for the years ended December 31, 2024, 2023 and 2022, respectively. Estimated annual amortization for each of the five succeeding years commencing January 1, 2025 is below:

(Amounts in thousands)

2025	\$ 5,719
2026	5,615
2027	5,308
2028	4,175
2029	3,660

8. Debt

435 Seventh Avenue

On April 9, 2024, we completed a \$75,000,000 refinancing of 435 Seventh Avenue, of which \$37,500,000 is recourse to the Operating Partnership. The interest-only loan bears a rate of SOFR plus 2.10% and matures in April 2028. The interest rate on the loan was swapped to a fixed rate of 6.96% through April 2026. The loan replaces the previous \$95,696,000 fully recourse loan, which bore interest at SOFR plus 1.41%.

Unsecured Revolving Credit Facility

On May 3, 2024, we extended one of our two unsecured revolving credit facilities to April 2029 (as fully extended). The new \$915,000,000 facility replaced the \$1.25 billion facility that was due to mature in April 2026. The new facility currently bears interest at a rate of SOFR plus 1.20% with a facility fee of 25 basis points. Our \$1.25 billion revolving credit facility matures in December 2027 (as fully extended) and has an interest rate of SOFR plus 1.15% and a facility fee of 25 basis points.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. Debt – continued

606 Broadway

On September 5, 2024, the \$74,119,000 non-recourse mortgage loan on 606 Broadway, in which we hold a 50% interest, matured and was not repaid, at which time the lender declared an event of default. As of December 31, 2024, the property has a carrying value of \$53,886,000, which is after an impairment charge recorded in the fourth quarter of 2023. We consolidate the joint venture. The loan currently bears interest at a floating rate of SOFR plus 1.91% (6.39% as of December 31, 2024) and provides for additional default interest of 3.00%.

The following is a summary of our debt:

(Amounts in thousands)

	Weighted Average Interest Rate as of December 31, 2024⁽¹⁾	Balance as of December 31,	
		2024	2023
Mortgages Payable:			
Fixed rate ⁽²⁾	4.63%	\$ 4,591,400	\$ 4,518,200
Variable rate ⁽³⁾	6.01% ⁽⁴⁾	1,115,776	1,211,415
Total	4.90%	5,707,176	5,729,615
Deferred financing costs, net and other		(31,162)	(41,595)
Total, net		<u>\$ 5,676,014</u>	<u>\$ 5,688,020</u>
Unsecured Debt:			
Senior unsecured notes	3.02%	\$ 1,200,000	\$ 1,200,000
Deferred financing costs, net and other		(4,086)	(6,127)
Senior unsecured notes, net		<u>1,195,914</u>	<u>1,193,873</u>
Unsecured term loan	4.67%	800,000	800,000
Deferred financing costs, net and other		(4,052)	(5,441)
Unsecured term loan, net		<u>795,948</u>	<u>794,559</u>
Unsecured revolving credit facilities	3.88%	575,000	575,000
Total, net		<u>\$ 2,566,862</u>	<u>\$ 2,563,432</u>

(1) Represents the interest rate in effect as of period end based on the appropriate reference rate as of the contractual reset date plus contractual spread, adjusted for hedging instruments, as applicable. See Note 14 - *Fair Value Measurements* for further information on our consolidated hedging instruments.

(2) Includes variable rate mortgages with interest rates fixed by interest rate swap arrangements and the \$950,000 1290 Avenue of the Americas mortgage loan which is subject to a 1.00% SOFR interest rate cap arrangement.

(3) Includes variable rate mortgages subject to interest rate cap arrangements, except for the 1290 Avenue of the Americas mortgage loan discussed above. As of December 31, 2024, \$960,000 of our variable rate debt was subject to interest rate cap arrangements. The interest rate cap arrangements have a weighted average strike rate of 4.79% and a weighted average remaining term of four months.

(4) Includes additional 3.00% default interest on the 606 Broadway mortgage loan.

The net carrying amount of properties collateralizing the above indebtedness amounted to \$5.9 billion as of December 31, 2024.

As of December 31, 2024, the principal maturities of mortgages payable and unsecured debt, including as-of-right extension options, for the next five years and thereafter are presented below. The below excludes the \$74,119,000 mortgage loan on 606 Broadway which is in maturity default. See above for further details.

(Amounts in thousands)	Mortgages Payable		Unsecured Debt	
Year Ended December 31,				
2025	\$	878,057	\$	450,000 ⁽¹⁾
2026		525,000		400,000
2027		1,580,000		1,375,000
2028		2,300,000		—
2029		—		—
Thereafter		350,000		350,000

(1) We repaid our \$450,000 3.50% senior unsecured notes on their January 15, 2025 maturity date.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. Redeemable Noncontrolling Interests

Redeemable Noncontrolling Partnership Units

Redeemable noncontrolling partnership units are primarily comprised of Class A Operating Partnership units held by third parties and are recorded at the greater of their carrying amount or redemption value at the end of each reporting period. Changes in the value from period-to-period are charged to “additional capital” in Vornado’s consolidated statements of changes in equity and to “partners’ capital” on the consolidated balance sheets of the Operating Partnership. Class A units may be tendered for redemption to the Operating Partnership for cash; Vornado, at its option, may assume that obligation and pay the holder either cash or Vornado common shares on a one-for-one basis. Because the number of Vornado common shares outstanding at all times equals the number of Class A units owned by Vornado, the redemption value of each Class A unit is equivalent to the market value of one Vornado common share, and a distribution made to a Class A unitholder is equal to the dividend paid to a Vornado common shareholder.

Below are the details of redeemable noncontrolling partnership units.

(Amounts in thousands, except units and per unit amounts)

Unit Series	Balance as of December 31,		Units Outstanding as of December 31,		Per Unit Liquidation Preference	Preferred or Annual Distribution Rate
	2024	2023	2024	2023		
Common:						
Class A units held by third parties	\$ 708,408 ⁽¹⁾	\$ 480,251 ⁽¹⁾	16,850,803	17,000,030	n/a	\$ 0.74
Perpetual Preferred/Redeemable Preferred:						
3.25% D-17 Cumulative Redeemable ⁽²⁾	\$ 3,535	\$ 3,535	141,400	141,400	\$ 25.00	\$ 0.8125

(1) Balance reflects the redemption value which is based on Vornado’s quarter-end closing common share price.

(2) Holders may tender units for redemption to the Operating Partnership for cash at their stated redemption amount; Vornado, at its option, may assume that obligation and pay the holders either cash or Vornado preferred shares on a one-for-one basis. These units are redeemable at Vornado’s option at any time.

Below is a table summarizing the activity of redeemable noncontrolling partnership units.

(Amounts in thousands)

	For the Year Ended December 31,	
	2024	2023
Beginning balance	\$ 483,786	\$ 348,692
Net income	860	3,361
Other comprehensive loss	(693)	(9,340)
Distributions	(12,698)	(10,783)
Redemption of Class A units for Vornado common shares, at redemption value	(15,912)	(8,489)
Redeemable Class A unit measurement adjustment	226,586	138,114
Other, net	30,014	22,231
Ending balance	\$ 711,943	\$ 483,786

Redeemable noncontrolling partnership units exclude our Series G-1 through G-4 convertible preferred units and Series D-13 cumulative redeemable preferred units, as they are accounted for as liabilities in accordance with ASC Topic 480, Distinguishing Liabilities and Equity. Accordingly, the fair value of these units is included as a component of "other liabilities" on our consolidated balance sheets and aggregated \$49,684,000 and \$49,386,000 as of December 31, 2024 and 2023, respectively. Changes in the value from period-to-period, if any, are charged to “interest and debt expense” on our consolidated statements of income.

Redeemable Noncontrolling Interest in a Consolidated Subsidiary

A consolidated joint venture in which we own a 95% interest, developed and owns the Farley Building (the "Farley Project"). As of December 31, 2024, a historic tax credit investor (the "Tax Credit Investor") has funded \$208,407,000 of capital contributions to the Farley Project in connection with the development.

The arrangement includes a put option whereby the joint venture may be obligated to purchase the Tax Credit Investor’s ownership interest in the Farley Project at a future date. The put price is calculated based on a pre-determined formula. As exercise of the put option is outside of the joint venture’s control, the Tax Credit Investor’s interest, together with the put option, have been recorded to “redeemable noncontrolling interest in a consolidated subsidiary” on our consolidated balance sheets. The redeemable noncontrolling interest is recorded at the greater of the carrying amount or redemption value at the end of each reporting period. Changes in the value from period-to-period are charged to “additional capital” in Vornado’s consolidated statements of changes in equity and to “partners’ capital” on the consolidated balance sheets of the Operating Partnership. There was no adjustment required for the years ended December 31, 2024 and 2023.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. Redeemable Noncontrolling Interests - continued

Redeemable Noncontrolling Interest in a Consolidated Subsidiary - continued

Below is a table summarizing the activity of the redeemable noncontrolling interest in a consolidated subsidiary.

(Amounts in thousands)	For the Year Ended December 31,	
	2024	2023
Beginning balance	\$ 154,662	\$ 88,040
Net loss	(31,167)	(39,385)
Distributions	(4,119)	(6,661)
Contributions	3,339	112,668
Ending balance	<u>\$ 122,715</u>	<u>\$ 154,662</u>

10. Shareholders' Equity/Partners' Capital

Common Shares (Vornado Realty Trust)

As of December 31, 2024, there were 190,846,580 common shares outstanding. During 2024, we paid an aggregate of \$141,103,000 of common dividends at an annual rate of \$0.74 per share.

Class A Units (Vornado Realty L.P.)

As of December 31, 2024, there were 190,846,580 Class A units outstanding that were held by Vornado. These units are classified as “partners’ capital” on the consolidated balance sheets of the Operating Partnership. As of December 31, 2024, there were 16,850,803 Class A units outstanding, that were held by third parties. These units are classified outside of “partners’ capital” as “redeemable partnership units” on the consolidated balance sheets of the Operating Partnership (see Note 9 – *Redeemable Noncontrolling Interests*). During 2024, the Operating Partnership paid an aggregate of \$141,103,000 of distributions to Vornado at an annual rate of \$0.74 per unit.

Share Repurchase Program

In April 2023, our Board of Trustees authorized a share repurchase plan under which Vornado is authorized to repurchase up to \$200,000,000 of its outstanding common shares. To the extent Vornado repurchases any of its common shares, in order to fund the common share repurchase and maintain the one-to-one ratio of the number of Vornado common shares outstanding and the number of Class A units owned by Vornado, the Operating Partnership will repurchase from Vornado an equal number of its Class A units at the same price.

Share repurchases may be made from time to time in the open market, through privately negotiated transactions or through other means as permitted by federal securities laws, including through block trades, accelerated share repurchase transactions and/or trading plans intended to qualify under Rule 10b5-1. The timing, manner, price and amount of any repurchases will be determined in Vornado’s discretion depending on business, economic and market conditions, corporate and regulatory requirements, prevailing prices for Vornado’s common shares, alternative uses for capital and other considerations. The program does not have an expiration date and may be suspended or discontinued at any time and does not obligate Vornado to make any repurchases of its common shares.

During the year ended December 31, 2024, no shares were repurchased. In total, Vornado has repurchased 2,024,495 common shares for \$29,143,000 at an average price per share of \$14.40. As of December 31, 2024, \$170,857,000 remained available and authorized for repurchases.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

10. Shareholders' Equity/Partners' Capital - continued

Preferred Shares/Units

The following table sets forth the details of our preferred shares of beneficial interest and the preferred units of the Operating Partnership outstanding as of December 31, 2024 and 2023. During 2024, we paid \$62,112,000 in preferred dividends.

(Amounts in thousands, except share/unit and per share/per unit amounts)

Preferred Shares/Units	Balance	Shares/Units Outstanding	Per Share/Unit	
			Liquidation Preference	Annual Dividend/Distribution ⁽¹⁾
Convertible Preferred:				
6.5% Series A: authorized 12,902 shares/units ⁽²⁾	\$ 825	9,180	\$ 50.00	\$ 3.25
Cumulative Redeemable Preferred ⁽³⁾ :				
5.40% Series L: authorized 13,800,000 shares/units	290,306	12,000,000	25.00	1.35
5.25% Series M: authorized 13,800,000 shares/units	308,946	12,780,000	25.00	1.3125
5.25% Series N: authorized 12,000,000 shares/units	291,134	12,000,000	25.00	1.3125
4.45% Series O: authorized 12,000,000 shares/units	291,153	12,000,000	25.00	1.1125
	<u>\$ 1,182,364</u>	<u>48,789,180</u>		

(1) Dividends on preferred shares and distributions on preferred units are cumulative and are payable quarterly in arrears.

(2) Redeemable at the option of Vornado under certain circumstances, at a redemption price of 1.9531 common shares/Class A units per Series A preferred share/unit plus accrued and unpaid dividends/distributions through the date of redemption, or convertible at any time at the option of the holder for 1.9531 common shares/Class A units per Series A preferred share/unit.

(3) Series L and Series M preferred shares/units are redeemable at Vornado's option at a redemption price of \$25.00 per share/unit, plus accrued and unpaid dividends/distributions through the date of redemption. Series N preferred shares/units are redeemable commencing November 2025 and Series O preferred shares/units are redeemable commencing September 2026, each at a redemption price of \$25.00 per share/unit.

11. Stock-based Compensation

Vornado's 2023 Omnibus Share Plan (the "Plan") provides the Compensation Committee of Vornado's Board of Trustees (the "Compensation Committee") the ability to grant incentive and non-qualified Vornado stock options, restricted Vornado common shares, restricted Operating Partnership units ("LTIP Units"), out-performance plan awards ("OPP Units"), appreciation-only long-term incentive plan units ("AO LTIP Units"), performance conditioned appreciation-only long-term incentive plan units ("Performance AO LTIP Units"), and long-term performance plan units ("LTPP Units") to certain of our employees and officers.

Under the Plan, awards may be granted up to a maximum 10,800,000 shares, if all awards granted are Full Value awards, as defined in the Plan, and up to 21,600,000 shares, if all of the awards granted are Not Full Value Awards, as defined in the Plan. Full Value Awards are securities that have a value equivalent to the underlying Vornado common share or Class A unit of the Operating Partnership, such as restricted Vornado common shares or LTIP Units. Vornado stock options, AO LTIP Units and Performance AO LTIP Units are Not Full Value Awards; these securities require the payment of an exercise price. As of December 31, 2024, Vornado has approximately 1,261,000 shares available for future grants under the Plan, if all awards granted are Full Value Awards, as defined.

We account for forfeitures as they occur and any previously recognized compensation cost is reversed in the period that an award is forfeited. Below is a summary of our stock-based compensation expense, a component of "general and administrative" expense on our consolidated statements of income.

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
LTIP Units	\$ 14,044	\$ 22,179	\$ 21,086
Performance AO LTIP Units	12,774	11,426	94
LTPP Units	2,519	7,189	5,145
OPP Units	835	1,992	1,906
Vornado stock options	—	162	296
Vornado restricted stock	—	159	292
AO LTIP Units	—	94	430
	<u>\$ 30,172</u>	<u>\$ 43,201</u>	<u>\$ 29,249</u>

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. Stock-based Compensation - continued

Below is a summary of unrecognized stock-based compensation expense as of December 31, 2024.

(Amounts in thousands)

	As of December 31, 2024	Weighted-Average Remaining Amortization Period
Performance AO LTIP Units	\$ 24,342	1.7
LTIP Units	17,492	1.5
LTPP Units	2,486	1.2
OPP Units	371	1.0
	<u>\$ 44,691</u>	<u>1.6</u>

LTPP Units

LTPP Units are multi-year, LTIP units-based performance equity compensation plans. Awards granted under the LTPP are bifurcated between operational performance (50%) and relative performance (50%) measurements and may be earned at specified threshold, target and maximum levels.

The operational component awards may be earned based on Vornado's operational performance in the following categories:

- FFO, as adjusted per share (75% weighting); and
- Sustainability performance metrics consisting of greenhouse emissions reductions, GRESB score and Green Building Certification (LEED) achievements (aggregate 25% weighting).

Any LTPP award units tentatively earned based on Vornado's operational performance are subject to an absolute return modifier pursuant to which such award units are subject to a potential reduction (but not increase) of up to 30% if Vornado's three-year total shareholder return ("TSR") is below specified levels.

Awards under relative components may be earned based on Vornado's three-year TSR, measured against the Dow Jones U.S. Real Estate Office Index (50% weighting) and a Northeast peer group custom index (50% weighting). Awards earned under the relative component of the LTPP are subject to reductions of up to 30% if Vornado's three-year TSR is below specified levels.

If the designated performance objectives are achieved, awards earned under the 2023 LTPP will vest 50% in January 2026 and 50% in January 2027. For the 2022 LTPP, 50% of the awards earned vested in January 2025 and the remaining 50% will vest in January 2026. In addition, the Chief Executive Officer is required to hold any earned and vested awards for three years following each such vesting date and all other award recipients are required to hold such awards for one year following each such vesting date. Dividends on awards granted under the LTPP accrue during the applicable performance period and are paid to participants if awards are ultimately earned based on the achievement of the designated performance objectives.

There were no LTPP Units granted during the year ended December 31, 2024. LTPP Units granted during the years ended December 31, 2023 and 2022 had grant date fair values of \$9,491,000 and \$7,847,000, respectively. During the years ended December 31, 2023 and 2022, \$4,670,000 and \$4,033,000, respectively, was immediately expensed on the respective grant date due to acceleration of vesting for employees who are retirement eligible (have reached age 65 or age 60 with at least 20 years of service).

In total, 240,027 units were earned under the 2022 LTPP plan, which includes 168,371 units earned in February 2025.

OPP Units

OPP Units are multi-year, performance-based equity compensation plans under which participants have the opportunity to earn a class of units of the Operating Partnership if, and only if, Vornado outperforms a predetermined TSR and/or outperforms the market with respect to a relative TSR during the four-year performance period. OPP units, if earned, become convertible into Class A units of the Operating Partnership (and ultimately into Vornado common shares) following vesting.

There have been no OPP units granted since 2021.

In February 2025, 827,644 units were earned under the 2021 OPP plan.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. Stock-based Compensation – continued

Vornado Stock Options

Vornado stock options are granted at an exercise price equal to the average of the high and low market price of Vornado’s common shares on the NYSE on the date of grant, generally vest over four years and expire ten years from the date of grant. Compensation expense related to Vornado stock option awards is recognized on a straight-line basis over the vesting period.

Below is a summary of Vornado’s stock option activity for the year ended December 31, 2024.

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Outstanding as of December 31, 2023	158,101	\$ 65.52	
Expired	(18,684)	66.18	
Outstanding as of December 31, 2024	139,417	\$ 65.44	3.43
Options exercisable as of December 31, 2024	139,417	\$ 65.44	3.43

There were no Vornado stock options granted during the years ended December 31, 2024, 2023 and 2022.

There were no Vornado stock options exercised during the years ended December 31, 2024 and 2023. Cash received from Vornado stock option exercises for the year ended December 31, 2022 was \$7,000. The total intrinsic value of Vornado stock options exercised during the year ended December 31, 2022 was \$842. As of December 31, 2024, the aggregate intrinsic value of outstanding and exercisable Vornado stock options was \$132,527.

Performance AO LTIP Units

Performance AO LTIP Units are AO LTIP Units that require the achievement of certain performance conditions by a specified date or they are forfeited. If the performance conditions are met, once vested, the awards may be converted into Class A Operating Partnership units in the same manner as AO LTIP Units until ten years from the date of grant.

On June 29, 2023, the Committee granted 14,368,750 Performance AO LTIP Units to a broad group of employees of the Company including its named executive officers. Each Performance AO LTIP Unit is potentially convertible into a number of Class A Units, determined by reference to the excess of the closing market price of Vornado common shares on the NYSE on the date of conversion over \$16.87. During 2024, the performance conditions under the 2023 Performance AO LTIP plan were satisfied in full following a greater than 75% increase in the share price above the grant date share price. As of December 31, 2024, the aggregate intrinsic value of outstanding Performance AO LTIP Units was \$360,416,000. The 2023 Performance AO LTIP units remain subject to time-based vesting requirements.

The 2023 Performance AO LTIP Units will vest with respect to 20% on the 3rd anniversary of the Grant Date, and the remaining 80% will vest on the 4th anniversary of the Grant Date, subject to the recipient’s continued employment with the Company.

Performance AO LTIP Units granted during the year ended December 31, 2023 had a fair value of \$48,710,000. The fair value of each Performance AO LTIP Unit granted was estimated on the date of grant using an option-pricing model with the following weighted-average assumptions for grants in the year ended December 31, 2023:

Expected volatility	33%
Risk free interest rate	4%
Expected dividend yield	6%

Below is a summary of Performance AO LTIP Units activity for the year ended December 31, 2024.

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Outstanding as of December 31, 2023	14,368,750	\$ 16.87	
Forfeited	(49,500)	—	
Outstanding as of December 31, 2024	14,319,250	\$ 16.87	8.5
Options exercisable as of December 31, 2024	—	\$ —	—

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. Stock-based Compensation – continued

AO LTIP Units

AO LTIP Units are a class of partnership interests in the Operating Partnership that are intended to qualify as “profits interests” for federal income tax purposes and generally only allow the recipient to realize value to the extent the fair market value of a Vornado common share exceeds the threshold level set at the time the AO LTIP Units are granted, subject to any vesting conditions applicable to the award. The threshold level is intended to be equal to 100% of the then fair market value of a Vornado common share on the date of grant. The value of vested AO LTIP Units is realized through conversion of the AO LTIP Units into Class A Operating Partnership units. AO LTIP Units have a term of ten years from the grant date. Each holder will generally receive special income allocations in respect of an AO LTIP Unit equal to 10% (or such other percentage specified in the applicable award agreement) of the income allocated in respect of a Class A Unit. Upon conversion of AO LTIP Units to Class A Units, holders will be entitled to receive in respect of each such AO LTIP Unit, on a per unit basis, a special distribution equal to 10% (or such other percentage specified in the applicable award agreement) of the distributions received by a holder of an equivalent number of Class A Units during the period from the grant date of the AO LTIP Units through the date of conversion.

Below is a summary of AO LTIP Units activity for the year ended December 31, 2024.

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Outstanding as of December 31, 2023	541,814	\$ 59.99	
Expired	(7,749)	58.22	
Exercised	(4,229)	36.72	
Outstanding as of December 31, 2024	529,836	\$ 60.20	4.26
Options exercisable as of December 31, 2024	529,836	\$ 60.20	4.26

There were no AO LTIP Units granted during the years ended December 31, 2024, 2023 and 2022. As of December 31, 2024, the aggregate intrinsic value of outstanding and exercisable AO LTIP Units was \$592,728.

LTIP Units

LTIP Units are granted at the average of the high and low market price of Vornado’s common shares on the NYSE on the date of grant, generally vest over a period of three to four years, and are subject to a taxable book-up event, as defined. Compensation expense related to LTIP Units is recognized ratably over the vesting period using a graded vesting attribution model. Distributions paid on unvested LTIP Units amounted to \$2,160,000, \$1,302,000 and \$2,197,000 in the years ended December 31, 2024, 2023 and 2022, respectively.

Below is a summary of restricted LTIP unit activity for the year ended December 31, 2024.

	Unvested Units	Units	Weighted-Average Grant-Date Fair Value
Unvested as of December 31, 2023		3,210,159	\$ 17.24
Granted		92,109	22.84
Vested		(374,649)	28.58
Forfeited		(8,524)	14.60
Unvested as of December 31, 2024		2,919,095	15.97

LTIP Units granted in 2024, 2023 and 2022 had a fair value of \$2,104,000, \$45,468,000 and \$15,446,000, respectively. The fair value of LTIP Units that vested during the years ended December 31, 2024, 2023 and 2022 was \$10,707,000, \$37,198,000 and \$25,158,000, respectively.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. Income (Loss) Per Share and Per Class A Unit

Vornado Realty Trust

Basic net income (loss) per common share is computed by dividing (i) net income (loss) attributable to common stockholders after allocation of dividends and undistributed earnings to participating securities by (ii) the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the dilutive impact of potential common shares and is computed after allocation of earnings to participating securities. Vornado's participating securities include unvested restricted common shares, Employee stock options, OPP Units, AO LTIP Units, Performance AO LTIP Units and LTPP Units are included in the calculation of diluted income (loss) per share using the treasury stock method, if the effect is dilutive. Series A convertible preferred shares, Series G-1 through G-4 convertible preferred units, and Series D-13 redeemable preferred units, are included in the calculation of diluted income per share using the if-converted method, if the effect is dilutive. Net income (loss) is allocated to redeemable Class A units of the Operating Partnership on a one-for-one basis with Vornado common shares. As such, redemption of these units for Vornado common shares would not have a dilutive effect on income (loss) per common share.

(Amounts in thousands, except per share amounts)

	For the Year Ended December 31,		
	2024	2023	2022
Numerator:			
Net income (loss) attributable to Vornado	\$ 70,387	\$ 105,494	\$ (346,499)
Preferred share dividends	(62,112)	(62,116)	(62,116)
Net income (loss) attributable to common shareholders	8,275	43,378	(408,615)
Distributions and earnings allocated to unvested participating securities	—	(2)	(18)
Numerator for basic and diluted income (loss) per common share	<u>\$ 8,275</u>	<u>\$ 43,376</u>	<u>\$ (408,633)</u>
Denominator:			
Denominator for basic income (loss) per common share - weighted average shares	190,539	191,005	191,775
Effect of dilutive securities ⁽¹⁾ :			
Share-based awards	6,087	851	—
Denominator for diluted income (loss) per common share - weighted average shares and assumed conversions	<u>196,626</u>	<u>191,856</u>	<u>191,775</u>
Income (loss) per common share:			
Basic	<u>\$ 0.04</u>	<u>\$ 0.23</u>	<u>\$ (2.13)</u>
Diluted	<u>\$ 0.04</u>	<u>\$ 0.23</u>	<u>\$ (2.13)</u>

(1) The calculation of diluted income (loss) per common share for the years ended December 31, 2024, 2023, and 2022 excluded weighted average potential common shares of 1,580, 3,458, and 1,706, respectively, as their effect was antidilutive.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. Income (Loss) Per Share and Per Class A Unit – continued

Vornado Realty L.P.

Basic net income (loss) per Class A unit is computed by dividing (i) net income (loss) attributable to Class A unitholders after allocation of distributions and undistributed earnings to participating securities by (ii) the weighted average number of Class A units outstanding for the period. Diluted earnings per share reflects the dilutive impact of potential Class A units and is computed after allocation of earnings to participating securities. VRLP's participating securities include unvested LTIP Units and LTPP Units for which the applicable performance vesting conditions were satisfied. Equity awards subject to market and/or performance vesting conditions, including Vornado stock options, OPP Units, AO LTIP Units, Performance AO LTIP Units and LTPP Units, are included in the calculation of diluted income (loss) per Class A unit using the treasury stock method. Convertible securities, including Series A convertible preferred shares, Series G-1 through G-4 convertible preferred units, and Series D-13 redeemable preferred units, are included in the calculation of diluted income per Class A unit using the if-converted method, if dilutive.

(Amounts in thousands, except per unit amounts)

	For the Year Ended December 31,		
	2024	2023	2022
Numerator:			
Net income (loss) attributable to Vornado Realty L.P.	\$ 71,247	\$ 108,855	\$ (376,875)
Preferred unit distributions	(62,227)	(62,231)	(62,231)
Net income (loss) attributable to Class A unitholders	9,020	46,624	(439,106)
Distributions and earnings allocated to participating securities	(1,964)	(1,323)	(2,215)
Numerator for basic and diluted income (loss) per Class A unit	<u>\$ 7,056</u>	<u>\$ 45,301</u>	<u>\$ (441,321)</u>
Denominator:			
Denominator for basic income (loss) per Class A unit – weighted average units	204,981	205,105	205,315
Effect of dilutive securities ⁽¹⁾ :			
Unit-based awards	6,087	851	—
Denominator for diluted income (loss) per Class A unit – weighted average units and assumed conversions	<u>211,068</u>	<u>205,956</u>	<u>205,315</u>
Income (loss) per Class A unit:			
Basic	<u>\$ 0.03</u>	<u>\$ 0.22</u>	<u>\$ (2.15)</u>
Diluted	<u>\$ 0.03</u>	<u>\$ 0.22</u>	<u>\$ (2.15)</u>

(1) The calculation of diluted income (loss) per Class A unit for the years ended December 31, 2024, 2023, and 2022 excluded weighted average potential Class A units of 1,580, 3,458, and 1,706, respectively, as their effect was antidilutive.

13. Variable Interest Entities

Unconsolidated VIEs

As of December 31, 2024 and 2023, we had several unconsolidated VIEs. We do not consolidate these entities because we are not the primary beneficiary and the nature of our involvement in the activities of these entities does not give us power over decisions that significantly affect these entities' economic performance. We primarily account for our investment in these entities under the equity method (see Note 4 – *Investments in Partially Owned Entities*). As of December 31, 2024 and 2023, \$261,443,000 and \$109,220,000, respectively, of the carrying amount of assets related to our unconsolidated VIEs was included in "investments in partially owned entities" on our consolidated balance sheets. Additionally, as of December 31, 2024, \$52,530,000 was included in "other assets" on our consolidated balance sheets. Our maximum exposure to loss from our unconsolidated VIEs as of December 31, 2024 and 2023 was \$316,973,000 and \$196,394,000, respectively.

Consolidated VIEs

Our most significant consolidated VIEs are the Operating Partnership (for Vornado), the Farley Project and certain properties that have noncontrolling interests. These entities are VIEs because the noncontrolling interests do not have substantive kick-out or participating rights. We consolidate these entities because we control all significant business activities.

As of December 31, 2024, the total assets and liabilities of our consolidated VIEs, excluding the Operating Partnership, were \$4,804,481,000 and \$2,738,539,000 respectively. As of December 31, 2023, the total assets and liabilities of our consolidated VIEs, excluding the Operating Partnership, were \$4,901,150,000 and \$2,735,826,000, respectively.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. Fair Value Measurements

ASC 820 defines fair value and establishes a framework for measuring fair value. The objective of fair value is to determine the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels: Level 1 – quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities as well as certain U.S. Treasury securities that are highly liquid and are actively traded in secondary markets; Level 2 – observable prices that are based on inputs not quoted in active markets, but corroborated by market data; and Level 3 – unobservable inputs that are used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as consider counterparty credit risk in our assessment of fair value. Considerable judgment is necessary to interpret Level 2 and 3 inputs in determining the fair value of our financial and non-financial assets and liabilities. Accordingly, our fair value estimates, which are made at the end of each reporting period, may be different than the amounts that may ultimately be realized upon sale or disposition of these assets.

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

Financial assets and liabilities that are measured at fair value on our consolidated balance sheets consist of (i) the assets in our deferred compensation plan (for which there is a corresponding liability on our consolidated balance sheets), (ii) loans receivable for which we have elected the fair value option under ASC Subtopic 825-10, *Financial Instruments* ("ASC 825-10"), (iii) interest rate swaps and caps and (iv) mandatorily redeemable instruments (Series G-1 through G-4 convertible preferred units and Series D-13 cumulative redeemable preferred units). The tables below aggregate the fair values of these financial assets and liabilities by their levels in the fair value hierarchy.

(Amounts in thousands)

	As of December 31, 2024			
	Total	Level 1	Level 2	Level 3
Deferred compensation plan assets (\$8,958 included in restricted cash and \$105,622 in other assets)	\$ 114,580	\$ 70,025	\$ —	\$ 44,555
Loans receivable (\$32,984 included in investments in partially owned entities and \$52,335 in other assets)	85,319	—	—	85,319
Interest rate swaps and caps designated as a hedge (included in other assets)	88,982	—	88,982	—
Interest rate caps not designated as a hedge (included in other assets)	1,040	—	1,040	—
Total assets	<u>\$ 289,921</u>	<u>\$ 70,025</u>	<u>\$ 90,022</u>	<u>\$ 129,874</u>
Mandatorily redeemable instruments (included in other liabilities)	\$ 49,684	\$ 49,684	\$ —	\$ —
Interest rate swaps designated as a hedge (included in other liabilities)	1,023	—	1,023	—
Interest rate caps not designated as a hedge (included in other liabilities)	1,040	—	1,040	—
Total liabilities	<u>\$ 51,747</u>	<u>\$ 49,684</u>	<u>\$ 2,063</u>	<u>\$ —</u>

(Amounts in thousands)

	As of December 31, 2023			
	Total	Level 1	Level 2	Level 3
Deferred compensation plan assets (\$26,363 included in restricted cash and \$78,883 in other assets)	\$ 105,246	\$ 58,956	\$ —	\$ 46,290
Loans receivable (included in investments in partially owned entities)	32,984	—	—	32,984
Interest rate swaps and caps designated as a hedge (included in other assets)	138,772	—	138,772	—
Interest rate caps not designated as a hedge (included in other assets)	4,154	—	4,154	—
Total assets	<u>\$ 281,156</u>	<u>\$ 58,956</u>	<u>\$ 142,926</u>	<u>\$ 79,274</u>
Mandatorily redeemable instruments (included in other liabilities)	\$ 49,386	\$ 49,386	\$ —	\$ —
Interest rate swaps designated as a hedge (included in other liabilities)	7,239	—	7,239	—
Interest rate caps not designated as a hedge (included in other liabilities)	4,092	—	4,092	—
Total liabilities	<u>\$ 60,717</u>	<u>\$ 49,386</u>	<u>\$ 11,331</u>	<u>\$ —</u>

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. Fair Value Measurements - continued

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis - continued

Deferred Compensation Plan Assets

Deferred compensation plan assets that are classified as Level 3 consist of investments in limited partnerships and investment funds, which are managed by third parties. We receive quarterly financial reports that provide net asset values on a fair value basis from a third-party administrator, which are compiled from the quarterly reports provided to them from each limited partnership and investment fund. The period of time over which these underlying assets are expected to be liquidated is unknown. The third-party administrator does not adjust these values in determining our share of the net assets and we do not adjust these values when reported in our consolidated financial statements.

The table below summarizes the changes in the fair value of deferred compensation plan assets that are classified as Level 3.

(Amounts in thousands)

	For the Year Ended December 31,	
	2024	2023
Beginning balance	\$ 46,290	\$ 38,916
Purchases	1,718	7,855
Sales	(9,051)	(5,080)
Realized and unrealized (losses) gains	(2,282)	982
Other, net	7,880	3,617
Ending balance	<u>\$ 44,555</u>	<u>\$ 46,290</u>

Loans Receivable

The table below summarizes the changes in fair value of loans receivable that are classified as Level 3.

(Amounts in thousands)

	For the Year Ended December 31,	
	2024	2023
Beginning balance	\$ 32,984	\$ 54,397
Investment in loan receivable	50,000	—
Credit losses	—	(26,155) (1)
Interest accrual	2,906	5,153
Paydowns	(571)	(411)
Ending balance ⁽²⁾	<u>\$ 85,319</u>	<u>\$ 32,984</u>

- (1) Includes a \$21,114 impairment loss on advances made for our interest in a joint venture, resulting from a decline in the value of the underlying building. The loss was included in “income (loss) from partially owned entities” on our consolidated statements of income for the year ended December 31, 2023.
- (2) The fair value for \$32,984 of the balance was determined by using a discounted cash flow model and Level 3 inputs, which include a terminal capitalization rate of 5.5% and a discount rate of 8.0% as of December 31, 2024 and 2023. The terminal capitalization rate and discount rate disclosed reflect both the range and the weighted average. The fair value for the remaining balance at December 31, 2024 was based on the recent transaction price.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. Fair Value Measurements - continued

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis - continued

Derivatives and Hedging

We use derivative instruments principally to reduce our exposure to interest rate increases. We do not enter into or hold derivative instruments for speculative trading purposes. We recognize the fair values of all derivatives in "other assets" or "other liabilities" on our consolidated balance sheets. Changes in the fair value of our cash flow hedges are recognized in other comprehensive income until the hedged item is recognized in earnings. Reported net income and equity may increase or decrease prospectively, depending on future levels of interest rates and other variables affecting the fair values of hedging instruments and hedged items, but will have no effect on cash flows. Cash payments and receipts related to our interest rate hedges are classified as operating activities and included within our disclosure of cash paid for interest on our consolidated statements of cash flows, consistent with the classification of the hedged interest payments.

The following table summarizes our consolidated hedging instruments, all of which hedge variable rate debt, as of December 31, 2024 and 2023, respectively.

(Amounts in thousands)

	As of December 31, 2024				As of December 31, 2023		
	Notional Amount	All-In Swapped Rate	Swap/Cap Expiration Date	Fair Value Asset	Fair Value Liability	Fair Value Asset	Fair Value Liability
Interest rate swaps:							
555 California Street mortgage loan	\$ 840,000 ⁽¹⁾	6.03%	05/26	\$ 765	\$ —	\$ 15,494 ⁽²⁾	\$ 6,091
770 Broadway mortgage loan	700,000	4.98%	07/27	21,332	—	20,306	—
PENN 11 mortgage loan	500,000 ⁽³⁾	6.28%	10/25	17	282	4,702	1,148 ⁽⁴⁾
Unsecured revolving credit facility	575,000	3.88%	08/27	18,510	—	17,064	—
Unsecured term loan	700,000	4.53%	(5)	10,128	—	11,089	—
100 West 33rd Street mortgage loan	480,000	5.26%	06/27	6,808	—	3,550	—
888 Seventh Avenue mortgage loan	200,000 ⁽⁶⁾	4.76%	09/27	5,249	—	4,340	—
4 Union Square South mortgage loan	96,400 ⁽⁷⁾	3.74%	01/25	12	—	2,327	—
435 Seventh Avenue mortgage loan ⁽⁸⁾	75,000	6.96%	04/26	—	741	—	—
Interest rate caps:							
1290 Avenue of the Americas mortgage loan	950,000	(9)	11/25	25,673	—	53,784	—
One Park Avenue mortgage loan	525,000	(10)	03/25	464	—	5,297	—
Various mortgage loans				24	—	819	—
				\$ 88,982	\$ 1,023	\$ 138,772	\$ 7,239

(1) Represents our 70.0% share of the \$1.2 billion mortgage loan.

(2) Represents the fair value of the interest rate swap arrangement that expired in May 2024.

(3) In January 2024, we entered into an interest rate swap arrangement for \$250,000 of the \$500,000 PENN 11 mortgage loan. Together with the existing swap arrangement the loan will bear interest at an all-in swapped rate of 6.28% through October 2025.

(4) Represents the fair value of the forward swap arrangement which became effective March 2024.

(5) Represents the aggregate fair value of various interest rate swap arrangements to hedge interest payments on our unsecured term loan, which matures in December 2027. The impact of these interest rate swap arrangements is detailed below:

	Swapped Balance	All-In Swapped Rate	Unswapped Balance (bears interest at S+130)
Through 07/25	\$ 700,000	4.53%	\$ 100,000
07/25 through 10/26	550,000	4.36%	250,000
10/26 through 08/27	50,000	4.04%	750,000

(6) The remaining \$58,057 mortgage loan balance bears interest at a floating rate of SOFR plus 1.80% (6.35% as of December 31, 2024).

(7) The remaining \$23,600 mortgage loan balance bears interest at a floating rate of SOFR plus 1.50% (6.05% as of December 31, 2024).

(8) Entered into in May 2024.

(9) SOFR strike rate of 1.00%. In connection with the arrangement, we made a \$63,100 up-front payment in 2023, of which \$18,930 was attributable to noncontrolling interests.

(10) SOFR cap strike rate of 3.89%.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. Fair Value Measurements - continued

Fair Value Measurements on a Nonrecurring Basis

There were no assets measured at fair value on a nonrecurring basis on our consolidated balance sheet as of December 31, 2024. During the year ended December 31, 2023, we recognized impairment losses on certain real estate investments. The following table sets forth the details of our impairment losses.

(Amounts in thousands)	As of and For the Year December 31, 2023	
	Aggregate Fair Value	Impairment Losses
Consolidated real estate assets	\$ 55,097	\$ 45,007 ⁽¹⁾
Investments in partially owned entities	21,473	29,344 ⁽²⁾
	<u>\$ 76,570</u>	<u>\$ 74,351</u>

(1) Includes \$22,176 attributable to noncontrolling interests.

(2) Excludes a \$21,114 impairment loss on advances made for our interest in a joint venture.

The fair value of these assets was measured using discounted cash flow analyses and Level 3 inputs. Significant unobservable quantitative inputs in the table below were utilized in determining the fair value of these real estate assets.

Unobservable Quantitative Input	As of December 31, 2023	
	Range	Weighted Average
Discount rates	7.50% - 8.00%	7.99%
Terminal capitalization rates	5.50%	5.50%

Financial Assets and Liabilities not Measured at Fair Value

Financial assets and liabilities that are not measured at fair value on our consolidated balance sheets include cash equivalents (primarily money market funds, which invest in obligations of the United States government) and our secured and unsecured debt. Estimates of the fair value of these instruments are determined by the standard practice of modeling the contractual cash flows required under the instrument and discounting them back to their present value at the appropriate current risk adjusted interest rate, which is provided by a third-party specialist. For floating rate debt, we use forward rates derived from observable market yield curves to project the expected cash flows we would be required to make under the instrument. The fair value of cash equivalents and borrowings under our unsecured revolving credit facilities and unsecured term loan are classified as Level 1. The fair value of our secured debt and unsecured debt are classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments.

(Amounts in thousands)	As of December 31, 2024		As of December 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash equivalents	\$ 639,366	\$ 639,000	\$ 825,720	\$ 826,000
Debt:				
Mortgages payable	\$ 5,707,176	\$ 5,486,000	\$ 5,729,615	\$ 5,569,000
Senior unsecured notes	1,200,000	1,129,000	1,200,000	1,069,000
Unsecured term loan	800,000	800,000	800,000	800,000
Unsecured revolving credit facilities	575,000	575,000	575,000	575,000
Total	<u>\$ 8,282,176⁽¹⁾</u>	<u>\$ 7,990,000</u>	<u>\$ 8,304,615⁽¹⁾</u>	<u>\$ 8,013,000</u>

(1) Excludes \$39,300 and \$53,163 of deferred financing costs, net and other as of December 31, 2024 and 2023, respectively.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. Transaction Related Costs, Impairment losses and Other

The following table sets forth the details of impairment losses, transaction related costs and other:

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Transaction related costs and other	\$ 5,242	\$ 5,684	\$ 12,624
Real estate impairment losses ⁽¹⁾	—	45,007	19,098
	<u>\$ 5,242</u>	<u>\$ 50,691</u>	<u>\$ 31,722</u>

(1) See Note 14 - *Fair Value Measurements* for additional information. 2023 includes \$22,176 of impairment loss attributable to noncontrolling interests.

16. Interest and Other Investment Income, Net

The following table sets forth the details of interest and other investment income, net:

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Interest on cash and cash equivalents and restricted cash	\$ 42,571	\$ 44,786	\$ 7,553
Interest on loans receivable	3,450	1,351	5,006
(Loss) income from real estate fund investments ⁽¹⁾	(47)	1,590	3,541
Amortization of discount on investments in U.S. Treasury bills	—	3,829	7,075
Credit losses on investments	—	(8,269)	—
Other, net	—	—	235
	<u>\$ 45,974</u>	<u>\$ 43,287</u>	<u>\$ 23,410</u>

(1) On November 6, 2024, the \$145,000 non-recourse mortgage loan on Lucida, a property owned by the Vornado Capital Partners Real Estate Fund, in which we own a 25% interest, matured and was not repaid.

17. Interest and Debt Expense

The following table sets forth the details of interest and debt expense:

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
Interest expense	\$ 377,813	\$ 357,995	\$ 276,616
Capitalized interest and debt expense	(51,212)	(43,062)	(19,085)
Amortization of interest rate cap premiums	41,745	10,989	430
Amortization of deferred financing fees	21,923	23,301	21,804
	<u>\$ 390,269</u>	<u>\$ 349,223</u>	<u>\$ 279,765</u>

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18. Leases

As lessor

We lease space to tenants under operating leases. Most of the leases provide for the payment of fixed base rent payable monthly in advance. Leases typically provide for periodic step-ups in rent over the term of the lease and pass through to tenants their share of increases in real estate taxes and operating expenses over a base year. Certain leases also require additional variable rent payments based on a percentage of the tenants' sales. Electricity is provided to tenants on a sub-metered basis or included in rent based on surveys and adjusted for subsequent utility rate increases. Leases also typically provide for free rent and tenant improvement allowances for all or a portion of the tenant's initial construction costs of its premises.

As of December 31, 2024, future undiscounted cash flows under non-cancelable operating leases were as follows:

(Amounts in thousands)	<u>As of December 31, 2024</u>	
For the year ended December 31,		
2025	\$	1,290,179
2026		1,268,356
2027		1,169,119
2028		1,074,024
2029		958,233
Thereafter		6,399,782

As lessee

We have a number of ground leases which are classified as operating leases. As of December 31, 2024, our ROU assets and lease liabilities were \$678,804,000 and \$749,759,000, respectively. As of December 31, 2023, our ROU assets and lease liabilities were \$680,044,000 and \$732,859,000, respectively.

When the rate implicit in a lease is not readily determinable, the discount rate applied to measure each ROU asset and lease liability is based on our incremental borrowing rate ("IBR"). We consider the general economic environment and our ratings and factor in various financing and asset specific adjustments to ensure the IBR is appropriate to the intended use of the underlying lease. Certain of our ground leases offer renewal options which we assess against relevant economic factors to determine whether we are reasonably certain of exercising or not exercising the option. Lease payments associated with renewal periods that we are reasonably certain will be exercised are included in the measurement of the lease liability and corresponding ROU asset.

Certain of our ground leases are subject to fair market rent resets based on a percentage of the appraised value of the underlying assets at specified future dates. Fair market rent resets occurring during the lease term, which may be material, do not give rise to remeasurement of the related ROU assets and lease liabilities and will be recognized in the periods in which they are incurred as variable rent expense.

The following table sets forth information related to the measurement of our lease liabilities.

(Amounts in thousands)	<u>For the Year Ended December 31,</u>					
	<u>2024</u>		<u>2023</u>		<u>2022</u>	
Weighted average remaining lease term (in years)		47.2		47.9		48.4
Weighted average discount rate		5.59 %		5.59 %		5.54 %
Cash paid for operating leases	\$	22,466	\$	22,499	\$	21,861

We recognize rent expense as a component of "operating" expenses on our consolidated statements of income. Rent expense is comprised of fixed and variable lease payments. The following table sets forth the details of our rent expense.

(Amounts in thousands)	<u>For the Year Ended December 31,</u>					
	<u>2024</u>		<u>2023</u>		<u>2022</u>	
Fixed rent expense	\$	45,941	\$	46,538	\$	45,211
Variable rent expense		14,573		14,679		14,180
Rent expense	\$	60,514	\$	61,217	\$	59,391

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18. Leases - continued

As lessee - continued

As of December 31, 2024, future lease payments due under operating ground leases were as follows:

(Amounts in thousands)	<u>As of December 31, 2024</u>	
For the year ended December 31,		
2025	\$	81,574
2026		46,616
2027		47,027
2028		47,462
2029		47,922
Thereafter		1,821,249
Total undiscounted cash flows		2,091,850
Present value discount		(1,342,091)
Lease liabilities	\$	<u>749,759</u>

PENN 1

Our future lease payments disclosed above include payments for our PENN 1 ground lease based on an amount estimated in January 2022, when we exercised the second of three 25-year renewal options. The first renewal period commenced June 2023 and, together with the second option exercise, extends the lease term through June 2073. The ground lease is subject to fair market value resets at each 25-year renewal period. The rent reset process for the June 2023 renewal period is currently ongoing and the timing is uncertain. The final fair market value determination may be materially higher or lower than our January 2022 estimate.

The Farley Building

The future lease payments detailed above exclude the ground and building lease at the Farley Building. The consolidated joint venture, in which we own a 95% controlling interest, has a 99-year triple-net lease with Empire State Development ("ESD") for 846,000 rentable square feet of commercial space at the property, comprised of approximately 730,000 square feet of office space and approximately 116,000 square feet of restaurant and retail space. Our lease of the commercial space at the property is accounted for as a "failed sale-leaseback" as a result of us being deemed the "accounting owner" during development of the property in accordance with ASC 842-40-55 and the lease subsequently meeting "finance lease" classification pursuant to ASC 842-40-25 upon substantial completion. The lease calls for annual rent payments and fixed payments in lieu of real estate taxes ("PILOT") through June 2030. Following the fixed PILOT payment period, the PILOT is calculated in a manner consistent with buildings subject to New York City real estate taxes and assessments. As of December 31, 2024, future rent and fixed PILOT payments are \$519,049,000.

19. Multiemployer Benefit Plans

Our subsidiaries make contributions to certain multiemployer defined benefit plans ("Multiemployer Pension Plans") and health plans ("Multiemployer Health Plans") for our union represented employees, pursuant to the respective collective bargaining agreements.

Multiemployer Pension Plans

Multiemployer Pension Plans differ from single-employer pension plans in that (i) contributions to multiemployer plans may be used to provide benefits to employees of other participating employers and (ii) if other participating employers fail to make their contributions, each of our participating subsidiaries may be required to bear its then pro rata share of unfunded obligations. If a participating subsidiary withdraws from a plan in which it participates, it may be subject to a withdrawal liability. As of December 31, 2024, our subsidiaries' participation in these plans was not significant to our consolidated financial statements.

During the years ended December 31, 2024, 2023 and 2022, we contributed \$8,059,000, \$7,913,000 and \$7,761,000, respectively, towards Multiemployer Pension Plans, which is included as a component of "operating" expenses on our consolidated statements of income. Our subsidiaries' contributions did not represent more than 5% of total employer contributions in any of these plans for the years ended December 31, 2024, 2023 and 2022.

Multiemployer Health Plans

Multiemployer Health Plans in which our subsidiaries participate provide health benefits to eligible active and retired employees. During the years ended December 31, 2024, 2023 and 2022, our subsidiaries contributed \$29,555,000, \$28,764,000 and \$26,514,000, respectively, towards these plans, which is included as a component of "operating" expenses on our consolidated statements of income.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

20. Commitments and Contingencies

Insurance

For our properties, we maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, of which \$275,000,000, includes communicable disease coverage, and we maintain all risk property and rental value insurance with limits of \$2.0 billion per occurrence, with sub-limits for certain perils such as flood and earthquake, excluding communicable disease coverage. Our California properties have earthquake insurance with coverage of \$350,000,000 per occurrence and in the aggregate, subject to a deductible in the amount of 5% of the value of the affected property. We maintain coverage for certified terrorism acts with limits of \$6.0 billion per occurrence and in the aggregate (as listed below), \$1.2 billion for non-certified acts of terrorism, and \$5.0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological (“NBCR”) terrorism events, as defined by the Terrorism Risk Insurance Act of 2002, as amended to date and which has been extended through December 2027.

Penn Plaza Insurance Company, LLC (“PPIC”), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of \$2,396,808 and 20% of the balance of a covered loss and the Federal government is responsible for the remaining portion of a covered loss. We are ultimately responsible for any loss incurred by PPIC.

Certain condominiums in which we own an interest (including the Farley Condominiums) maintain insurance policies with different per occurrence and aggregate limits than our policies described above.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism and other events. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future. We are responsible for uninsured losses and for deductibles and losses in excess of our insurance coverage, which could be material.

Our debt instruments, consisting of mortgage loans secured by our properties, senior unsecured notes and revolving credit agreements contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance or refinance our properties and expand our portfolio.

Other Commitments and Contingencies

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters is not currently expected to have a material adverse effect on our financial position, results of operations or cash flows.

Each of our properties has been subjected to varying degrees of environmental assessment at various times. The environmental assessments did not reveal any material environmental contamination. However, there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

We may, from time to time, enter into guarantees including, but not limited to, payment guarantees to lenders of unconsolidated joint ventures for tax purposes, completion guarantees for development and redevelopment projects, and guarantees to fund leasing costs. These agreements terminate either upon the satisfaction of specified obligations or repayment of the underlying loans. As of December 31, 2024, the aggregate dollar amount of these guarantees is approximately \$516,872,000, including the payment guarantee for the mortgage loan secured by 7 West 34th Street. Other than these loans, our mortgage loans are non-recourse to us.

As of December 31, 2024, \$57,643,000 of letters of credit were outstanding under our unsecured revolving credit facilities. Our unsecured revolving credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for increased interest rates in the event of a decline in the credit rating assigned to our senior unsecured notes. Our unsecured revolving credit facilities also contain customary conditions precedent to borrowing, including representations and warranties, and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

20. Commitments and Contingencies - continued

Other Commitments and Contingencies - continued

Our 95% consolidated joint venture (5% is owned by Related Companies ("Related")) developed and owns the Farley Building. In connection with the development of the property, the joint venture admitted a historic Tax Credit Investor partner. Under the terms of the historic tax credit arrangement, the joint venture is required to comply with various laws, regulations, and contractual provisions. Non-compliance with applicable requirements could result in projected tax benefits not being realized and, therefore, may require a refund or reduction of the Tax Credit Investor's capital contributions. As of December 31, 2024, the Tax Credit Investor has made \$208,407,000 in capital contributions. Vornado and Related have guaranteed certain of the joint venture's obligations to the Tax Credit Investor.

As of December 31, 2024, we had construction commitments aggregating approximately \$61,016,000.

21. Related Party Transactions

Alexander's, Inc.

We own 32.4% of Alexander's. Steven Roth, the Chairman of Vornado's Board of Trustees and its Chief Executive Officer, is also the Chairman of the Board of Directors and Chief Executive Officer of Alexander's. We provide various services to Alexander's in accordance with management, development and leasing agreements. These agreements are described in Note 4 - *Investments in Partially Owned Entities*.

Interstate Properties ("Interstate")

Interstate is a general partnership in which Mr. Roth is the managing general partner. David Mandelbaum and Russell B. Wight, Jr., Trustees of Vornado and Directors of Alexander's, respectively, are Interstate's two other general partners. As of December 31, 2024, Interstate and its partners beneficially owned an aggregate of approximately 7.1% of the common shares of beneficial interest of Vornado and 26.0% of Alexander's common stock.

We manage and lease the real estate assets of Interstate pursuant to a management agreement for which we receive an annual fee equal to 4% of annual base rent and percentage rent. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on 60 days' notice at the end of the term. We believe, based upon comparable fees charged by other real estate companies, that the management agreement terms are consistent with the market. We earned \$208,000, \$206,000, and \$204,000 of management fees under the agreement for the years ended December 31, 2024, 2023 and 2022, respectively.

Fifth Avenue and Times Square JV

We provide various services to Fifth Avenue and Times Square JV in accordance with management, development, leasing and other agreements. These agreements are described in Note 4 - *Investments in Partially Owned Entities*. Haim Chera, Executive Vice President - Head of Retail, has an investment in Crown Acquisitions Inc. and Crown Retail Services LLC (collectively, "Crown"), companies controlled by Mr. Chera's family. Crown has a nominal minority interest in Fifth Avenue and Times Square JV. Additionally, we have other investments with Crown.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

22. Segment Information

The Company's operating segments are based on our method of internal reporting which classifies our operations by geographic area. We aggregate these operating segments into two reportable segments, New York and Other, which is based on similar economic characteristics.

Net operating income ("NOI") at share represents total revenues less operating expenses, including our share of partially owned entities. The Company's chief operating decision maker ("CODM") is its Chief Executive Officer, who considers NOI at share to be the measure of segment profit and loss for making decisions on how to allocate resources and assessing the unlevered performance of our segments as it relates to the return on assets as opposed to the levered return on equity. Asset information by segment is not reported as the CODM does not use this measure to assess segment performance or to make resource allocation decisions.

Below is a summary of financial information by segment for the years ended December 31, 2024, 2023 and 2022.

(Amounts in thousands)

	For the Year Ended December 31, 2024		
	Total	New York	Other
Total revenues	\$ 1,787,686	\$ 1,471,997	\$ 315,689
Deduct: operating expenses ⁽¹⁾	(927,796)	(766,347)	(161,449)
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(39,367)	(12,899)	(26,468)
Add: NOI from partially owned entities	279,229	269,159	10,070
NOI at share	\$ 1,099,752	\$ 961,910	\$ 137,842

(Amounts in thousands)

	For the Year Ended December 31, 2023		
	Total	New York	Other
Total revenues	\$ 1,811,163	\$ 1,452,158	\$ 359,005
Deduct: operating expenses ⁽¹⁾	(905,158)	(733,478)	(171,680)
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(48,553)	(15,547)	(33,006)
Add: NOI from partially owned entities	285,761	274,436	11,325
NOI at share	\$ 1,143,213	\$ 977,569	\$ 165,644

(Amounts in thousands)

	For the Year Ended December 31, 2022		
	Total	New York	Other
Total revenues	\$ 1,799,995	\$ 1,449,442	\$ 350,553
Deduct: operating expenses ⁽¹⁾	(873,911)	(716,148)	(157,763)
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(70,029)	(45,566)	(24,463)
Add: NOI from partially owned entities	305,993	293,780	12,213
NOI at share	\$ 1,162,048	\$ 981,508	\$ 180,540

⁽¹⁾ Includes various expenses associated with operating our properties, including but not limited to: real estate taxes, ground rent, insurance, and utilities. Our CODM is not regularly provided with significant expense categories and amounts included within net operating income at share.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

22. Segment Information - continued

Below is a reconciliation of NOI at share to net income (loss) before income taxes for the years ended December 31, 2024, 2023 and 2022.

(Amounts in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
NOI at share	\$ 1,099,752	\$ 1,143,213	\$ 1,162,048
NOI attributable to noncontrolling interests in consolidated subsidiaries	39,367	48,553	70,029
NOI from partially owned entities	(279,229)	(285,761)	(305,993)
Net gains on disposition of wholly owned and partially owned assets	16,048	71,199	100,625
Interest and debt expense	(390,269)	(349,223)	(279,765)
Interest and other investment income, net	45,974	43,287	23,410
Income (loss) from partially owned entities	112,464	38,689	(461,351)
Transaction related costs, impairment losses and other	(5,242)	(50,691)	(31,722)
General and administrative expense	(148,520)	(162,883)	(133,731)
Depreciation and amortization expense	(447,500)	(434,273)	(504,502)
Income (loss) before income taxes	<u>\$ 42,845</u>	<u>\$ 62,110</u>	<u>\$ (360,952)</u>

23. Subsequent Events

666 Fifth Avenue (Fifth Avenue and Times Square JV)

On January 8, 2025, the Fifth Avenue and Times Square JV completed the sale to UNIQLO of the portion of its U.S. flagship store at 666 Fifth Avenue owned by the retail joint venture for \$350,000,000. The joint venture continues to own 23,832 square feet of retail space (7,416 square feet at grade) at 666 Fifth Avenue consisting of the Abercrombie & Fitch and Tissot stores. The \$342,000,000 of net proceeds from the sale were used to partially redeem Vornado's \$390,000,000 of preferred equity on the asset. The financial statement gain, which will be recognized in the first quarter of 2025, will be approximately \$76,000,000.

Senior Unsecured Notes due 2025

We repaid our \$450,000,000 3.50% senior unsecured notes on their January 15, 2025 maturity date.

220 Central Park South

On January 17, 2025, we closed on the sale of a condominium unit at 220 CPS for net proceeds of \$11,695,000; three units remain unsold.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Vornado Realty Trust

Disclosure Controls and Procedures: Our management, with the participation of Vornado's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15 (e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, Vornado's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

Internal Control Over Financial Reporting: There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) during the fourth quarter of the fiscal year to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Management of Vornado Realty Trust, together with its consolidated subsidiaries (the "Company"), is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed under the supervision of Vornado's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2024, management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has determined that our internal control over financial reporting as of December 31, 2024 was effective.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures are being made only in accordance with authorizations of management and our trustees; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

The effectiveness of our internal control over financial reporting as of December 31, 2024 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing on the following page, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2024.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Trustees of Vornado Realty Trust

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Vornado Realty Trust and subsidiaries (the “Company”) as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated February 10, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

New York, New York

February 10, 2025

ITEM 9A. CONTROLS AND PROCEDURES - CONTINUED

Vornado Realty L.P.

Disclosure Controls and Procedures: Vornado Realty L.P.'s management, with the participation of Vornado's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15 (e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, Vornado's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

Internal Control Over Financial Reporting: There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) during the fourth quarter of the fiscal year to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Management of Vornado Realty Trust, sole general partner of Vornado Realty L.P., together with Vornado Realty L.P.'s consolidated subsidiaries (the "Company"), is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed under the supervision of Vornado's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2024, management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has determined that our internal control over financial reporting as of December 31, 2024 was effective.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures are being made only in accordance with authorizations of management and Vornado's trustees; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

The effectiveness of our internal control over financial reporting as of December 31, 2024 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing on the following page, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2024.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of Vornado Realty L.P. and the Board of Trustees of Vornado Realty Trust

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Vornado Realty L.P. and subsidiaries (the “Partnership”) as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Partnership and our report dated February 10, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Partnership’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Partnership’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 10, 2025

ITEM 9B. OTHER INFORMATION

During the three months ended December 31, 2024, none of our trustees or executive officers adopted, modified or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” as such terms are defined under Item 408 of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information relating to trustees of Vornado, the Operating Partnership’s sole general partner, including its audit committee and audit committee financial expert, will be contained in Vornado’s definitive Proxy Statement involving the election of Vornado’s trustees which Vornado will file with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934 not later than 120 days after December 31, 2024, and such information is incorporated herein by reference. Also incorporated herein by reference is the information under the caption “16(a) Beneficial Ownership Reporting Compliance” of the Proxy Statement.

Executive Officers of the Registrant

The following is a list of the names, ages, principal occupations and positions with Vornado of the executive officers of Vornado and the positions held by such officers during the past five years. All executive officers of Vornado have terms of office that run until the next succeeding meeting of the Board of Trustees of Vornado following the Annual Meeting of Vornado’s Shareholders unless they are removed sooner by Vornado’s Board.

Name	Age	PRINCIPAL OCCUPATION, POSITION AND OFFICE (Current and during past five years with Vornado unless otherwise stated)
Steven Roth	83	Chairman of the Board; Chief Executive Officer since April 2013 and from May 1989 to May 2009; Managing General Partner of Interstate Properties, an owner of shopping centers and an investor in securities and partnerships; Chief Executive Officer of Alexander’s, Inc. since March 1995, a Director since 1989, and Chairman of the Board since May 2004.
Michael J. Franco	56	President and Chief Financial Officer since December 2020; President since April 2019; Executive Vice President - Chief Investment Officer from April 2015 to April 2019; Executive Vice President - Head of Acquisitions and Capital Markets from November 2010 to April 2015.
Haim Chera	55	Executive Vice President - Head of Retail since April 2019; Principal at Crown Acquisitions from January 2000 - April 2019.
Barry S. Langer	46	Executive Vice President - Development - Co-Head of Real Estate since April 2019; Executive Vice President - Head of Development from May 2015 to April 2019.
Glen J. Weiss	55	Executive Vice President - Office Leasing - Co-Head of Real Estate since April 2019; Executive Vice President - Office Leasing from May 2013 to April 2019.

Vornado, the Operating Partnership’s sole general partner, has adopted a Code of Business Conduct and Ethics that applies to all officers and employees. This Code is available on Vornado’s website at www.vno.com.

We have adopted an insider trading policy (the “Insider Trading Policy”) which applies to all employees and prohibits trading in the Company’s and its affiliates’ securities by persons associated with the Company that may possess material nonpublic information relating to the Company and affiliates. A copy of the Insider Trading Policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

Information relating to Vornado’s executive officer and trustee compensation will be contained in Vornado’s Proxy Statement referred to above in Item 10, “Directors, Executive Officers and Corporate Governance,” and such information is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information relating to security ownership of certain beneficial owners and management and related stockholder matters will be contained in Vornado's Proxy Statement referred to in Item 10, "Directors, Executive Officers and Corporate Governance," and such information is incorporated herein by reference.

Equity compensation plan information

The following table provides information as of December 31, 2024 regarding Vornado's equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column)
Equity compensation plans approved by security holders	21,554,850 ⁽¹⁾	\$ 65.44	1,261,445 ⁽²⁾
Equity compensation plans not approved by security holders	509,393 ⁽³⁾	N/A	—
Total	22,064,243	\$ 65.44	1,261,445

- (1) Includes shares/units of (i) 139,417 Vornado Stock Options, all of which are vested and exercisable, (ii) 529,836 Appreciation-Only Long-Term Incentive Plan ("AO LTIP") units, all of which are vested and exercisable, (iii) 14,319,250 Performance AO LTIP units, (iv) 4,437,754 restricted Operating Partnership units (1,518,659 of which are vested and exercisable), (v) 1,208,264 unearned Out-Performance Plan units, (vi) 287,793 earned but unvested Long-Term Performance Plan LTIP Units and (vii) 632,536 unearned Long-Term Performance Plan LTIP Units. See Note 11 - *Stock-based Compensation* in Part II, Item 8 of this Annual Report on Form 10-K for additional information.
- (2) Based on awards being granted as "Full Value Awards," as defined. If we were to grant "Not Full Value Awards," as defined, the number of securities available for future grants is approximately 2,523,000 shares.
- (3) Includes (i) 66,600 restricted Operating Partnership units granted at a market price of \$23.65 per unit to Vornado Trustees that are not executives of the Company as part of their 2024 annual Trustee fees (ii) 23,190 restricted Operating Partnership units granted at a market price of \$43.12 per unit to Vornado consultants that are not executives of the Company for 2024 annual consulting fees, (iii) 237,536 restricted Operating Partnership units granted in 2023, and (iv) 182,067 restricted Operating Partnership units granted in 2022.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information relating to certain relationships and related transactions, and director independence will be contained in Vornado's Proxy Statement referred to in Item 10, "Directors, Executive Officers and Corporate Governance," and such information is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information relating to principal accountant fees and services will be contained in Vornado's Proxy Statement referred to in Item 10, "Directors, Executive Officers and Corporate Governance," under the caption "Ratification of The Appointment of Independent Accounting Firm" and such information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

- The consolidated financial statements are set forth in Item 8 of this Annual Report on Form 10-K.

The following financial statement schedules should be read in conjunction with the financial statements included in Item 8 of this Annual Report on Form 10-K.

Schedule III - Real Estate and Accumulated Depreciation

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Annual Report
on Form 10-K**

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Schedules other than those listed above are omitted because they are not applicable or the information required is included in the consolidated financial statements or the notes thereto.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
(Amounts in thousands)

COLUMN A	COLUMN B	COLUMN C		COLUMN D	COLUMN E			COLUMN F	COLUMN G	COLUMN H	COLUMN I		
		Initial cost to company			Costs capitalized subsequent to acquisition	Gross amount at which carried at close of period			Accumulated depreciation and amortization	Date of construction ⁽³⁾		Date acquired	
		Land	Buildings and improvements			Land	Buildings and improvements						Total ⁽²⁾
Encumbrances ⁽¹⁾	Land	Buildings and improvements	Costs capitalized subsequent to acquisition	Land	Buildings and improvements	Total ⁽²⁾	Accumulated depreciation and amortization	Date of construction ⁽³⁾	Date acquired	Life on which depreciation in latest income statement is computed			
<i>New York</i>													
Manhattan													
1290 Avenue of the Americas	\$ 950,000	\$ 518,244	\$ 926,992	\$ 299,181	\$ 518,244	\$ 1,226,173	\$ 1,744,417	\$ 527,598	1963	2007	(4)		
One Park Avenue	525,000	197,057	369,016	16,545	197,057	385,561	582,618	36,701	1926	2021	(4)		
350 Park Avenue	400,000	265,889	363,381	108,646	306,034	431,882	737,916	192,223	1960	2006	(4)		
PENN 1	—	—	412,169	980,523	—	1,392,692	1,392,692	482,628	1972	1998	(4)		
100 West 33rd Street	480,000	331,371	361,443	77,562	331,371	439,005	770,376	199,265	1911/2009	2007	(4)		
150 West 34th Street	75,000	119,657	268,509	—	119,657	268,509	388,166	64,330	1900	2015	(4)		
PENN 2	575,000 ⁽⁵⁾	53,615	164,903	1,013,238	52,689	1,179,067	1,231,756	110,970	1968	1997	(4)		
90 Park Avenue	—	8,000	175,890	203,970	8,000	379,860	387,860	223,366	1964	1997	(4)		
770 Broadway	700,000	52,898	95,686	179,069	52,898	274,755	327,653	139,014	1907	1998	(4)		
888 Seventh Avenue	258,057	—	117,269	180,925	—	298,194	298,194	179,726	1980	1998	(4)		
PENN 11	500,000	40,333	85,259	148,058	40,333	233,317	273,650	121,166	1923	1997	(4)		
909 Third Avenue	350,000	—	120,723	128,903	—	249,626	249,626	154,316	1969	1999	(4)		
150 East 58th Street	—	39,303	80,216	68,071	39,303	148,287	187,590	83,389	1969	1998	(4)		
595 Madison Avenue	—	62,731	62,888	84,556	62,731	147,444	210,175	71,395	1968	1999	(4)		
330 West 34th Street	—	—	8,599	170,511	—	179,110	179,110	72,796	1925	1998	(4)		
715 Lexington Avenue	—	—	26,903	21,178	30,086	17,995	48,081	3,947	1923	2001	(4)		
4 Union Square South	120,000	24,079	55,220	14,712	24,079	69,932	94,011	32,926	1965/2004	1993	(4)		
The Farley Building	—	—	476,235	967,380	—	1,443,615	1,443,615	158,469	1912	2018	(4)		
260 Eleventh Avenue	—	—	80,482	8,246	—	88,728	88,728	20,498	1911	2015	(4)		
606 Broadway	74,119	45,406	8,993	486	23,930	30,955	54,885	2,816	—	2016	(4)		
435 Seventh Avenue	75,000	19,893	19,091	146	19,893	19,237	39,130	10,836	2002	1997	(4)		
131-135 West 33rd Street	—	8,315	21,312	429	8,315	21,741	30,056	5,018	—	2016	(4)		
304 - 306 Canal Street	—	3,511	12,905	(14,607)	358	1,451	1,809	190	1910	2014	(4)		
1131 Third Avenue	—	7,844	7,844	5,816	7,844	13,660	21,504	4,282	—	1997	(4)		
431 Seventh Avenue	—	16,700	2,751	300	16,700	3,051	19,751	1,259	—	2007	(4)		
138-142 West 32nd Street	—	9,252	9,936	2,232	9,252	12,168	21,420	2,987	1920	2015	(4)		
334 Canal Street	—	1,693	6,507	(6,700)	154	1,346	1,500	170	—	2011	(4)		
966 Third Avenue	—	8,869	3,631	—	8,869	3,631	12,500	1,029	—	2013	(4)		
137 West 33rd Street	—	6,398	1,550	—	6,398	1,550	7,948	378	1932	2015	(4)		
825 Seventh Avenue	—	1,483	697	3,969	1,483	4,666	6,149	1,534	—	1997	(4)		
537 West 26th Street	—	10,370	17,632	20,000	26,631	21,371	48,002	5,561	—	2018	(4)		

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION - CONTINUED
(Amounts in thousands)

COLUMN A	COLUMN B	COLUMN C		COLUMN D	COLUMN E			COLUMN F	COLUMN G	COLUMN H	COLUMN I
	Encumbrances ⁽¹⁾	Initial cost to company		Costs capitalized subsequent to acquisition	Gross amount at which carried at close of period			Accumulated depreciation and amortization	Date of construction ⁽³⁾	Date acquired	Life on which depreciation in latest income statement is computed
		Land	Buildings and improvements		Land	Buildings and improvements	Total ⁽²⁾				
<i>New York - continued</i>											
<i>Manhattan - continued</i>											
339 Greenwich Street	\$ —	\$ 2,622	\$ 12,333	\$ (10,054)	\$ 866	\$ 4,035	\$ 4,901	\$ 458		2017	(4)
Hotel Pennsylvania site (PENN 15)	—	29,903	121,712	183,233	29,903	304,945	334,848	—	1919	1997	(4)
Other (Including Signage)	—	140,477	31,892	79,729	108,589	143,509	252,098	34,864			(4)
Total Manhattan	5,082,176	2,025,913	4,530,569	4,936,253	2,051,667	9,441,068	11,492,735	2,946,105			
Other Properties											
Paramus, New Jersey	—	—	—	20,467	1,033	19,434	20,467	15,349	1967	1987	(4)
Total Other Properties	—	—	—	20,467	1,033	19,434	20,467	15,349			
Total New York	5,082,176	2,025,913	4,530,569	4,956,720	2,052,700	9,460,502	11,513,202	2,961,454			
<i>Other</i>											
THE MART											
THE MART, Illinois	\$ —	\$ 64,528	\$ 319,146	\$ 487,855	\$ 64,535	\$ 806,994	\$ 871,529	\$ 416,326	1930	1998	(4)
527 West Kinzie, Illinois	—	5,166	—	362	5,166	362	5,528	—		1998	
Total THE MART	—	69,694	319,146	488,217	69,701	807,356	877,057	416,326			
555 California Street, California	1,200,000	223,446	895,379	273,926	223,446	1,169,305	1,392,751	499,906	1922,1969 -1970	2007	(4)
Borgata Land, Atlantic City, NJ	—	83,089	—	—	83,089	—	83,089	—		2010	
40 East 66th Street Residential, New York	—	8,454	13,321	(8,193)	5,273	8,309	13,582	3,761	—	2005	(4)
Annapolis, Maryland	—	—	9,652	—	—	9,652	9,652	5,466		2005	(4)
Wayne Towne Center, New Jersey	—	—	26,137	49,654	—	75,791	75,791	45,677		2010	(4)
Other	—	—	—	5,593	—	5,593	5,593	3,247			(4)
Total Other	1,200,000	384,683	1,263,635	809,197	381,509	2,076,006	2,457,515	974,383			
Leasehold improvements, equipment and other	—	—	—	120,915	—	120,915	120,915	89,512			
Total December 31, 2024	<u>\$ 6,282,176</u>	<u>\$ 2,410,596</u>	<u>\$ 5,794,204</u>	<u>\$ 5,886,832</u>	<u>\$ 2,434,209</u>	<u>\$ 11,657,423</u>	<u>\$ 14,091,632</u>	<u>\$ 4,025,349</u>			

(1) Represents contractual debt obligations.

(2) The net basis of Vornado's assets and liabilities for tax reporting purposes is approximately \$1.4 billion lower than the amounts reported for financial statement purposes.

(3) Date of original construction - many properties have had substantial renovation or additional construction, see "costs capitalized subsequent to acquisition" column.

(4) Depreciation of the buildings and improvements is calculated over lives ranging from the life of the lease to forty years.

(5) Secured amount outstanding on revolving credit facilities.

VORNADO REALTY TRUST AND VORNADO REALTY L.P.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
(Amounts in thousands)

The following is a reconciliation of real estate assets and accumulated depreciation:

	Year Ended December 31,		
	2024	2023	2022
Real Estate			
Balance at beginning of period	\$ 13,801,204	\$ 13,314,755	\$ 13,217,845
Additions during the period:			
Land	—	40,145	—
Buildings & improvements and other	431,999	713,740	711,722
	14,233,203	14,068,640	13,929,567
Less: Assets sold, written-off, reclassified to ready for sale and deconsolidated	141,571	267,436	614,812
Balance at end of period	<u>\$ 14,091,632</u>	<u>\$ 13,801,204</u>	<u>\$ 13,314,755</u>
Accumulated Depreciation			
Balance at beginning of period	\$ 3,752,827	\$ 3,470,991	\$ 3,376,347
Depreciation expense	396,231	382,638	449,864
	4,149,058	3,853,629	3,826,211
Less: Accumulated depreciation on assets sold, written-off and deconsolidated	123,709	100,802	355,220
Balance at end of period	<u>\$ 4,025,349</u>	<u>\$ 3,752,827</u>	<u>\$ 3,470,991</u>

(b) Exhibits:

Exhibit No.

- 3.1 — Articles of Restatement of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on July 30, 2007 - Incorporated by reference to Exhibit 3.75 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-11954), filed on July 31, 2007 *
- 3.2 — Amended and Restated Bylaws of Vornado Realty Trust, as amended on July 28, 2022 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (File No. 001-11954), filed on August 1, 2022 *
- 3.3 — Articles of Amendment to Declaration of Trust, dated September 30, 2016 – Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-11954), filed on February 16, 2021 *
- 3.4 — Articles of Amendment of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on October 4, 2016—Incorporated by reference to Annex B to Vornado Realty Trust's Definitive Proxy Statement on Schedule 14A (File No. 001-11954), filed on April 8, 2016 *
- 3.5 — Articles of Amendment to Declaration of Trust, dated June 13, 2018 - Incorporated by reference to Exhibit 3.54 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 (File No. 001-11954), filed on July 30, 2018 *
- 3.6 — Articles of Amendment to Declaration of Trust, dated August 7, 2019 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on August 8, 2019 *
- 3.7 — Articles Supplementary, 5.40% Series L Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 3.6 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on January 25, 2013 *
- 3.8 — Articles Supplementary Classifying Vornado Realty Trust's 5.25% Series M Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.7 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on December 13, 2017 *
- 3.9 — Articles Supplementary Classifying Vornado Realty Trust's 5.25% Series N Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 24, 2020 *
- 3.10 — Articles Supplementary Classifying Vornado Realty Trust's 4.45% Series O Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on September 22, 2021 *
- 3.11 — Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of October 20, 1997 (the "Partnership Agreement") – Incorporated by reference to Exhibit 3.26 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *
- 3.12 — Amendment to the Partnership Agreement, dated as of December 16, 1997 – Incorporated by reference to Exhibit 3.27 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *
- 3.13 — Second Amendment to the Partnership Agreement, dated as of April 1, 1998 – Incorporated by reference to Exhibit 3.5 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-50095), filed on April 14, 1998 *
- 3.14 — Third Amendment to the Partnership Agreement, dated as of November 12, 1998 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 30, 1998 *
- 3.15 — Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on February 9, 1999 *
- 3.16 — Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on March 17, 1999 *
- 3.17 — Sixth Amendment to the Partnership Agreement, dated as of March 17, 1999 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *
- 3.18 — Seventh Amendment to the Partnership Agreement, dated as of May 20, 1999 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *
- 3.19 — Eighth Amendment to the Partnership Agreement, dated as of May 27, 1999 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *
- 3.20 — Ninth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999 *
- 3.21 — Tenth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999 *
- 3.22 — Eleventh Amendment to the Partnership Agreement, dated as of November 24, 1999 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 23, 1999 *

* Incorporated by reference

- 3.23 — Twelfth Amendment to the Partnership Agreement, dated as of May 1, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on May 19, 2000 *
- 3.24 — Thirteenth Amendment to the Partnership Agreement, dated as of May 25, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 16, 2000 *
- 3.25 — Fourteenth Amendment to the Partnership Agreement, dated as of December 8, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 28, 2000 *
- 3.26 — Fifteenth Amendment to the Partnership Agreement, dated as of December 15, 2000 - Incorporated by reference to Exhibit 4.35 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-68462), filed on August 27, 2001 *
- 3.27 — Sixteenth Amendment to the Partnership Agreement, dated as of July 25, 2001 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 12, 2001 *
- 3.28 — Seventeenth Amendment to the Partnership Agreement, dated as of September 21, 2001 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 12, 2001 *
- 3.29 — Eighteenth Amendment to the Partnership Agreement, dated as of January 1, 2002 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 001-11954), filed on March 18, 2002 *
- 3.30 — Nineteenth Amendment to the Partnership Agreement, dated as of July 1, 2002 - Incorporated by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-11954), filed on August 7, 2002 *
- 3.31 — Twentieth Amendment to the Partnership Agreement, dated April 9, 2003 - Incorporated by reference to Exhibit 3.46 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *
- 3.32 — Twenty-First Amendment to the Partnership Agreement, dated as of July 31, 2003 - Incorporated by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 (File No. 001-11954), filed on November 7, 2003 *
- 3.33 — Twenty-Second Amendment to the Partnership Agreement, dated as of November 17, 2003 - Incorporated by reference to Exhibit 3.49 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 001-11954), filed on March 3, 2004 *
- 3.34 — Twenty-Third Amendment to the Partnership Agreement, dated May 27, 2004 - Incorporated by reference to Exhibit 99.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 14, 2004 *
- 3.35 — Twenty-Fourth Amendment to the Partnership Agreement, dated August 17, 2004 - Incorporated by reference to Exhibit 3.57 to Vornado Realty Trust and Vornado Realty L.P.'s Registration Statement on Form S-3 (File No. 333-122306), filed on January 26, 2005 *
- 3.36 — Twenty-Fifth Amendment to the Partnership Agreement, dated November 17, 2004 - Incorporated by reference to Exhibit 3.58 to Vornado Realty Trust and Vornado Realty L.P.'s Registration Statement on Form S-3 (File No. 333-122306), filed on January 26, 2005 *
- 3.37 — Twenty-Sixth Amendment to the Partnership Agreement, dated December 17, 2004 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2004 *
- 3.38 — Twenty-Seventh Amendment to the Partnership Agreement, dated December 20, 2004 - Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2004 *
- 3.39 — Twenty-Eighth Amendment to the Partnership Agreement, dated December 30, 2004 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on January 4, 2005 *
- 3.40 — Twenty-Ninth Amendment to the Partnership Agreement, dated June 17, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on June 21, 2005 *
- 3.41 — Thirtieth Amendment to the Partnership Agreement, dated August 31, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on September 1, 2005 *
- 3.42 — Thirty-First Amendment to the Partnership Agreement, dated September 9, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on September 14, 2005 *
- 3.43 — Thirty-Second Amendment and Restated Agreement of Limited Partnership, dated as of December 19, 2005 - Incorporated by reference to Exhibit 3.59 to Vornado Realty L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (File No. 000-22685), filed on May 8, 2006 *
- 3.44 — Thirty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of April 25, 2006 - Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust's Form 8-K (File No. 001-11954), filed on May 1, 2006 *
- 3.45 — Thirty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of May 2, 2006 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on May 3, 2006 *
- 3.46 — Thirty-Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of August 17, 2006 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Form 8-K (File No. 000-22685), filed on August 23, 2006 *
- 3.47 — Thirty-Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of October 2, 2006 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Form 8-K (File No. 000-22685), filed on January 22, 2007 *

* Incorporated by reference

- 3.48 — Thirty-Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 *
- 3.49 — Thirty-Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 *
- 3.50 — Thirty-Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.3 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 *
- 3.51 — Fortieth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.4 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 *
- 3.52 — Forty-First Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of March 31, 2008 – Incorporated by reference to Exhibit 3.44 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (file No. 001-11954), filed on May 6, 2008 *
- 3.53 — Forty-Second Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of December 17, 2010 – Incorporated by reference to Exhibit 99.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No 000-22685), filed on December 21, 2010 *
- 3.54 — Forty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of April 20, 2011 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on April 21, 2011 *
- 3.55 — Forty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as, of March 30, 2012 - Incorporated by reference to Exhibit 99.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on April 5, 2012 *
- 3.56 — Forty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership dated as of July 18, 2012 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on July 18, 2012 *
- 3.57 — Forty-Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of January 25, 2013 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on January 25, 2013 *
- 3.58 — Forty-Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated April 1, 2015 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on April 2, 2015 *
- 3.59 — Forty-Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated December 13, 2017 - Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on December 13, 2017 *
- 3.60 ** — Forty-Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of January 12, 2018 - Incorporated by reference to Exhibit 3.53 to Vornado Realty Trust's Annual Report on 10-K for the year ended December 31, 2017 (File No. 001-11954), filed on February 12, 2018 *
- 3.61 — Forty-Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of August 7, 2019 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on August 8, 2019 *
- 3.62 — Fiftieth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 24, 2020 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 24, 2020 *
- 3.63 — Fifty-First Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 22, 2021 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on September 22, 2021 *
- 4.1 — Indenture, dated as of November 25, 2003, between Vornado Realty L.P. and The Bank of New York, as Trustee - Incorporated by reference to Exhibit 4.10 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 001-11954), filed on April 28, 2005 *
- 4.2 — Indenture, dated as of November 20, 2006, among Vornado Realty Trust, as Issuer, Vornado Realty L.P., as Guarantor and The Bank of New York, as Trustee – Incorporated by reference to Exhibit 4.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 27, 2006 *
- Certain instruments defining the rights of holders of long-term debt securities of Vornado Realty Trust and its subsidiaries are omitted pursuant to Item 601(b)(4) (iii) of Regulation S-K. Vornado Realty Trust hereby undertakes to furnish to the Securities and Exchange Commission, upon request, copies of such instruments*
- 4.3 — Description of Vornado Realty Trust securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 ***
- 4.4 — Description of Class A units of Vornado Realty L.P. and certain provisions of its agreement of limited partnership ***

* Incorporated by reference
 ** Management contract or compensatory agreement
 *** Filed herewith

- 10.1 — Registration Rights Agreement between Vornado, Inc. and Steven Roth, dated December 29, 1992 - Incorporated by reference to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993 *
- 10.2 ** — Management Agreement between Interstate Properties and Vornado, Inc. dated July 13, 1992 – Incorporated by reference to Vornado, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993 *
- 10.3 ** — Amendment to Real Estate Retention Agreement, dated as of July 3, 2002, by and between Alexander's, Inc. and Vornado Realty L.P. - Incorporated by reference to Exhibit 10(i)(E)(3) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 *
- 10.4 ** — 59th Street Real Estate Retention Agreement, dated as of July 3, 2002, by and between Vornado Realty L.P., 731 Residential LLC and 731 Commercial LLC - Incorporated by reference to Exhibit 10(i)(E)(4) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 *
- 10.5 — Amended and Restated Management and Development Agreement, dated as of July 3, 2002, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(1) to Alexander's Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2020 *
- 10.6 ** — Second Amendment to Real Estate Retention Agreement, dated January 1, 2007, by and between Vornado Realty L.P. and Alexander's Inc. – Incorporated by reference to Exhibit 10.55 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 001-11954), filed on February 27, 2007 *
- 10.7 ** — Amendment to 59th Street Real Estate Retention Agreement, dated January 1, 2007, by and among Vornado Realty L.P., 731 Retail One LLC, 731 Restaurant LLC, 731 Office One LLC and 731 Office Two LLC. – Incorporated by reference to Exhibit 10.56 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 001-11954), filed on February 27, 2007 *
- 10.8 ** — Vornado Realty Trust's 2010 Omnibus Share Plan - Incorporated by reference to Exhibit 10.41 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 001-11954) filed on August 3, 2010 *
- 10.9 ** — Form of Vornado Realty Trust 2010 Omnibus Share Plan Restricted LTIP Unit Agreement - Incorporated by reference to Exhibit 99.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954) filed on April 5, 2012 *
- 10.10 ** — Employment agreement between Vornado Realty Trust and Michael J. Franco dated January 10, 2014 - Incorporated by reference to Exhibit 10.52 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (File No. 001-11954), filed on May 5, 2014 *
- 10.11 ** — Form of Vornado Realty Trust 2010 Omnibus Share Plan AO LTIP Unit Award Agreement - Incorporated by reference to Exhibit 10.34 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2017 (File No. 001-11954), filed on February 12, 2018 *
- 10.12 ** — Form of 2019 Amendment to Restricted LTIP Unit and Restricted Stock Agreements - Incorporated by reference to Exhibit 10.37 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2018 (File No. 001-11954), filed on February 11, 2019 *
- 10.13 ** — Form of Vornado Realty Trust 2010 Omnibus Share Plan Restricted LTIP Unit Agreement - Incorporated by reference to Exhibit 10.38 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2018 (File No. 001-11954), filed on February 11, 2019 *
- 10.14 ** —
- Vornado Realty Trust 2019 Omnibus Share Plan - Incorporated by reference to Annex B to Vornado Realty Trust's Proxy Statement dated April 5, 2019 (File No. 001-11954), filed on April 5, 2019
- 10.15 — Transaction Agreement between Vornado Realty L.P. and Crown Jewel Partner LLC, dated April 18, 2019 - Incorporated by reference to Exhibit 10.42 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (File No. 001-11954), filed on July 29, 2019 *
- 10.16 ** — Form of Vornado Realty Trust 2019 Omnibus Share Plan Restricted LTIP Unit Agreement - Incorporated by reference to Exhibit 10.33 to Vornado Realty Trust's Quarterly Report on Form 10-K for the year ended December 31, 2019 (File No. 001-11954), filed on February 18, 2020 *
- 10.17 ** — Form of Vornado Realty Trust 2019 Omnibus Share Plan Incentive/Non-Qualified Stock Option Agreement - Incorporated by reference to Exhibit 10.34 to Vornado Realty Trust's Quarterly Report on Form 10-K for the year ended December 31, 2019 (File No. 001-11954), filed on February 18, 2020 *
- 10.18 ** — Employment agreement between Vornado Realty Trust and Glen J. Weiss dated May 25, 2018 - Incorporated by reference to Exhibit 10.35 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (File No. 001-11954), filed on May 4, 2020 *
- 10.19 ** — Employment agreement between Vornado Realty Trust and Haim Chera dated April 19, 2019 - Incorporated by reference to Exhibit 10.36 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (File No. 001-11954), filed on May 4, 2020 *
- 10.20 ** — Form of Vornado Realty Trust 2022 Long-term Performance Plan LTIP Unit Award Agreement - Incorporated by reference to Exhibit 10.36 to Vornado Realty Trust's Annual Report on form 10-K for the year ended December 31, 2021 (File No. 001-11954), filed on February 14, 2022 *
- 10.21 ** — Employment agreement between Vornado Realty Trust and Barry Langer dated June 4, 2018 - Incorporated by reference to Exhibit 10.37 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (File No. 001-11954), filed on May 2, 2022 *
- * Incorporated by reference
- ** Management contract or compensatory agreement

- 10.22 — Second Amended and Restated Term Loan Agreement dated as of June 30, 2022, among Vornado Realty L.P., as Borrower, Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and JPMorgan Chase Bank N.A., as Administrative Agent for the Banks - Incorporated by reference to Exhibit 10.38 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (File No. 001-11954), filed on August 1, 2022 *
- 10.23 — Third Amended and Restated Revolving Credit Agreement dated as of June 30, 2022, among Vornado Realty L.P., as Borrower, Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and JPMorgan Chase Bank N.A., as Administrative Agent for the Banks - Incorporated by reference to Exhibit 10.40 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (File No. 001-11954), filed on August 1, 2022 *
- 10.24 ** — Form of Vornado Realty Trust 2019 Omnibus Share Plan Restricted LTIP Unit Award Agreement granted in 2023 - Incorporated by reference to Exhibit 10.36 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2022 (File No. 001-11954), filed on February 13, 2023 *
- 10.25 ** — Form of Vornado Realty Trust 2023 Long-term Performance Plan LTIP Unit Award Agreement - Incorporated by reference to Exhibit 10.37 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2022 (File No. 001-11954), filed on February 13, 2023 *
- 10.26 ** — Form of Vornado Realty Trust's 2023 Omnibus Share Plan - Incorporated by reference to Annex A to Vornado Realty Trust's Proxy Statement dated April 7, 2023 (File No. 001-11954), filed on April 7, 2023 *
- 10.27 ** — Form of Vornado Realty Trust 2023 Omnibus Share Plan Restricted LTIP Unit Award Agreement - Incorporated by reference to Exhibit 10.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 3, 2023 *
- 10.28 ** — Form of Vornado Realty Trust 2023 Omnibus Share Plan Performance Conditioned AO LTIP Unit Award Agreement - Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 3, 2023 *
- 10.29 — Third Amended and Restated Revolving Credit Agreement dated as of May 3, 2024, among Vornado Realty L.P., as Borrower, Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and JPMorgan Chase Bank N.A., as Administrative Agent for the Banks - Incorporated by reference to Exhibit 10.34 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 (File No. 001-11954), filed on August 5, 2024 *
- 10.30 — Amendment No. 1 to Third Amended and Restated Revolving Credit Agreement dated as of May 14, 2024, among Vornado Realty L.P., as Borrower, the Banks listed on signature pages thereof, and JPMorgan Chase Bank N.A., as Administrative Agent for the Banks - Incorporated by reference to Exhibit 10.35 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 (File No. 001-11954), filed on August 5, 2024 *
- 10.31 — Amendment No. 1 to Second Amended and Restated Term Loan Agreement dated as of May 14, 2024, among Vornado Realty L.P., as Borrower, the Banks listed on signature pages thereof, and JPMorgan Chase Bank N.A., as Administrative Agent for the Banks - Incorporated by reference to Exhibit 10.36 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 (File No. 001-11954), filed on August 5, 2024 *
- 97.1 — Vornado Realty Trust Restatement Clawback Policy - Incorporated by reference to Exhibit 97.1 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2023 (File No. 001-11954), filed on February 12, 2024 *

* Incorporated by reference
 ** Management contract or compensatory agreement

19.1	—	Insider Trading Policy	***
21	—	Subsidiaries of Vornado Realty Trust and Vornado Realty L.P.	***
23.1	—	Consent of Independent Registered Public Accounting Firm for Vornado Realty Trust	***
23.2	—	Consent of Independent Registered Public Accounting Firm for Vornado Realty L.P.	***
31.1	—	Rule 13a-14 (a) Certification of the Chief Executive Officer of Vornado Realty Trust	***
31.2	—	Rule 13a-14 (a) Certification of the Chief Financial Officer of Vornado Realty Trust	***
31.3	—	Rule 13a-14 (a) Certification of the Chief Executive Officer of Vornado Realty L.P.	***
31.4	—	Rule 13a-14 (a) Certification of the Chief Financial Officer of Vornado Realty L.P.	***
32.1	—	Section 1350 Certification of the Chief Executive Officer of Vornado Realty Trust	***
32.2	—	Section 1350 Certification of the Chief Financial Officer of Vornado Realty Trust	***
32.3	—	Section 1350 Certification of the Chief Executive Officer of Vornado Realty L.P.	***
32.4	—	Section 1350 Certification of the Chief Financial Officer of Vornado Realty L.P.	***
101	—	The following financial information from Vornado Realty Trust and Vornado Realty L.P. Annual Report on Form 10-K for the year ended December 31, 2024, formatted in Inline Extensible Business Reporting Language (iXBRL) includes: (i) consolidated balance sheets, (ii) consolidated statements of income, (iii) consolidated statements of comprehensive income, (iv) consolidated statements of changes in equity, (v) consolidated statements of cash flows, and (vi) the notes to consolidated financial statements.	***
104	—	The cover page from the Vornado Realty Trust and Vornado Realty L.P. Annual Report on Form 10-K for the year ended December 31, 2024, formatted as iXBRL and contained in Exhibit 101.	***

Filed herewith

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements 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.

VORNADO REALTY TRUST

(Registrant)

February 10, 2025

By:

/s/ Deirdre Maddock

Deirdre Maddock, Chief Accounting Officer
(duly authorized officer and principal accounting officer)

SIGNATURES - CONTINUED

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

	<u>Signature</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/Steven Roth</u> (Steven Roth)	Chairman of the Board of Trustees and Chief Executive Officer (Principal Executive Officer)	February 10, 2025
By:	<u>/s/Candace K. Beinecke</u> (Candace K. Beinecke)	Trustee	February 10, 2025
By:	<u>/s/Michael D. Fascitelli</u> (Michael D. Fascitelli)	Trustee	February 10, 2025
By:	<u>/s/Beatrice Hamza Bassey</u> (Beatrice Hamza Bassey)	Trustee	February 10, 2025
By:	<u>/s/William W. Helman IV</u> (William W. Helman IV)	Trustee	February 10, 2025
By:	<u>/s/David Mandelbaum</u> (David Mandelbaum)	Trustee	February 10, 2025
By:	<u>/s/Raymond J. McGuire</u> (Raymond J. McGuire)	Trustee	February 10, 2025
By:	<u>/s/Mandakini Puri</u> (Mandakini Puri)	Trustee	February 10, 2025
By:	<u>/s/Daniel R. Tisch</u> (Daniel R. Tisch)	Trustee	February 10, 2025
By:	<u>/s/Russell B. Wight, Jr.</u> (Russell B. Wight, Jr.)	Trustee	February 10, 2025
By:	<u>/s/Michael J. Franco</u> (Michael J. Franco)	President and Chief Financial Officer (Principal Financial Officer)	February 10, 2025
By:	<u>/s/Deirdre Maddock</u> (Deirdre Maddock)	Chief Accounting Officer (Principal Accounting Officer)	February 10, 2025

SIGNATURES

Pursuant to the requirements 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.

VORNADO REALTY L.P.

(Registrant)

February 10, 2025

By: /s/ Deirdre Maddock

Deirdre Maddock, Chief Accounting Officer of Vornado Realty Trust, sole General Partner of Vornado Realty L.P. (duly authorized officer and principal accounting officer)

SIGNATURES - CONTINUED

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

	<u>Signature</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/Steven Roth</u> (Steven Roth)	Chairman of the Board of Trustees and Chief Executive Officer of Vornado Realty Trust (Principal Executive Officer)	February 10, 2025
By:	<u>/s/Candace K. Beinecke</u> (Candace K. Beinecke)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/Michael D. Fascitelli</u> (Michael D. Fascitelli)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/Beatrice Hamza Bassey</u> (Beatrice Hamza Bassey)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/William W. Helman IV</u> (William W. Helman IV)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/David Mandelbaum</u> (David Mandelbaum)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/Raymond J. McGuire</u> (Raymond J. McGuire)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/Mandakini Puri</u> (Mandakini Puri)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/Daniel R. Tisch</u> (Daniel R. Tisch)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/Russell B. Wight, Jr.</u> (Russell B. Wight, Jr.)	Trustee of Vornado Realty Trust	February 10, 2025
By:	<u>/s/Michael J. Franco</u> (Michael J. Franco)	President and Chief Financial Officer of Vornado Realty Trust (Principal Financial Officer)	February 10, 2025
By:	<u>/s/Deirdre Maddock</u> (Deirdre Maddock)	Chief Accounting Officer of Vornado Realty Trust (Principal Accounting Officer)	February 10, 2025

**DESCRIPTION OF VORNADO REALTY TRUST SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

The following description of the material terms of the shares of beneficial interest of Vornado Realty Trust is only a summary and is subject to, and qualified in its entirety by reference to, the more complete descriptions of the shares in the following documents: (a) Vornado Realty Trust's Declaration of Trust, as amended and supplemented (including the applicable articles supplementary), which we refer to as our Declaration of Trust, and (b) Vornado Realty Trust's amended and restated bylaws, which we refer to as our bylaws, copies of which are exhibits to this Annual Report on Form 10-K. Please note that references to "Vornado," "we," "our" and "us" refer only to Vornado Realty Trust. Capitalized terms used but not defined herein have the meanings set forth in the Annual Report on Form 10-K to which this description is an exhibit.

General

The Declaration of Trust authorizes the issuance of up to 720,000,000 shares of beneficial interest, consisting of 250,000,000 common shares of beneficial interest, \$.04 par value per share (the "Common Shares"), 110,000,000 preferred shares of beneficial interest, no par value per share (the "Preferred Shares"), and 360,000,000 excess shares, \$.04 par value per share. The Board of Trustees may classify or reclassify any unissued Preferred Shares from time to time in one or more series, without shareholder approval, with such designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption thereof as established by our Board of Trustees.

As permitted by Maryland law, the Declaration of Trust authorizes our Board of Trustees, without any action by our shareholders, to amend the Declaration of Trust from time to time to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of beneficial interest of any class that we are authorized to issue. The effect of this provision in our Declaration of Trust is to permit our Board of Trustees, without shareholder action, to increase or decrease (a) the total number of authorized shares of beneficial interest of Vornado Realty Trust and/or (b) the number of authorized shares of beneficial interest of any one or more classes. Maryland law permits a real estate investment trust to have shares of beneficial interest that are assigned to a particular class as well as shares that are not assigned to a particular class but are available to be classified by the Board of Trustees at a later time. Thus, the total number of authorized shares of beneficial interest may exceed the total number of authorized shares of all classes. Currently, all of our authorized shares of beneficial interest are assigned to one of the three classes set forth above.

(a) Common Shares, \$0.04 par value share

Dividend Rights

The holders of Common Shares are entitled to receive dividends when, if and as authorized by the Board of Trustees and declared by Vornado out of assets legally available to pay dividends, if receipt of the dividends is in compliance with the provisions in the Declaration of Trust restricting the ownership and transfer of shares of beneficial interest. However, the terms of Vornado's issued and outstanding Preferred Shares provide that, other than in compliance with requirements of an employee incentive or benefit plan or as permitted under Article IV of the Declaration of Trust, Vornado may only pay dividends or other distributions on Common Shares or purchase Common Shares if full cumulative dividends have, for all past dividend periods and the then-current dividend period, been paid or set apart for payment on all outstanding Preferred Shares. The terms of the Preferred Shares that are now issued and outstanding do not provide for any mandatory sinking fund in connection with the payment of dividends on Preferred Shares.

Voting Rights

Subject to the provisions of the Declaration of Trust regarding the restrictions on ownership and transfer of Common Shares, the holders of Common Shares are entitled to one vote for each share on all matters on which shareholders are entitled to vote, including elections of Trustees. There is no cumulative voting in the election of Trustees, which means that the holders of a majority of the outstanding Common Shares may elect all of the Trustees then standing for election. The holders of Common Shares do not have any conversion, redemption or preemptive rights to subscribe to any securities of Vornado.

Listing of Common Shares

Our Common Shares are listed on the New York Stock Exchange under the symbol "VNO".

Rights Upon Liquidation

If Vornado is dissolved, liquidated or wound up, holders of Common Shares are entitled to share proportionally in any assets available for distribution after the prior rights of creditors, including holders of Vornado's indebtedness, and the aggregate liquidation preference of any Preferred Shares then outstanding are satisfied in full.

Restrictions on Ownership of Common Shares

The Common Shares Beneficial Ownership Limit. For Vornado to maintain its qualification as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), not more than 50% of the value of its outstanding shares of beneficial interest may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of a taxable year and the shares of beneficial interest must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months, or during a proportionate part of a shorter taxable year. The Code defines "individuals" to include some entities for purposes of the preceding sentence. All references to a shareholder's ownership of Common Shares in this section "— The Common Shares Beneficial Ownership Limit" assume application of the applicable attribution rules of the Code under which, for example, a shareholder is deemed to own shares owned by his or her spouse.

The Declaration of Trust contains a number of provisions that restrict the ownership and transfer of shares and are designed to safeguard Vornado against loss of its REIT status. These provisions may also have the effect of deterring non-negotiated acquisitions of, and proxy fights for, us by third parties. The Declaration of Trust contains a limitation that restricts, with some exceptions, shareholders from owning more than a specified percentage of the outstanding Common Shares. We call this percentage the "common shares beneficial ownership limit." The common shares beneficial ownership limit was initially set at 2.0% of the outstanding Common Shares. Our Board of Trustees subsequently adopted a resolution raising the common shares beneficial ownership limit from 2.0% to 6.7% of the outstanding Common Shares and has the authority to grant exemptions from the common shares beneficial ownership limit. The shareholders who owned more than 6.7% of the Common Shares immediately after the merger of Vornado, Inc. into Vornado in May 1993 may continue to do so and may acquire additional Common Shares through stock option and similar plans or from other shareholders who owned more than 6.7% of the Common Shares immediately after that merger. However, Common Shares may not be transferred if, as a result, more than 50% in value of the outstanding shares of Vornado would be owned by five or fewer individuals. While the shareholders who owned more than 6.7% of the Common Shares immediately after the merger of Vornado, Inc. into Vornado in May 1993 are not generally permitted to acquire additional Common Shares from any other source, these shareholders may acquire additional Common Shares from any source if Vornado issues additional Common Shares, up to the percentage held by them immediately before Vornado issues the additional shares.

Shareholders should be aware that events other than a purchase or other transfer of Common Shares may result in ownership, under the applicable attribution rules of the Code, of Common Shares in excess of the common shares beneficial ownership limit. For instance, if two shareholders, each of whom owns 3.5% of the outstanding Common Shares, were to marry, then after their marriage both shareholders would be deemed to own 7.0% of the outstanding Common Shares, which is in excess of the common shares beneficial ownership limit. Similarly, if a shareholder who owns 4.9% of the outstanding Common Shares were to acquire a 50% interest in a corporation which owns 4.8% of the outstanding Common Shares, then the shareholder would be deemed to own 7.3% of the outstanding Common Shares. You should consult your own tax advisors concerning the application of the attribution rules of the Code in your particular circumstances.

The Constructive Ownership Limit. Under the Code, rental income received by a REIT from persons in which the REIT is treated, under the applicable attribution rules of the Code, as owning a 10% or greater interest does not constitute qualifying income for purposes of the income requirements that REITs must satisfy. For these purposes, a REIT is treated as owning any stock owned, under the applicable attribution rules of the Code, by a person that owns 10% or more of the value of the outstanding shares of the REIT. The attribution rules of the Code applicable for these purposes are different from those applicable with respect to the common shares beneficial ownership limit. All references to a shareholder's ownership of Common Shares in this section "— The Constructive Ownership Limit" assume application of the applicable attribution rules of the Code.

In order to ensure that rental income of Vornado will not be treated as nonqualifying income under the rule described in the preceding paragraph, and thus to ensure that Vornado will not lose its REIT status as a result of the ownership of shares by a tenant, or a person that holds an interest in a tenant, the Declaration of Trust contains an ownership limit that restricts, with some exceptions, shareholders from owning more than 9.9% of the outstanding shares of any class. We refer to this 9.9% ownership limit as the "constructive ownership limit." The shareholders who owned shares in excess of the constructive ownership limit immediately after the merger of Vornado, Inc. into Vornado in May 1993 generally are not subject to the constructive ownership limit. The Declaration of Trust also contains restrictions that are designed to ensure that the shareholders who owned shares in excess of the constructive ownership limit immediately after the merger of Vornado, Inc. into Vornado in May 1993 will not, in the aggregate, own a large enough interest in a tenant or subtenant of the REIT to cause rental income received, directly or indirectly, by the REIT from that tenant or subtenant to be treated as nonqualifying income for purposes of the income requirements that REITs must satisfy. The restrictions described in the preceding sentence have an exception for tenants and subtenants from whom the REIT receives, directly or indirectly, rental income that is not in excess of a specified threshold.

Shareholders should be aware that events other than a purchase or other transfer of shares may result in ownership, under the applicable attribution rules of the Code, of shares in excess of the constructive ownership limit. As the attribution rules that apply with respect to the constructive ownership limit differ from those that apply with respect to the common shares beneficial ownership limit, the events other than a purchase or other transfer of shares which may result in share ownership in excess of the constructive ownership limit may differ from those which may result in share ownership in excess of the common shares beneficial ownership limit. You should consult your own tax advisors concerning the application of the attribution rules of the Code in your particular circumstances.

DREIT Ownership Limit. Under the Code, a domestically controlled qualified investment entity includes a REIT in which, at all times during the relevant testing period, less than 50% in value of the REIT's stock was held directly or indirectly by foreign persons, as such term is used in the provision of the Code defining a domestically controlled qualified investment entity. Our qualification as a domestically controlled qualified investment entity (which, in our case, would mean that we would be a domestically controlled REIT) would mean that foreign investors that enter into joint venture structures with us that utilize subsidiary REITs may be able to treat our interest in such subsidiary REITs as being held entirely by U.S. persons for purposes of determining whether the subsidiary REIT is itself a domestically controlled qualified investment entity (and, therefore, a domestically controlled REIT), thereby enabling such foreign investors to avail themselves of certain tax benefits under the Foreign Investment in Real Property Tax Act of 1980 that may not otherwise be available.

The Declaration of Trust contains provisions that restrict the ownership and transfer of shares and are designed to assist us prospectively in qualifying as a domestically controlled qualified investment entity. Specifically, if any transfer or non-transfer event involving our capital shares would result in Vornado failing to qualify as a domestically controlled qualified investment entity, the purported transferee or affected holder will be a "prohibited owner" and would not acquire any right or interest in those shares.

Issuance of Excess Shares If the Ownership Limits Are Violated. The Declaration of Trust provides that a transfer of Common Shares that would otherwise result in ownership, under the applicable attribution rules of the Code, of Common Shares in excess of the common shares beneficial ownership limit or the constructive ownership limit, or which would cause the shares of beneficial interest of Vornado to be beneficially owned by fewer than 100 persons, will be void and the purported transferee will acquire no rights or economic interest in the Common Shares. In addition, the Declaration of Trust provides that Common Shares that would otherwise be owned, under the applicable attribution rules of the Code, in excess of the common shares beneficial ownership limit or the constructive ownership limit will be automatically exchanged for excess shares. The Declaration of Trust further provides that, if there is a purported transfer or any other event that would, if effective, result in Vornado failing to qualify as a domestically controlled qualified investment entity, then the smallest number of Common Shares owned or purported to be owned, directly or indirectly within the meaning of Section 897(h)(4)(B) of the Code, by the purported transferee or affected holder which, if exchanged for excess shares, would not cause Vornado to fail to qualify as a domestically controlled qualified investment entity shall be automatically exchanged for an equal number of excess shares. These excess shares will be transferred, by operation of law, to Vornado as trustee of a trust for the exclusive benefit of a beneficiary designated by the purported transferee or purported holder. While so held in trust, excess shares are not entitled to vote and are not entitled to participate in any dividends or distributions made by Vornado. Any dividends or distributions received by the purported transferee or other purported holder of the excess shares before Vornado discovers the automatic exchange for excess shares must be repaid to Vornado upon demand.

If the purported transferee or purported holder elects to designate a beneficiary of an interest in the trust with respect to the excess shares, he or she may designate only a person whose ownership of the shares will not violate the common shares beneficial ownership limit or the constructive ownership limit. When the designation is made, the excess shares will be automatically exchanged for Common Shares. The Declaration of Trust contains provisions designed to ensure that the purported transferee or other purported holder of the excess shares may not receive, in return for transferring an interest in the trust with respect to the excess shares, an amount that reflects any appreciation in the Common Shares for which the excess shares were exchanged during the period that the excess shares were outstanding but will bear the burden of any decline in value during that period. Any amount received by a purported transferee or other purported holder for designating a beneficiary in excess of the amount permitted to be received must be turned over to Vornado. The Declaration of Trust provides that Vornado, or its designee, may purchase any excess shares that have been automatically exchanged for Common Shares as a result of a purported transfer or other event. The price at which Vornado, or its designee, may purchase the excess shares will be equal to the lesser of:

- in the case of excess shares resulting from a purported transfer for value, the price per share in the purported transfer that resulted in the automatic exchange for excess shares, or in the case of excess shares resulting from some other event, the market price of the Common Shares exchanged on the date of the automatic exchange for excess shares; and
- the market price of the Common Shares exchanged for the excess shares on the date that Vornado accepts the deemed offer to sell the excess shares.

Vornado's right to buy the excess shares will exist for 90 days, beginning on the date that the automatic exchange for excess shares occurred or, if Vornado did not receive a notice concerning the purported transfer that resulted in the automatic exchange for excess shares, the date on which the Board of Trustees determines in good faith that an exchange for excess shares has occurred.

Other Provisions Concerning the Restrictions on Ownership. Our Board of Trustees may exempt persons from the common shares beneficial ownership limit or the constructive ownership limit, including the limitations applicable to holders who owned in excess of 6.7% of the Common Shares immediately after the merger of Vornado, Inc. into Vornado in May 1993, if evidence satisfactory to the Board of Trustees is presented showing that the exemption will not jeopardize Vornado's status as a REIT under the Code. No exemption to a person that is an individual for purposes of Section 542(a)(2) of the Code, however, may permit the individual to have beneficial ownership in excess of 9.9% of the outstanding shares of the class. Before granting an exemption of this kind, the Board of Trustees is required to obtain a ruling from the IRS or an opinion of counsel satisfactory to it and representations and undertakings, including representations, from the applicant, that demonstrate, to the reasonable satisfaction of the Board of Trustees, that such ownership would not jeopardize the REIT status of Vornado.

The foregoing restrictions on transfer and ownership will not apply if the Board of Trustees determines that it is no longer in the best interests of Vornado to attempt to qualify, or to continue to qualify, as a REIT.

All persons who own, directly or by virtue of the applicable attribution rules of the Code, more than 2.0% of the outstanding Common Shares must give a written notice to Vornado containing the information specified in the Declaration of Trust by January 31 of each year. In addition, each shareholder will be required to disclose to Vornado upon demand any information that Vornado may request, in good faith, to determine Vornado's status as a REIT or to comply with Treasury regulations promulgated under the REIT provisions of the Code.

The ownership restrictions described above may have the effect of precluding acquisition of control of Vornado unless the Vornado Board determines that maintenance of REIT status is no longer in the best interests of Vornado.

(b) Preferred Shares of beneficial interest, no par value

The Declaration of Trust authorizes the issuance of 110,000,000 preferred shares. Of the 110,000,000 authorized preferred shares, as of December 31, 2024, the Declaration of Trust authorizes Vornado to issue:

- 9,180 as \$3.25 Series A Convertible Preferred Shares (the "Series A Convertible Preferred Shares");
- 3,200,000 as Series D-10 7.00% Cumulative Redeemable Preferred Shares;
- 1,400,000 as Series D-11 7.20% Cumulative Redeemable Preferred Shares;
- 800,000 as Series D-12 6.55% Cumulative Redeemable Preferred Shares;
- 4,000,000 as Series D-14 6.75% Cumulative Redeemable Preferred Shares;
- 1,800,000 as Series D-15 6.875% Cumulative Redeemable Preferred Shares;
- 13,800,000 as 5.40% Series L Cumulative Redeemable Preferred Shares (the "Series L Preferred Shares");
- 13,800,000 as 5.25% Series M Cumulative Redeemable Preferred Shares (the "Series M Preferred Shares");
- 12,000,000 as 5.25% Series N Cumulative Redeemable Preferred Shares (the "Series N Preferred Shares"); and
- 12,000,000 as 4.45% Series O Cumulative Redeemable Preferred Shares (the "Series O Preferred Shares").

As of December 31, 2024, 9,180 of \$3.25 Series A Convertible Preferred Shares, 12,000,000 of 5.40% Series L Preferred Shares, 12,780,000 of 5.25% Series M Preferred Shares, 12,000,000 of 5.25% Series N Preferred Shares, 12,000,000 of 4.45% Series O Preferred Shares and no other series of preferred shares, were issued and outstanding. Series D-10 7.00% Cumulative Redeemable Preferred Shares, Series D-11 7.20% Cumulative Redeemable Preferred Shares, Series D-12 6.55% Cumulative Redeemable Preferred Shares, Series D-14 6.75% Cumulative Redeemable Preferred Shares or Series D-15 6.875% Cumulative Redeemable Preferred Shares may be issued upon the redemption of preferred units of limited partnership interest of Vornado Realty L.P. of a corresponding series.

Item 601(b)(4)(vi) of Regulation S-K requires a description of each class of equity securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Accordingly, the only series of preferred shares described below are the Series A Convertible Preferred Shares and the Series L, M, N and O Preferred Shares.

Dividend Rights

Dividends on the Series A Convertible Preferred Shares are cumulative from the date of original issue of this series and payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year, commencing on July 1, 1997, at the rate of \$3.25 per Series A Convertible Preferred Share per annum.

Dividends on the Series L Preferred Shares are cumulative from the date of original issue of this series and payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year, commencing April 1, 2013, at the rate of 5.40% of the liquidation preference per annum, or \$1.35 per Series L Preferred Share per annum.

Dividends on the Series M Preferred Shares are cumulative from the date of original issue of this series and payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year, commencing on April 1, 2018, at the rate of 5.25% of the liquidation preference per annum, or \$1.3125 per Series M Preferred Share per annum.

Dividends on the Series N Preferred Shares are cumulative from the date of original issue of this series and payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year, commencing on January 1, 2021, at the rate of 5.25% of the liquidation preference per annum, or \$1.3125 per Series N Preferred Share per annum.

Dividends on the Series O Preferred Shares are cumulative from the date of original issue of this series and payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year, commencing on January 1, 2022, at the rate of 4.45% of the liquidation preference per annum, or \$1.1125 per Series O Preferred Share per annum.

Redemption at Option of Vornado

The Series A Convertible Preferred Shares are currently redeemable by the Company, in whole or in part, at the option of the Company, for such number of Common Shares as are issuable at the initial conversion rate of 0.68728 Common Share for each Series A Convertible Preferred Share, subject to adjustment in certain circumstances. The conversion rate as of December 31, 2024 is 1.9531 Common Share for each Series A Convertible Preferred Share. The Company may exercise this option only if for 20 trading days within any period of 30 consecutive trading days, including the last trading day of such period, the closing price of the Common Shares on the New York Stock Exchange ("NYSE") exceeds \$87.30 per share, subject to adjustment in certain circumstances. In order to exercise its redemption option, the Company must issue a press release announcing the redemption prior to the opening of business on the second trading day after the conditions described in the preceding sentences have, from time to time, been met. The Series A Convertible Preferred Shares are not redeemable for cash.

We may redeem the Series L Preferred Shares in whole at any time or in part from time to time at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series L Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed. We are not required to set aside funds to redeem the Series L Preferred Shares.

We may redeem the Series M Preferred Shares in whole at any time or in part from time to time at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series M Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed. We are not required to set aside funds to redeem the Series M Preferred Shares.

Except in instances relating to preservation of our status as a real estate investment trust, the Series N Preferred Shares are not redeemable until November 24, 2025. On and after November 24, 2025, we may redeem the Series N Preferred Shares in whole at any time or in part from time to time at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series N Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed. We are not required to set aside funds to redeem the Series N Preferred Shares.

Except in instances relating to preservation of our status as a real estate investment trust, the Series O Preferred Shares are not redeemable until September 22, 2026. On and after September 22, 2026, we may redeem the Series O Preferred Shares in whole at any time or in part from time to time at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series O Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed. We are not required to set aside funds to redeem the Series O Preferred Shares.

Liquidation Preference

The holders of Series A Convertible Preferred Shares will be entitled to receive in the event of any liquidation, dissolution or winding up of Vornado, whether voluntary or involuntary, \$50.00 per Series A Convertible Preferred Share, and the holders of Series L, M, N and O Preferred Shares will be entitled to receive in the event of any liquidation, dissolution or winding up of Vornado, whether voluntary or involuntary, \$25.00 per Preferred Share (such amounts, the "Liquidation Preference") plus an amount per Preferred Share equal to all dividends (whether or not earned or declared) accrued and unpaid thereon to the date of final distribution to such holders.

Until the holders of the Series A Convertible Preferred Shares and the Series L, M, N and O Preferred Shares have been paid the Liquidation Preference and all accrued and unpaid dividends in full, no payment will be made to any holder of Junior Shares upon the liquidation, dissolution or winding up of Vornado. If, upon any liquidation, dissolution or winding up of Vornado, the assets of Vornado, or proceeds thereof, distributable among the holders of the Parity Shares (as defined below under "—Ranking") are insufficient to pay in full the Liquidation Preference and all accrued and unpaid dividends and the liquidation preference and all accrued and unpaid dividends with respect to any other shares of Parity Shares, then such assets, or the proceeds thereof, will be distributed among the holders of Preferred Shares and any such Parity Shares ratably in accordance with the respective amounts which would be payable on such Preferred Shares and any such Parity Shares if all amounts payable thereon were paid in full. None of (i) a consolidation or merger of Vornado with one or more entities, (ii) a statutory share exchange by Vornado or (iii) a sale or transfer of all or substantially all of Vornado's assets will be considered a liquidation, dissolution or winding up, voluntary or involuntary, of Vornado.

The term "Junior Shares" means the Common Shares, and any other class of capital stock of Vornado now or hereafter issued and outstanding that ranks junior as to the payment of dividends or amounts upon liquidation, dissolution and winding up to the Series A Convertible Preferred Shares and the Series L, M, N and O Preferred Shares.

Ranking

The Series A Convertible Preferred Shares and the Series L, M, N and O Preferred Shares rank senior to the Junior Shares, including the Common Shares, with respect to payment of dividends and amounts upon liquidation, dissolution or winding up. While any Series A Convertible Preferred Shares or any L, M, N or O Preferred Shares are outstanding, we may not authorize, create or increase the authorized amount of any class or series of beneficial interest that ranks senior to the Series A Convertible Preferred Shares or the Series L, M, N and O Preferred Shares with respect to the payment of amounts upon liquidation, dissolution or winding up without the consent of the holders of two-thirds of the outstanding Series A Convertible Preferred Shares, and the Series L, M, N

and O Preferred Shares and all other shares of Voting Preferred Shares (as defined under "—Voting Rights" below), voting as a single class. However, we may create additional classes of beneficial interest, increase the authorized number of Preferred Shares or issue series of Preferred Shares ranking on parity with the Series A Convertible Preferred Shares or the Series L, M, N or O Preferred Shares with respect, in each case, to the payment of dividends and amounts upon liquidation, dissolution or winding up ("Parity Shares") without the consent of any holder of Series A Convertible Preferred Shares or Series L, M, N or O Preferred Shares.

Voting Rights

The holders of the Series A Convertible Preferred Shares and the L, M, N and O Preferred Shares will generally have no voting rights. However, if dividends on any series of the Preferred Shares upon which like voting rights have been conferred and are exercisable, (together with the Series A Convertible Preferred Shares and the L, M, N and O Preferred Shares, the "Voting Preferred Shares") are in arrears for six quarterly dividend periods (whether or not consecutive), the holders of the Voting Preferred Shares (voting separately as a class with holders of all other series of parity preferred shares upon which like voting rights have been conferred and are exercisable) will have the right to elect two additional trustees to serve on our Board of Trustees until such dividend arrearage is eliminated.

The approval of two-thirds of the votes entitled to be cast by the holders of outstanding Series A Convertible Preferred Shares and all other series of Voting Preferred Shares, acting as a single class either at a meeting of shareholders or by written consent, is required in order to (i) amend, alter or repeal any of the provisions of the Declaration of Trust to materially and adversely affect the voting powers, rights or preferences of the Series A Convertible Preferred Shares and the Voting Preferred Shares; provided that any filing with the State Department of Assessments and Taxation of Maryland in connection with a merger, consolidation or sale of all or substantially all the assets of Vornado shall not be deemed to be an amendment, alteration or repeal of any provisions of the Declaration of Trust, or (ii) to authorize, create, or increase the authorized amount of, any shares of any class or series or any security convertible into shares of any class or series having rights senior to the Series A Convertible Preferred Shares with respect to the payment of dividends or amounts upon liquidation, dissolution or winding up.

The approval of two-thirds of the votes entitled to be cast by the holders of outstanding Series L, M, N and O Preferred Shares and all other series of Voting Preferred Shares, acting as a single class either at a meeting of shareholders or by written consent, is required in order (i) to amend, alter or repeal any provisions of the Declaration of Trust, whether by merger, consolidation or otherwise, to affect materially and adversely the voting powers, rights or preferences of the holders of the Series L, M, N or O Preferred Shares, unless in connection with any such amendment, alteration or repeal, each such share remains outstanding without the terms thereof being materially changed in any respect adverse to the holders thereof or is converted into or exchanged for preferred stock of the surviving entity having preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption thereof identical to those of the applicable Preferred Shares (except for changes that do not materially and adversely affect the holders of such shares), or (ii) to authorize, create, or increase the authorized amount of, any class or series of beneficial interest having rights senior to the Series L, M, N or O Preferred Shares with respect to the payment of dividends or amounts upon liquidation, dissolution or winding up.

For all Voting Preferred Shares, if such amendment affects materially and adversely the rights, preferences, privileges or voting powers of one or more but not all of the series of Voting Preferred Shares, then only the consent of the holders of at least two-thirds of the votes entitled to be cast by the series so affected is required in lieu of the consent of the holders of two-thirds of the Voting Preferred Shares as a class.

We may create additional classes of shares that rank junior to or on parity with the Series A Convertible Preferred Shares or the Series L, M, N and O Preferred Shares, increase the authorized number of shares of classes that rank junior to or on parity with the Series A Convertible Preferred Shares or the Series L, M, N and O Preferred Shares and issue additional shares of classes that rank junior to or on parity with the Series A Convertible Preferred Shares or the Series L, M, N and O Preferred Shares without the consent of any holder of the Series A Convertible Preferred Shares or the Series L, M, N and O Preferred Shares.

Listing of Preferred Shares

As of the date of filing of this Exhibit 4.3, our Series L, M, N and O Preferred Shares are listed on the New York Stock Exchange under the symbols "VNO Pr L," "VNO Pr M," "VNO Pr N," and "VNO Pr O," respectively.

Conversion Rights

The Series A Convertible A Preferred Shares are convertible, in whole or in part, at the option of the holder at any time, unless previously redeemed, into Common Shares, at an initial conversion price of \$72.75 of Liquidation Preference per Common Share, subject to adjustment in certain circumstances. As of December 31, 2024, the conversion price is \$1.9531 per Common Share.

The Series L, M, N and O Preferred Shares are not convertible into or exchangeable for any other property or securities of Vornado.

Restrictions on Ownership of Preferred Shares

As noted above, for us to maintain our qualification as a REIT under the Code, not more than 50% in value of our outstanding shares of beneficial interest may be owned, beneficially or constructively, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of a taxable year, and the shares of beneficial interest must be

beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months (or during a proportionate part of a shorter taxable year). For this and other reasons, the Declaration of Trust and the Articles Supplementary for each series of Preferred Shares contain provisions that restrict the ownership and transfer of shares of beneficial interest.

Our Declaration of Trust contains a Preferred Share ownership limit that restricts shareholders from owning, under the applicable attribution rules of the Code, more than 9.9% of the outstanding Preferred Shares of any class or series and a Common Share ownership limit that generally restricts shareholders from owning, under the applicable attribution rules of the Code, more than 6.7% of the Outstanding Common Shares. In addition, our Declaration of Trust contains provisions that limit ownership under the applicable attribution rules of the Code of our Preferred Shares and our Common Shares to the extent that such ownership of such shares would cause us to fail to qualify as a “domestically controlled qualified investment entity” within the meaning of Section 897(h) (4)(B) of the Code. Shares owned in excess of any of these limits will be automatically exchanged for excess shares pursuant to our Declaration of Trust. Excess shares will be held in trust by us and, while held in trust, will not be entitled to vote or participate in dividends or distributions made by us.

(c) Certain Provisions of Maryland Law and of our Declaration of Trust and our bylaws

The following description of certain provisions of Maryland law and of our Declaration of Trust and bylaws is only a summary. For a complete description, we refer you to Maryland law, our Declaration of Trust and our bylaws.

Board of Trustees

Our Declaration of Trust provides that the number of trustees of the Company will not be more than fifteen and may be increased or decreased by a vote of the trustees then in office. Our bylaws provide that any vacancy on the Board may be filled only by a majority of the remaining trustees, even if the remaining trustees do not constitute a quorum. Any trustee elected to fill a vacancy will hold office for the remainder of the full term of the class of trustees in which the vacancy occurred and until a successor is duly elected and qualifies. Pursuant to our Declaration of Trust and bylaws, each member of our Board of Trustees is elected by our shareholders to serve until the next annual meeting of shareholders and until his or her successor is duly elected and qualifies. Holders of Common Shares have no right to cumulative voting in the election of trustees and trustees will be elected by a plurality of the votes cast in the election of trustees.

Removal of Trustees

Our Declaration of Trust provides that a trustee may be removed only for cause and only by the affirmative vote of at least two-thirds of the votes entitled to be cast in the election of trustees. This provision, when coupled with the provision in our bylaws authorizing the Board of Trustees to fill vacant trusteeships, precludes shareholders from removing incumbent trustees except for cause and by a substantial affirmative vote and thereafter filling the vacancies created by the removal with their own nominees.

Business Combinations

Under Maryland law, "business combinations" between a Maryland real estate investment trust and an interested shareholder or an affiliate of an interested shareholder are prohibited for five years after the most recent date on which the interested shareholder becomes an interested shareholder. These business combinations include a merger, consolidation, share exchange, or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. An interested shareholder is defined as:

- any person who beneficially owns, directly or indirectly, ten percent or more of the voting power of the trust's outstanding shares; or
- an affiliate or associate of the trust who, at any time within the two-year period prior to the date in question, was the beneficial owner, directly or indirectly, of ten percent or more of the voting power of the then-outstanding voting shares of the trust.

A person is not an interested shareholder under the statute if the Board of Trustees approved in advance the transaction by which the interested shareholder otherwise would have become an interested shareholder. However, in approving a transaction, the Board of Trustees may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the Board.

After the five-year prohibition, any business combination between the Maryland trust and an interested shareholder generally must be recommended by the Board of Trustees of the trust and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of outstanding shares of the trust; and
- two-thirds of the votes entitled to be cast by holders of voting shares of the trust other than voting shares held by the interested shareholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested shareholder.

These super-majority vote requirements do not apply if the holders of the trust's Common Shares receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested shareholder for its shares.

The statute permits various exemptions from its provisions, including business combinations that are exempted by the Board of Trustees before the time that the interested shareholder becomes an interested shareholder.

Our Board of Trustees has adopted a resolution exempting any business combination between any trustee or officer of Vornado, or their affiliates, and Vornado. Consequently, the five-year prohibition and the super-majority vote requirements will not apply to business combinations between us and any of them. As a result, the trustees and officers of Vornado and their affiliates may be able to enter into business combinations with us without compliance with the super-majority vote requirements and the other provisions of the statute. With respect to business combinations with other persons, the business combination provisions of Maryland law may have the effect of delaying, deferring or preventing a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of the shareholders. The business combination statute may discourage others from trying to acquire control of Vornado and increase the difficulty of consummating any offer.

Control Share Acquisitions

Maryland law provides that control shares of a Maryland real estate investment trust acquired in a control share acquisition have no voting rights except to the extent approved by a vote of two-thirds of the votes entitled to be cast on the matter. Shares owned by the acquiror, by officers or by employees who are trustees of the trust are excluded from shares entitled to vote on the matter. Control shares are voting shares which, if aggregated with all other shares owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing trustees within one of the following ranges of voting power:

- one-tenth or more but less than one-third,
- one-third or more but less than a majority, or
- a majority or more of all voting power.

Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained shareholder approval, or shares acquired directly from the trust. A control share acquisition means the acquisition of control shares, subject to certain exceptions.

A person who has made or proposes to make a control share acquisition may compel the board of trustees of the trust to call a special meeting of shareholders to be held within 50 days of demand to consider the voting rights of the shares. The right to compel the calling of a special meeting is subject to the satisfaction of certain conditions, including an undertaking to pay the expenses of the meeting. If no request for a meeting is made, the trust may itself present the question at any shareholders meeting.

If voting rights are not approved at the meeting or if the acquiring person does not deliver an acquiring person statement as required by the statute, then the trust may redeem for fair value any or all of the control shares, except those for which voting rights have previously been approved. The right of the trust to redeem control shares is subject to certain conditions and limitations. Fair value is determined, without regard to the absence of voting rights for the control shares, as of the date of the last control share acquisition by the acquiror or of any meeting of shareholders at which the voting rights of the shares are considered and not approved. If voting rights for control shares are approved at a shareholders meeting and the acquiror becomes entitled to vote a majority of the shares entitled to vote, all other shareholders may exercise appraisal rights. The fair value of the shares as determined for purposes of appraisal rights may not be less than the highest price per share paid by the acquiror in the control share acquisition.

The control share acquisition statute does not apply (a) to shares acquired in a merger, consolidation or share exchange if the trust is a party to the transaction, or (b) to acquisitions approved or exempted by the declaration of trust or bylaws of the trust.

Our bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions by any person of our shares. There can be no assurance that this provision will not be amended or eliminated at any time in the future.

Approval of Extraordinary Trust Action; Amendment of Declaration of Trust and Bylaws

Under Maryland law, a Maryland real estate investment trust generally may not amend its declaration of trust, dissolve, merge or consolidate with or convert into another entity, sell all or substantially all of its assets or engage in a statutory share exchange, unless approved by the affirmative vote of shareholders holding at least two-thirds of the shares entitled to vote on the matter. However, a Maryland real estate investment trust may provide in its declaration of trust for approval of these matters by a lesser percentage, but not less than a majority of all of the votes entitled to be cast on the matter. Vornado may take any of these actions if approved by the Board of Trustees and by the affirmative vote of not less than a majority of all of the votes entitled to be cast on the matter. Similarly, our Declaration of Trust provides for approval of amendments by the affirmative vote of a majority of the votes entitled to be cast on the matter. Some limited exceptions (including amendments to the provisions of our Declaration of Trust related to the removal of trustees, ownership and transfer restrictions and amendments) require the affirmative vote of shareholders holding at least two-thirds of the shares entitled to vote on the matter.

Under Maryland law, the declaration of trust of a Maryland real estate investment trust may permit the trustees, by a two-thirds vote, to amend the declaration of trust from time to time to qualify as a REIT under the Code or the Maryland REIT Law, without the affirmative vote or written consent of the shareholders. Our Declaration of Trust permits such action by the Board of Trustees. In addition, our Declaration of Trust, as permitted by Maryland law, contains a provision that permits our Board, without a shareholder vote, to amend the Declaration of Trust to increase or decrease the total number of shares of beneficial interest that we are authorized to issue and the number of authorized shares of any class or series of beneficial interest that we are authorized to issue.

The Board of Trustees has the right to adopt and amend the bylaws. Additionally, our bylaws provide that shareholders may adopt, alter or repeal any bylaw by the affirmative vote of a majority of the votes entitled to be cast on the matter, to the extent permitted by law.

Advance Notice of Trustee Nominations and New Business

Our bylaws provide that with respect to an annual meeting of shareholders, nominations of persons for election to the Board of Trustees and the proposal of business to be considered by shareholders may be made only (i) pursuant to our notice of the meeting, (ii) by the Board of Trustees or (iii) by a shareholder or record who is entitled to vote at the meeting and who has complied with the advance notice procedures of our bylaws. With respect to special meetings of shareholders, only the business specified in our notice of the meeting may be brought before the meeting. Nominations of persons for election to the Board of Trustees at a special meeting may be made only (i) by the Board of Trustees, or (ii) pursuant to our notice of the meeting, provided that the Board of Trustees has determined that trustees will be elected at the meeting, by a shareholder of record who is entitled to vote at the meeting and who has complied with the advance notice provisions of our bylaws.

Proxy Access Procedures for Qualifying Shareholders

Our bylaws permit a shareholder, or a group of up to 20 stockholders, that owns 3% or more of our outstanding Common Shares, continuously for at least three years, to nominate and include in our proxy statement for an annual meeting of shareholders, trustee nominees constituting up to the greater of two nominees or 20% of our Board of Trustees, provided that the shareholder(s) and the trustee nominee(s) satisfy the requirements specified in our bylaws.

Subtitle 8

Maryland law permits a Maryland real estate investment trust with a class of equity securities registered under the Exchange Act and at least three independent trustees to elect, without shareholder approval, to classify our Board of Trustees.

Anti-takeover Effect of Certain Provisions of Maryland Law and of the Declaration of Trust and Bylaws

The business combination provisions and, if the applicable provision in our bylaws is rescinded, the control share acquisition provisions of Maryland law, the provisions in our Declaration of Trust on removal of trustees and the advance notice provisions of our bylaws could delay, defer or prevent a transaction or a change in control of Vornado that might involve a premium price for holders of Common Shares or otherwise be in their best interest.

**DESCRIPTION OF CLASS A UNITS OF VORNADO REALTY L.P. AND
CERTAIN PROVISIONS OF ITS AGREEMENT OF LIMITED PARTNERSHIP**

The following description of the material terms of the class A units of Vornado Realty L.P., which we refer to as the “operating partnership,” and some material provisions of the operating partnership’s agreement of limited partnership, which we refer to as the “partnership agreement,” does not describe every aspect of the units or the partnership agreement and is only a summary of, and qualified in its entirety by reference to, applicable provisions of Delaware law and the partnership agreement. A copy of the partnership agreement is filed as an exhibit to the Annual Report on Form 10-K to which this Exhibit is attached.

The Operating Partnership's Outstanding Classes of Units

Holders of units, other than Vornado Realty Trust in its capacity as general partner, hold a limited partnership interest in the operating partnership. All holders of units, including Vornado Realty Trust in its capacity as general partner, are entitled to share in cash distributions from, and in the profits and losses of, the operating partnership.

Holders of units have the rights to which limited partners are entitled under the partnership agreement and the Delaware Revised Uniform Limited Partnership Act. Class A units are registered with the SEC under the Exchange Act. No other class of units is registered under Federal law and no units are registered under any state securities laws, and no units are listed on any exchange or quoted on any national market system. The partnership agreement imposes restrictions on the transfer of units. See “—Restrictions on Transfers of Units by Limited Partners” below for further information about these restrictions.

As of December 31, 2024, there were outstanding:

- 9,180 series A preferred units;
- 12,000,000 series L preferred units;
- 12,780,000 series M preferred units;
- 12,000,000 series N preferred units;
- 12,000,000 series O preferred units;
- 1,867,311 series D-13 preferred units;
- 141,400 series D-17 preferred units;
- 5,828 series G-1 preferred units;
- 14,424 series G-2 preferred units;
- 43,532 series G-3 preferred units;
- 73,201 series G-4 preferred units;
- 19,796,233 restricted operating partnership units (“LTIP units”), including 14,319,250 performance conditioned appreciation-only long-term incentive plan units and 529,836 appreciation-only long-term incentive plan units issued in connection with out-performance plan awards; and
- 202,462,443 Class A units, including 11,615,863 not held by Vornado Realty Trust.

Distributions with Respect to Units

The partnership agreement provides for distributions, as determined in the manner provided in the partnership agreement, to Vornado Realty Trust and the limited partners in proportion to their percentage interests in the operating partnership, subject to the distribution preferences that are described in the next paragraph. As general partner of the operating partnership, Vornado Realty Trust has the exclusive right to declare and cause the operating partnership to make distributions as and when it deems appropriate or desirable in its discretion. For so long as Vornado Realty Trust elects to qualify as a REIT, it will make reasonable efforts, as determined by Vornado Realty Trust in its sole discretion, to make distributions to partners in amounts such that it will be able to pay shareholder dividends that will satisfy the requirements for qualification as a REIT and avoid any federal income or excise tax liability for Vornado Realty Trust.

Distributions vary among the holders of different classes of units:

- The series A preferred units entitle Vornado Realty Trust as their holder to a cumulative preferential distribution at an annual rate of \$3.25 per series A preferred unit, which we refer to as the “series A preferred distribution preference.” The series A preferred units correspond to Vornado Realty Trust’s series A convertible preferred shares.
- The series L preferred units entitle their holder to a preferential distribution at the annual rate of \$1.35 per unit, which we refer to as the “series L preferred distribution preference.” The series L preferred units correspond to Vornado Realty Trust’s series L preferred shares.
- The series M preferred units entitle their holder to a preferential distribution at the annual rate of \$1.3125 per unit, which we refer to as the “series M preferred distribution preference.” The series M preferred units correspond to Vornado Realty Trust’s series M preferred shares.
- The series N preferred units entitle their holder to a preferential distribution at the annual rate of \$1.3125 per unit, which we refer to as the “series N preferred distribution preference.” The series N preferred units correspond to Vornado Realty Trust’s series N preferred shares.

- The series O preferred units entitle their holder to a preferential distribution at the annual rate of \$1.1125 per unit, which we refer to as the "series O preferred distribution preference." The series O preferred units correspond to Vornado Realty Trust's series O preferred shares.
- The series D-13 preferred units entitle their holder to a preferential distribution at the annual rate of \$0.75 per unit, which we refer to as the "series D-13 preferred distribution preference."
- The series D-17 preferred units entitle their holder to a preferential distribution at the annual rate of \$0.8125 per unit, which we refer to as the "series D-17 preferred distribution preference."
- The series G-1 preferred units entitle their holder to a preferential distribution at the annual rate of SOFR plus 1.16 basis points per unit, which we refer to as the "series G-1 preferred distribution preference."
- The series G-2 preferred units entitle their holder to a preferential distribution at the annual rate of \$1.375 per unit, which we refer to as the "series G-2 preferred distribution preference."
- The series G-3 preferred units entitle their holder to a preferential distribution at the annual rate of SOFR plus 1.16 basis points per unit, which we refer to as the "series G-3 preferred distribution preference."
- The series G-4 preferred units entitle their holder to a preferential distribution at the annual rate of \$1.375 per unit, which we call the "series G-4 preferred distribution preference."

In this description we sometimes refer to the series A preferred distribution preference, the series L distribution preference, the series M preferred distribution preference, the series N preferred distribution preference, the series O preferred distribution preference, the series D-13 preferred distribution preference, the series D-17 preferred distribution preference, the series G-1 preferred distribution preference, the series G-2 preferred distribution preference, the series G-3 preferred distribution preference, and the series G-4 preferred distribution preference as the "preferred distribution preferences."

The value of each class A unit, which is the operating partnership's common unit, regardless of its class, equates to one common share of Vornado Realty Trust. Preferred units do not have a value equating to one common share, but have the liquidation preferences and conversion prices for conversion into class A units or terms for redemption for cash or corresponding preferred shares that are established in the partnership agreement. LTIP units have a value equating to one class A unit if and when the LTIP unit becomes exchangeable for one class A unit.

The partnership agreement provides that the operating partnership will make distributions when, as and if declared by Vornado Realty Trust in the order of preference provided for in the partnership agreement. The order of preference in the partnership agreement provides that distributions will be paid first to Vornado Realty Trust as necessary to enable Vornado Realty Trust to pay REIT expenses. The partnership agreement defines "REIT expenses" to mean the following in respect of Vornado Realty Trust:

- costs and expenses relating to the continuity of its existence and any entity in which Vornado Realty Trust owns an equity interest;
- costs and expenses relating to any of the offer or registration of securities;
- costs and expenses associated with preparing and filing of periodic reports under federal, state and local laws, including SEC filings;
- costs and expenses associated with its compliance with laws, rules and regulations applicable to it; and
- all other operating or administrative expenses incurred in the ordinary course of its business.

After the operating partnership pays Vornado Realty Trust distributions as necessary to enable it to pay REIT expenses, distributions will be paid:

- first, to holders of any class of preferred units ranking senior, as to distributions or redemption or voting rights, to class A units and LTIP units; and
- second, to holders of class A units and LTIP units.

Ranking of Units

The series A preferred units, series L preferred units, series M preferred units, series N preferred units, series O preferred units, series D-13 preferred units, series D-17 preferred units, series G-1 preferred units, series G-2 preferred units, series G-3 preferred units, and series G-4 preferred units rank senior to the class A and LTIP units with respect to the payment of distributions and amounts upon liquidation, dissolution or winding up of the operating partnership. The series A preferred units, series L preferred units, series M preferred units, series N preferred units, series O preferred units, series D-13 preferred units, series D-17 preferred units, series G-1 preferred units, series G-2 preferred units, series G-3 preferred units, and series G-4 preferred units and any other units designated as "parity units" all rank on a parity with each other, in each case with respect to the payment of distributions and amounts upon liquidation, dissolution or winding up of the operating partnership, without preference or priority of one over the other.

The series of preferred units have the following liquidation preferences:

- \$50.00 per series A preferred unit; and
- \$25.00 per series L preferred unit, series M preferred unit, series N preferred unit, series O preferred unit, series D-13 preferred unit, series D-17 preferred unit, series G-1 preferred unit, series G-2 preferred unit, series G-3 preferred unit and series G-4 preferred unit.

From time to time as determined by Vornado Realty Trust, in its discretion, the operating partnership may create additional series of preference units or classes of other units senior to or on parity with the class A units with respect to the payment of distributions and amounts upon liquidation, dissolution or winding up of the partnership.

Redemption or Conversion of Units

The holders of class A units, other than Vornado Realty Trust or any of its subsidiaries, have the right to redeem their units for cash or, at the option of Vornado Realty Trust, an equivalent number of Vornado Realty Trust's common shares.

The series A preferred units became redeemable at Vornado Realty Trust's option for class A units on April 1, 2001, and are convertible at its option into class A units at any time, provided that an equivalent number of series A preferred shares are concurrently converted into common shares by their holders. The number of class A units into which the series A preferred units are redeemable or convertible is equal to the aggregate liquidation preference of the series A preferred units being redeemed or converted divided by their conversion price. The conversion price of the series A preferred units is now 1.9531 and may be adjusted from time to time to take account of stock dividends and other transactions.

The series L, series M, series N and series O preferred units are redeemable for cash equal to the liquidation preference of \$25.00 per unit plus any accrued and unpaid distributions at the option of Vornado Realty Trust, provided that an equivalent number of series L, series M, series N or series O preferred shares of Vornado Realty Trust, respectively, are concurrently redeemed by Vornado Realty Trust.

The series D-13 preferred units are redeemable by the holder for cash equal to the liquidation preference of \$25.00 per unit plus any accrued and unpaid distribution, provided that Vornado Realty Trust may determine, at its option, to deliver its common shares with a value equal to the liquidation preference of \$25.00 per unit plus any accrued and unpaid distributions.

The series D-17 preferred units are redeemable for cash (i) at the option of Vornado Realty Trust and (ii) at the option of the holder, in each case following certain events equal to the liquidation preference of \$25.00 per unit plus any accrued and unpaid distributions.

Any redemption of units must comply with the delivery and other requirements of the operating partnership agreement which may limit the ability of a holder to redeem their units at a particular time or in a particular quantity.

Formation of the Operating Partnership

The operating partnership was formed as a limited partnership under the Delaware Revised Uniform Limited Partnership Act on October 2, 1996. Vornado Realty Trust is the sole general partner of, and owned approximately 91.4% of the common limited partnership interest in, the operating partnership at December 31, 2024.

Purposes, Business and Management of the Operating Partnership

The purpose of the operating partnership includes the conduct of any business that may be lawfully conducted by a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act, except that the partnership agreement requires the business of the operating partnership to be conducted in a manner that will permit Vornado Realty Trust to be classified as a REIT under Section 856 of the Internal Revenue Code, unless it ceases to qualify as a REIT for any reason. In furtherance of its business, the operating partnership may enter into partnerships, joint ventures, limited liability companies or similar arrangements and may own interests in any other entity engaged, directly or indirectly, in any of the foregoing.

As the general partner of the operating partnership, Vornado Realty Trust has the exclusive power and authority to conduct the business of the operating partnership, except that the consent of the limited partners is required in some limited circumstances discussed under "—Meetings and Voting" below. No limited partner may take part in the operation, management or control of the business of the operating partnership by virtue of being a holder of units.

In particular, the limited partners expressly acknowledge in the partnership agreement that the general partner is acting on behalf of the operating partnership and the shareholders of Vornado Realty Trust collectively, and is under no obligation to consider the tax consequences to, or other separate interests of, limited partners when making decisions on behalf of the operating partnership. Except as required by lockup agreements described below, Vornado Realty Trust intends to make decisions in its capacity as general partner of the operating partnership taking into account its interests and the operating partnership as a whole, independent of the tax effects on the limited partners. See "—Borrowing by the Operating Partnership" below for a discussion of lockup agreements. Vornado Realty Trust and its trustees and officers will have no liability to the operating partnership or to any partner or assignee for any losses sustained, liabilities incurred or benefits not derived as a result of errors in judgment or mistakes of fact or law or any act or omission if it acted in good faith.

Ability to Engage in Other Businesses; Conflicts of Interest

Vornado Realty Trust generally may not conduct any business other than through the operating partnership without the consent of the holders of a majority of the common limited partnership interests, excluding the limited partnership interests held by it. Other persons including Vornado Realty Trust's officers, trustees, employees, agents and its other affiliates are not prohibited under the partnership agreement from engaging in other business activities and are not required to present any business opportunities to the operating partnership. In addition, the partnership agreement does not prevent another person or entity that acquires control of

Vornado Realty Trust in the future from conducting other businesses or owning other assets, even though those businesses or assets may be ones that it would be in the best interests of the limited partners for the operating partnership to own.

Borrowing by the Operating Partnership

Vornado Realty Trust is authorized to cause the operating partnership to borrow money and to issue and guarantee debt as it deems necessary for the conduct of the activities of the operating partnership. The operating partnership's debt may be secured by mortgages, deeds of trust, liens or encumbrances on the operating partnership's properties. Vornado Realty Trust also may cause the operating partnership to borrow money to enable the operating partnership to make distributions, including distributions in an amount sufficient to permit us to avoid the payment of any federal income tax.

From time to time in connection with acquisitions of properties or other assets in exchange for limited partner interests in the operating partnership, Vornado Realty Trust and the operating partnership have entered into contractual arrangements that impose restrictions on the operating partnership's ability to sell, finance, refinance and, in some instances, pay down existing financing on certain of the operating partnership's properties or other assets. These arrangements are sometimes referred to as "lockup agreements" and include, for example, arrangements in which the operating partnership agrees that it will not sell the property or other assets in question for a period of years unless the operating partnership also pays the contributing partner a portion of the federal income tax liability that will accrue to that partner as a result of the sale. Arrangements of this kind may significantly reduce the operating partnership's ability to sell, finance or repay indebtedness secured by the subject properties or assets. Vornado Realty Trust expects to cause the operating partnership to continue entering into transactions of this type in the future and may do so without obtaining the consent of any partners in the operating partnership.

Reimbursement; Transactions with Vornado Realty Trust and Its Affiliates

Vornado Realty Trust does not receive any compensation for its services as general partner of the operating partnership. However, as a partner in the operating partnership, it has the same right to allocations and distributions with respect to the units it holds as other partners in the operating partnership holding the same classes of units. In addition, the operating partnership reimburses Vornado Realty Trust for all expenses it incurs relating to its ongoing operations and any offering of additional partnership interests in the operating partnership, its securities or rights, options, warrants or convertible or exchangeable securities, including expenses in connection with the registration of Vornado Realty Trust's common shares for issuance in exchange for units if it assumes the obligation to redeem units and elects to redeem them for common shares instead of cash when a limited partner in the operating partnership exercises the right to redeem units. See "Redemption or Conversion of Units" above for further information about the right to redeem units.

Except as expressly permitted by the partnership agreement, the operating partnership will not, directly or indirectly, sell, transfer or convey any property to, or purchase any property from, or borrow funds from, or lend funds to, any partner in the operating partnership or any affiliate of the operating partnership or Vornado Realty Trust that is not also a subsidiary of the operating partnership, except in a transaction that has been approved by a majority of Vornado Realty Trust's disinterested trustees, taking into account its fiduciary duties to the limited partners of the operating partnership.

Vornado Realty Trust's Liability and Limited Partners

Vornado Realty Trust, as general partner of the operating partnership, is liable for all general recourse obligations of the operating partnership to the extent not paid by the operating partnership. Vornado Realty Trust is not liable for the nonrecourse obligations of the operating partnership.

The limited partners in the operating partnership are not required to make additional contributions to the operating partnership. Assuming that a limited partner does not take part in the control of the business of the operating partnership and otherwise complies with the provisions of the partnership agreement, the liability of a limited partner for obligations of the operating partnership under the partnership agreement and the Delaware Revised Uniform Limited Partnership Act will be limited, with some exceptions, generally to the loss of the limited partner's investment in the operating partnership represented by his or her units. Under the Delaware Revised Uniform Limited Partnership Act, a limited partner may not receive a distribution from the operating partnership if, at the time of the distribution and after giving effect to the distribution, the liabilities of the operating partnership, other than liabilities to parties on account of their interests in the operating partnership and liabilities for which recourse is limited to specified property of the operating partnership, exceed the fair value of the operating partnership's assets, other than the fair value of any property subject to nonrecourse liabilities of the operating partnership, but only to the extent of such liabilities. The Delaware Revised Uniform Limited Partnership Act provides that a limited partner who receives a distribution knowing at the time that it violates the foregoing prohibition is liable to the operating partnership for the amount of the distribution. Unless otherwise agreed, a limited partner in the circumstances described in the preceding sentence will not be liable for the return of the distribution after the expiration of three years from the date of the distribution.

The operating partnership has qualified to conduct business in the State of New York and may qualify in certain other jurisdictions. Maintenance of limited liability status may require compliance with legal requirements of those jurisdictions and some other jurisdictions. Limitations on the liability of a limited partner for the obligations of a limited partnership have not been clearly established in many jurisdictions. Accordingly, if it were determined that the right, or exercise of the right by the limited partners, to make some amendments to the partnership agreement or to take other action under the partnership agreement constituted "control" of

the operating partnership's business for the purposes of the statutes of any relevant jurisdiction, the limited partners might be held personally liable for the operating partnership's obligations.

Exculpation and Indemnification of Vornado Realty Trust

The partnership agreement generally provides that Vornado Realty Trust, as general partner of the operating partnership, will incur no liability to the operating partnership or any limited partner for losses sustained, liabilities incurred or benefits not derived as a result of errors in judgment or mistakes of fact or law or any act or omission, if it acted in good faith. In addition, Vornado Realty Trust is not responsible for any misconduct or negligence on the part of its agents, provided it appointed those agents in good faith. Vornado Realty Trust may consult with legal counsel, accountants, appraisers, management consultants, investment bankers and other consultants and advisors, and any action it takes or omits to take in reliance upon the opinion of those persons, as to matters that it reasonably believes to be within their professional or expert competence, will be conclusively presumed to have been done or omitted in good faith and in accordance with the opinion of those persons.

The partnership agreement also provides for indemnification of Vornado Realty Trust and the indemnification of its trustees and officers and any other persons that it may from time to time designate against any and all losses, claims, damages, liabilities, expenses, judgments, fines, settlements and other amounts incurred by an indemnified person in connection with any proceeding and related to the operating partnership or Vornado Realty Trust, the formation and operations of the operating partnership or Vornado Realty Trust or the ownership of property by the operating partnership or Vornado Realty Trust, unless it is established by a final determination of a court of competent jurisdiction that:

- the act or omission of the indemnified person was material to the matter giving rise to the proceeding and either was committed in bad faith or was the result of active and deliberate dishonesty;
- the indemnified person actually received an improper personal benefit in money, property or services; or
- in the case of any criminal proceeding, the indemnified person had reasonable cause to believe that the act or omission was unlawful.

Sales of Assets

Under the partnership agreement, Vornado Realty Trust generally has the exclusive authority to determine whether, when and on what terms assets of the operating partnership will be sold, as long as any sale of a property covered by a lockup agreement complies with such agreement. The partnership agreement prohibits Vornado Realty Trust from engaging in any merger, consolidation or other combination with or into another person, sale of all or substantially all of its assets or any reclassification, recapitalization or change of the terms of any outstanding common shares unless, in connection with the transaction, all limited partners other than Vornado Realty Trust and entities controlled by Vornado Realty Trust will have the right to elect to receive, or will receive, for each unit an amount of cash, securities or other property equal to the conversion factor multiplied by the greatest amount of cash, securities or other property paid to a holder of shares of beneficial interest of Vornado, if any, corresponding to that unit in consideration of one share of that kind. Vornado Realty Trust refers to transactions described in the preceding sentence as "termination transactions." The conversion factor is initially 1.0, but will be adjusted as necessary to prevent dilution or inflation of the interests of limited partners that would result if Vornado Realty Trust were to pay a dividend on its outstanding shares of beneficial interest in shares of beneficial interest, subdivide its outstanding shares of beneficial interest or combine its outstanding shares of beneficial interest into a smaller number of shares, in each case without a corresponding issuance to, or redemption or exchange of interests held by, limited partners in the operating partnership.

See "—Borrowing by the Operating Partnership" above for information about lockup agreements which limit the ability of Vornado Realty Trust to sell some of its properties.

Removal of the General Partner; Transfer of Interests of Vornado Realty Trust

The partnership agreement provides that the limited partners may not remove Vornado Realty Trust as general partner of the operating partnership with or without cause. The partnership agreement also generally prohibits Vornado Realty Trust from withdrawing as general partner of the operating partnership or transferring any of its interests in the operating partnership to any other person, except in each case, in connection with a termination transaction. In addition, the partnership agreement prohibits Vornado Realty Trust from engaging in any termination transaction unless all limited partners other than Vornado Realty Trust and entities controlled by Vornado Realty Trust will have the right in the termination transaction to elect to receive, or will receive, for each unit an amount of cash, securities or other property equal to the conversion factor multiplied by the greatest amount of cash, securities or other property paid to a holder of shares of beneficial interest of Vornado, if any, corresponding to that unit in consideration of one share of Vornado. The lock-up provisions and the gross-up provisions do not apply to a sale or other transfer by Vornado Realty Trust of its interests as a partner in the operating partnership, but they would apply to transfers of assets of the operating partnership undertaken during the period when the lock-up agreements are in effect as part of any sale or other transfer by Vornado Realty Trust of its interests as a partner in the operating partnership. See "—Borrowing by the Operating Partnership" for a description of the restrictions on transfers of assets under the lock-up agreements.

The partnership agreement does not prevent a transaction in which another entity acquires control or all of Vornado Realty Trust's shares nor does it prevent any holder of interests in Vornado Realty Trust from owning assets or conducting businesses outside of the operating partnership.

Restrictions on Transfers of Units by Limited Partners

Subject to the percentage limitations discussed below, a limited partner, other than Vornado Realty Trust and some members of the Mendik group and FW/Mendik REIT, is permitted to transfer all or any portion of his or her units without restriction, provided that the limited partner obtains the prior written consent of Vornado Realty Trust, which it may withhold only if (a) it determines in its sole discretion exercised in good faith that the transfer would cause the operating partnership or any or all of the partners other than the partner seeking to make the transfer to incur tax liability or (b) if it determines that any of the circumstances referred to in the next paragraph exist. In addition, limited partners other than Vornado Realty Trust or any of its subsidiaries are permitted to dispose of their units by exercising their right to redeem units as described under "Redemption and Conversion of Units" above.

Vornado Realty Trust may withhold its consent to any proposed transfer (including any sale, assignment, gift, pledge, encumbrance or other disposition by law or otherwise, and including any redemption pursuant to the redemption rights described under "—Redemption or Conversion of Units" above) for a variety of reasons set forth in Article XI of the partnership agreement. These reasons include, without limitation, a determination by Vornado Realty Trust, in its sole and absolute discretion, that the transfer in question would (i) cause a termination of the operating partnership for tax purposes, (ii) cause the operating partnership to become a "party-in-interest" or a "disqualified person" with respect to any employee benefit plan subject to ERISA, (iii) cause the operating partnership to become a publicly-traded partnership (as defined in Section 469(k)(2) or Section 7704 of the Internal Revenue Code), (iv) cause the operating partnership to become subject to regulation under the Investment Company Act of 1940 or ERISA, (v) adversely affect Vornado Realty Trust's ability to continue to qualify as a REIT or (vi) subject Vornado Realty Trust or the operating partnership to any additional taxes under Section 857 or Section 4981 of the Internal Revenue Code. In addition, no partner of the operating partnership may pledge or transfer any of its units to a lender to the operating partnership or any person who is related (within the meaning of Section 1.752-4(b) of the Treasury regulations) to any lender to the operating partnership whose loan constitutes a nonrecourse liability without the consent of Vornado Realty Trust, in its sole and absolute discretion, and without entering into an agreement with Vornado Realty Trust as described in the partnership agreement. The partnership agreement also provides that unless exempt due to a waiver granted by Vornado Realty Trust, no limited partnership interest in the operating partnership or portion thereof may be transferred in whole or in part, directly or indirectly, if such transfer would cause (i) any "foreign person" (as such term is used in Section 897(h)(4)(b) of the Internal Revenue Code) who already owns any limited partnership interest, to increase its direct or indirect ownership of limited partnership interests, or (ii) any foreign person, other than a foreign person that owns any direct or indirect interest in the operating partnership on and as of August 7, 2019, to directly or indirectly own any such limited partnership interests. Any purported transfer to a foreign person in violation of the foregoing shall be deemed void ab initio and shall have no force or effect.

Transfers of operating partnership units (other than "private transfers" as defined in the regulations under the Internal Revenue Code) are limited in any one taxable year of the operating partnership to 2% of the interests in capital or profits not held by Vornado Realty Trust or certain of its affiliates, and Vornado Realty Trust has the right and currently intends to refuse to permit any attempted transfer of operating partnership units by a holder of such units that, when aggregated with prior redemptions and transfers by other holders of operating partnership units, would exceed this limit. In addition, redemptions of operating partnership units by the operating partnership pursuant to the redemption right of such units and transfers of operating partnership units to Vornado Realty Trust as a result of its assumption and performance of the operating partnership's obligation with respect to the redemption right of units, together with other transfers and redemptions (other than certain of the redemptions or transfers qualifying as "private transfers" under the regulations under Section 7704 of the Internal Revenue Code), are limited in any one taxable year to 10% of the interests in capital or profits not held by Vornado Realty Trust or certain of its affiliates, and it has the right and currently intends to refuse to permit certain redemptions and other transfers of operating partnership units that, when aggregated with prior redemptions and transfers, would exceed this limit.

Any permitted transferee of units may become a substituted limited partner only with Vornado Realty Trust's consent, and it may withhold its consent in its sole and absolute discretion. If it does not consent to the admission of a transferee of units as a substituted limited partner, then the transferee will succeed to the economic rights and benefits attributable to the units, including the right to redeem units, but will not become a limited partner or possess any other rights of limited partners, including the right to vote.

No Withdrawal by Limited Partners

No limited partner has the right to withdraw from or reduce his or her capital contribution to the operating partnership, except as a result of the redemption, exchange or transfer of units under the terms of the partnership agreement.

Issuance of Limited Partnership Interests

Vornado Realty Trust is authorized, without the consent of the limited partners, to cause the operating partnership to issue limited partnership interests to Vornado Realty Trust, to the limited partners and to other persons for the consideration and upon the terms and conditions that it deems appropriate. The operating partnership also may issue partnership interests in different series or classes. Units may be issued to Vornado Realty Trust only if it issues shares of beneficial interest and contributes to the operating partnership the proceeds received by it from the issuance of the shares. Consideration for partnership interests may be cash or any property or other assets permitted by the Delaware Revised Uniform Limited Partnership Act. Except to the extent expressly granted by Vornado Realty Trust on behalf of the partnership pursuant to another agreement, no limited partner has preemptive, preferential or similar rights with respect to capital contributions to the operating partnership or the issuance or sale of any partnership interests.

Meetings and Voting

Meetings of the limited partners may be proposed and called only by Vornado Realty Trust. Limited partners may vote either in person or by proxy at meetings. Any action that is required or permitted to be taken by the limited partners may be taken either at a meeting of the limited partners or without a meeting if consents in writing stating the action so taken are signed by limited partners owning not less than the minimum number of units that would be necessary to authorize or take the action at a meeting of the limited partners at which all limited partners entitled to vote on the action were present. On matters in which limited partners are entitled to vote, each limited partner, including Vornado Realty Trust to the extent it holds units, will have a vote equal to the number of common units he or she holds. At this time, there is no voting preference among the classes of common units. The preferred units have no voting rights, except as required by law or the terms of a particular series of preferred units. A transferee of units who has not been admitted as a substituted limited partner with respect to his or her transferred units will have no voting rights with respect to those units, even if the transferee holds other units as to which he or she has been admitted as a limited partner, and units owned by the transferee will be deemed to be voted on any matter in the same proportion as all other interests held by limited partners are voted. The partnership agreement does not provide for annual meetings of the limited partners, and Vornado Realty Trust does not anticipate calling such meetings.

Amendment of the Partnership Agreement

Amendments to the partnership agreement may be proposed only by Vornado Realty Trust. Vornado Realty Trust generally has the power, without the consent of any limited partners, to amend the partnership agreement as may be required to reflect any changes to the agreement that it deems necessary or appropriate in its sole discretion, provided that the amendment does not adversely affect or eliminate any right granted to a limited partner that is protected by the special voting provisions described below. Limitations on its power to amend the partnership agreement are described below.

The partnership agreement provides that it generally may not be amended with respect to any partner adversely affected by the amendment without the consent of that partner if the amendment would:

- convert a limited partner's interest into a general partner's interest;
- modify the limited liability of a limited partner;
- amend Section 7.11.A, which prohibits Vornado Realty Trust from taking any action in contravention of an express prohibition or limitation in the partnership agreement without the written consent of all partners adversely affected by the action or any lower percentage of the limited partnership interests that may be specifically provided for in the partnership agreement or under the Delaware Revised Uniform Limited Partnership Act;
- amend Article V, which governs distributions, Article VI, which governs allocations of income and loss for capital account purposes, or Section 13.2.A(3), which provides for distributions, after payment of partnership debts, among partners according to their capital accounts upon a winding up of the operating partnership;
- amend Section 8.6, which provides redemption rights; or
- amend the provision being described in this paragraph.

In addition, except with the consent of a majority of the common limited partners, excluding Vornado Realty Trust and entities controlled by Vornado Realty Trust, Vornado Realty Trust may not amend:

- Section 4.2.A, which authorizes issuance of additional limited partnership interests;
- Section 5.1.C, which requires that if Vornado Realty Trust is not a REIT or a publicly traded entity it must for each taxable year make cash distributions equal to at least 95% of the operating partnership's taxable income;
- Section 7.5, which prohibits Vornado Realty Trust from conducting any business other than in connection with the ownership of interests in the operating partnership except with the consent of a majority of the common limited partners, excluding Vornado Realty Trust and any entity controlled by Vornado Realty Trust;
- Section 7.6, which limits the operating partnership's ability to enter into transactions with affiliates;
- Section 7.8, which establishes limits on Vornado Realty Trust's liabilities to the operating partnership and the limited partners;
- Section 11.2, which limits Vornado Realty Trust's ability to transfer its interests in the operating partnership;
- Section 13.1, which describes the manner and circumstances in which the operating partnership will be dissolved;
- Section 14.1.C, which establishes the limitations on amendments being described in this paragraph; or
- Section 14.2, which establishes the rules governing meetings of partners.

In addition, any amendment that would affect those lockup agreements that are part of the partnership agreement requires the consent of 75% of the limited partners benefited by those lockup agreements, with some exceptions. See "—Borrowing by the Operating Partnership" above for information about the lockup agreements.

Books and Reports

Vornado Realty Trust is required to keep the operating partnership's books and records at the principal office of the operating partnership. The books of the operating partnership are required to be maintained for financial and tax reporting purposes on an accrual basis in accordance with generally accepted accounting principles, which we refer to as "GAAP." The limited partners have the right, with some limitations, to receive copies of the most recent annual and quarterly reports filed with the SEC by Vornado Realty Trust, the operating partnership's federal, state and local income tax returns, a list of limited partners, the partnership agreement

and the partnership certificate and all amendments to the partnership certificate. Vornado Realty Trust may keep confidential from the limited partners any information that it believes to be in the nature of trade secrets or other information whose disclosure it in good faith believes is not in the best interests of the operating partnership or which the operating partnership is required by law or by agreements with unaffiliated third parties to keep confidential.

Vornado Realty Trust will furnish to each limited partner, no later than the date on which it mails its annual report to its shareholders, an annual report containing financial statements of the operating partnership, or of Vornado Realty Trust, if it prepares consolidated financial statements including the operating partnership, for each fiscal year, presented in accordance with GAAP. The financial statements will be audited by a nationally recognized firm of independent public accountants selected by Vornado Realty Trust. In addition, if and to the extent that it mails quarterly reports to its shareholders, Vornado Realty Trust will furnish to each limited partner, no later than the date on which it mails the quarterly reports to its shareholders, a report containing unaudited financial statements of the operating partnership, or of Vornado Realty Trust, if the reports are prepared on a consolidated basis, as of the last day of the quarter and any other information that may be required by applicable law or regulation or that it deems appropriate.

The operating partnership is presently subject to the informational requirements of the Exchange Act, and in accordance therewith, files reports and other information with the SEC. Such reports and other information are also available from the SEC's Internet site (<https://www.sec.gov>).

Vornado Realty Trust will use reasonable efforts to furnish to each limited partner, within 90 days after the close of each taxable year, the tax information reasonably required by the limited partners for Federal and state income tax reporting purposes.

Power of Attorney

Under the terms of the partnership agreement, each limited partner and each assignee appoints Vornado Realty Trust, any liquidator, and the authorized officers and attorneys-in-fact of each, as the limited partner's or assignee's attorney-in-fact to do the following:

- to execute, swear to, acknowledge, deliver, file and record in the appropriate public offices (a) all certificates, documents and other instruments including, among other things, the partnership agreement and the certificate of limited partnership and all amendments or restatements of the certificate of limited partnership that Vornado Realty Trust or any liquidator deems appropriate or necessary to form, qualify or maintain the existence of the operating partnership as a limited partnership in the State of Delaware and in all other jurisdictions in which the operating partnership may conduct business or own property, (b) all instruments that Vornado Realty Trust or any liquidator deems appropriate or necessary to reflect any amendment or restatement of the partnership agreement in accordance with its terms, (c) all conveyances and other instruments that Vornado Realty Trust or any liquidator deems appropriate or necessary to reflect the dissolution and liquidation of the operating partnership under the terms of the partnership agreement, (d) all instruments relating to the admission, withdrawal, removal or substitution of any partner, any transfer of units or the capital contribution of any partner and (e) all certificates, documents and other instruments relating to the determination of the rights, preferences and privileges of partnership interests; and
- to execute, swear to, acknowledge and file all ballots, consents, approvals, waivers, certificates and other instruments appropriate or necessary, in the sole and absolute discretion of Vornado Realty Trust or any liquidator, to make, evidence, give, confirm or ratify any vote, consent, approval, agreement or other action which is made or given by the partners under the partnership agreement or is consistent with the terms of the partnership agreement or appropriate or necessary, in the sole discretion of Vornado Realty Trust or any liquidator, to effectuate the terms or intent of the partnership agreement.

The partnership agreement provides that this power of attorney is irrevocable, will survive the subsequent incapacity of any limited partner and the transfer of all or any portion of the limited partner's or assignee's units and will extend to the limited partner's or assignee's heirs, successors, assigns and personal representatives.

Dissolution, Winding Up and Termination

The operating partnership will continue until December 31, 2095, as this date may be extended by Vornado Realty Trust in its sole discretion, unless sooner dissolved and terminated. The operating partnership will be dissolved before the expiration of its term, and its affairs wound up upon the occurrence of the earliest of:

- Vornado Realty Trust's withdrawal as general partner without the permitted transfer of its interest to a successor general partner, except in some limited circumstances;
- the sale of all or substantially all of the operating partnership's assets and properties, subject to the lock-up agreements during the period when the lock-up agreements are in effect;
- the entry of a decree of judicial dissolution of the operating partnership under the provisions of the Delaware Revised Uniform Limited Partnership Act;
- the entry of a final non-appealable order for relief in a bankruptcy proceeding of the general partner, or the entry of a final non-appealable judgment ruling that the general partner is bankrupt or insolvent, except that, in either of these cases, in some circumstances the limited partners other than Vornado Realty Trust may vote to continue the operating partnership and substitute a new general partner in Vornado Realty Trust's place; or
- after December 31, 2046, on election by Vornado Realty Trust, in its sole and absolute discretion.

Upon dissolution, Vornado Realty Trust, as general partner, or any liquidator will proceed to liquidate the assets of the operating partnership and apply the proceeds from the liquidation in the order of priority provided in the partnership agreement.

**VORNADO REALTY TRUST INSIDER TRADING POLICY
POLICY STATEMENT**

Federal and state securities laws prohibit a person from purchasing or selling a security issued by a public company at a time when that person possesses material information concerning the issuer of the security that has not yet become a matter of general public knowledge and that has been obtained as a result of the person's special relationship to the issuer or is being used in breach of a duty to maintain the information in confidence. Accordingly, employees of Vornado Realty Trust (the "Company") who are aware of any "material" information regarding the Company and/or its affiliates, their activities, or their proposed actions, which has not yet become public information, are prohibited by law and Company policy from trading in the Company's and its affiliates' securities.

Such "insider information" belongs to the Company only and must therefore be treated in the strictest confidence. It may not be used for personal investment or disclosed to outsiders (including immediate family members) or others in the Company who do not require such information in the conduct of their respective duties. Such information pertains to the Company and each of its affiliates, as well as to material, non-public information regarding other entities ("Other Entities") learned while conducting Company business.

Insider trading by employees or other actual or potential violation of securities laws or even the appearance of such may adversely affect the Company, the trading of its securities and the value of its securities. To prevent any actual or potential violation of securities laws or the appearance of such, the Company's policy is to restrict certain persons from engaging in certain securities transactions at certain times called "Blackout Periods" (as discussed below). This policy applies to employees, trustees and their Immediate Family Members (as defined below) as well as to persons who may receive such "insider information" from an employee or due to such person's relationship with the Company ("Covered Persons").

GENERAL POLICY

Covered Persons may not purchase or sell securities of the Company, any of its affiliates, or Other Entities (*i.e.*, stocks, bonds, notes, debentures, or rights to acquire or dispose of securities, such as options, puts, calls or other derivative interests) while in possession of any material, non-public information with respect to the Company, any of its Affiliates or the Other Entity, as applicable. For purposes of this policy, gifts of securities will be treated as sales of securities.

No Covered Person should attempt to use such information, or purchase and sell securities while in possession of such information, by acting through any other person or entity.

No Covered Person may communicate (or "tip") insider information concerning the Company or Other Entities or otherwise disclose such information to any third-parties or to others in the Company who do not require such information in the conduct of their respective duties to the Company. Tipping may result in the same disciplinary actions and/or criminal or civil liability, even if the person communicating insider information does not gain directly or indirectly from any other persons trading while in possession of such insider information.

No Covered Person may assist anyone in engaging in any of the above prohibited activities.

Violations of these provisions are not only unethical but may also subject you to criminal and/or civil liability under federal and state securities laws. In addition, violation of this policy may subject you to disciplinary action, up to and including termination, regardless of whether your actions are found to violate applicable law.

From time to time the Company may engage in transactions in its own securities. It is the Company's policy to comply with all applicable securities laws when transacting in its own securities and the Company is prohibited from trading its own securities based upon material, non-public information.

DEFINITIONS

- **Insider Information.** Generally, insider information is material, non-public information about the securities, activities, or financial condition of a public company or other issuer of securities. Material, non-public information concerning market developments also may be construed as insider information. In certain cases, information regarding non-public companies may be considered "insider information."
- **Material Information.** It is not possible to give a complete list of what constitutes "material" information. The question of whether particular information is subjective and judged with the benefit of hindsight. However, you should assume that it includes any information -- whether positive or negative -- that an investor might consider important in determining whether to purchase, sell or hold securities, or that could reasonably be expected to affect the market price of the securities involved. (Information can be material even if it would not be the sole reason why an investor would decide to purchase, sell or hold securities.) Examples of specific material information include (but are not limited to) information concerning:
 - mergers, acquisitions, tender offers, or restructurings;

- securities offerings or repurchases;
 - a change in earnings or dividends (or estimates of same);
 - significant new properties, business products, services or relationships, or the loss of any of these;
 - a change in senior management;
 - a change or potential change in credit rating by a rating agency;
 - significant shifts in operating or financial circumstances such as cash-flow reductions, major write-offs, changes in accounting methods;
 - a change in auditors or a notification that the auditor's reports may no longer be relied upon;
 - the occurrence of a significant cybersecurity incident;
 - voluntary calls of debt or preferred stock issues; and
 - significant litigation or litigation developments.
- The above examples are illustrative and not exhaustive. Other types of information may be "material" at any particular time depending on the context. When in doubt, you should consult with the Corporation Counsel.
 - **Public Information.** There is no precise definition of public information. However, examples of public information include, but are not limited to, information that appears in the periodic filings that the Company and its affiliates make with the Securities and Exchange Commission (the "SEC") and Company press releases that are broadly disseminated on a major wire service. Limited disclosure, such as on a private wire service for institutional investors, may not be sufficient to render information "publicly" disclosed. Generally, information is considered "public information" only after it has been publicly available, through an SEC filing, press release or otherwise, for at least one full trading day.
 - **Immediate Family.** The following persons are considered members of your immediate family: your spouse, parents, grandparents, children, grandchildren and siblings, including any such relationship that arises through marriage or adoption. It also includes members of your household (whether or not they are related to you), and any family members who do not live in your household but whose transactions in securities covered by this policy are directed by you or are subject to your influence or control.

BLACKOUT AND PRE-CLEARANCE POLICY

In addition to the general prohibition against trading while in possession of "insider information" described above, no employee may purchase or sell securities of the Company or its affiliates during any "Blackout Period". Blackout Periods are established and communicated by the Corporation Counsel. You also may be subject to additional restrictions (including, without limitation, a more stringent Blackout Period), if you have access to particular information or hold a certain position in the Company. Furthermore, the Company may, from time to time, impose additional Blackout Periods relating to one or more material non-public events or occurrences. Covered Persons should contact the Corporation Counsel if they have any questions regarding applicable Blackout Periods that may apply to them.

Trustees, executive officers, certain financial reporting personnel, any other persons designated by the Company and any Immediate Family Members of the foregoing are subject to an additional set of policies and procedures for transactions in securities of the Company and its affiliates (as such policies and procedures may be updated or amended from time to time, the "Supplemental Securities Transactions Policies"). If you are subject to the Supplemental Securities Transactions Policies, you must inform the Corporation Counsel, in writing, prior to buying or selling Company securities, exercising stock options or entering into any other "Covered Transaction". "Covered Transactions" include any trading in any of the Company's equity securities, all Omnibus Share Plan transactions (such as an option exercise), gifts, loans, pledges (including margin loans) or hedges, a contribution to a trust, a transaction that tracks the Company's equity securities within the Company's deferred compensation plans, any other transfer of the Company's securities and any transactions in the equity securities of Alexander's Inc. A request for pre-clearance should be submitted not less than two business days in advance of the proposed transaction. If a Blackout Period or other trading limitation is in effect, you will not be able to buy or sell securities or exercise stock options. Any transaction approved by the Corporation Counsel must be executed promptly, and in any event within two (2) business days.

Notwithstanding the foregoing, transactions outside of a "Blackout Period" or transactions that have been pre-cleared by the Corporation Counsel do not preclude any person's obligations to comply with any other part of this policy. If you are in possession of material, nonpublic information about the Company, you may not purchase or sell securities of the Company, regardless of whether or not such transaction is executed outside of a blackout period or if such transaction was pre-cleared by the Corporation Counsel.

EXCEPTIONS

This policy does not apply in the case of the following transactions, except as specifically noted:

1. Transactions Directly with the Company.

This policy does not apply to transactions directly with the Company only without any sale into the market. More specifically, the following transactions are permitted:

- **Exercises Under Stock Option Plans.** This policy does not apply to the exercise (*without a sale*) of an employee stock option acquired pursuant to the Company's Omnibus Share Plan or other Company equity incentive plan, or to the exercise of a tax withholding right (if any) pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements. *However*, any subsequent sale of shares acquired under the Company's Omnibus Share Plan or other Company equity incentive plan is subject to this policy. In addition, any sale of shares as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option, is subject to this policy.
- **Vesting of Restricted Share Awards.** This policy does not apply to the vesting of restricted shares or units acquired pursuant to the Company's Omnibus Share Plan or other Company equity incentive plan, or the exercise of a tax withholding right (if any) pursuant to which you elect to have the Company withhold securities to satisfy tax withholding requirements upon the vesting of any restricted securities. *However*, any market sale of any securities received is subject to this policy.
- **Redemption of Units for Shares.** This policy does not apply to the redemption of limited partnership units that you may own for common shares. *However*, any market sale of any securities received is subject to this policy, and furthermore, you may become subject to taxation on such redemption without the immediate ability to sell shares.

2. **Transactions For Which Elections Are Predetermined.** Certain transactions involving plans where you have made an election in advance of a Blackout Period or a period in which you otherwise do not have insider information are permitted. More specifically, the following transactions are permitted:

- **Pursuant to Certain Company-Sponsored Plans.** If and to the extent permitted by the Company's 401(k) plan or its deferred compensation plans, purchases of Company securities under such plans resulting from your periodic contribution of money to such plans pursuant to your then-existing payroll deduction or similar election. However, certain elections you may make under such plans are subject to this policy if and to the extent such plans allow for investments in Company securities, including: (a) an election to increase or decrease the percentage of your periodic contributions that will be allocated to any investment in Company securities; (b) an election to make an intra-plan transfer of an existing account balance into or out of any Company securities; (c) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of an investment in Company securities; and (d) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to an investment in Company securities.
- **Transactions Pursuant to Dividend Reinvestment Plan.** Purchases of Company securities (without your input) under the Company's dividend reinvestment plan resulting from your reinvestment of dividends paid on Company securities. However, voluntary purchases of Company securities resulting from additional contributions you choose to make pursuant to the dividend reinvestment plan, and your election to participate in such a plan or increase or decrease your level of participation in such plan, are subject to this policy. In addition, your sale of any Company securities purchased pursuant to the plan is subject to this policy.
- **Transactions Pursuant to 10b5-1 Trading Plans.** The trading prohibitions described in this policy will not apply to transactions in the Company's securities made by a Covered Person under an arrangement or plan to trade securities that complies with Rule 10b5-1 of the Securities Exchange Act of 1934 (a "10b5-1 Plan") that has been submitted to the Company's Corporation Counsel and approved by the Company in accordance with this policy. No 10b5-1 Plan may become effective until the participant (i) has delivered a complete copy to the Company's Corporation Counsel and (ii) has received the Corporation Counsel's written approval of the plan. In general, a 10b5-1 Plan must be entered into at a time when the person entering into the plan is not aware of material nonpublic information, may not be entered into during a Blackout Period and (iii) must provide that no trade may occur until the completion of the applicable cooling off period, as required by Rule 10b5-1. It is the responsibility of the Covered Person to ensure that their 10b5-1 Plan is in compliance with the requirements under Rule 10b5-1 of the Securities Exchange Act of 1934. Once a 10b5-1 Plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The 10b5-1 Plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party. Any amendment, modification or early termination of a Rule 10b5-1 Plan must be pre-approved by the Corporation Counsel.

APPLICABILITY AFTER TERMINATION OF EMPLOYMENT

Any employee whose employment terminates during a Blackout Period (or who otherwise leaves while in possession of insider information) will continue to be subject to this policy, and specifically to the ongoing prohibition against trading, until the Blackout

Period ends (or otherwise until the close of the first full trading day following public announcement, by SEC filing, press release or other means, of the material nonpublic information).

PROCEDURAL STEPS

- You are ultimately responsible for adhering to the requirements of this policy and any applicable securities laws in connection with the purchase and sale of securities.
- You are responsible for compliance with this policy in connection with transactions conducted by your Immediate Family Members, and therefore should make them aware of the need to confer with you before they conduct any transactions that may be subject to this policy.
- If you have any questions as to your responsibilities under this Policy or the Supplemental Securities Transactions Policies, please talk to the Corporation Counsel before your act. Do not try to resolve uncertainties on your own.
- You are also bound by any other Company policies promulgated from time to time with respect to insider information and trading in Company securities generally.
- Suspected violations of this policy should be reported to the Corporation Counsel and/or through the Company's whistleblower hotline.

All of the following are subsidiaries of both Vornado Realty Trust and Vornado Realty, L.P. as of December 31, 2024, except Vornado Realty, L.P. is a subsidiary of only Vornado Realty Trust.

**VORNADO REALTY TRUST
FORM 10-K
SUBSIDIARIES OF THE REGISTRANT
AS OF DECEMBER 31, 2024**

Name of Subsidiary	State of Organization
11 East 68th Street LLC	Delaware
11 East 68th TRS LLC	Delaware
1290 Management II, LLC	Delaware
131 West 33rd Street Owner LLC	Delaware
137 West 33rd Street Owner LLC	Delaware
138-142 West 32nd EAT LLC	Delaware
144-150 West 34th Street EAT LLC	Delaware
144-150 West 34th Street Owner II LLC	Delaware
150 East 58th Garage LLC	Delaware
150 East 58th Street, L.L.C.	New York
1535 Broadway Holdings II LLC	Delaware
1535 Broadway LLC	Delaware
1535 Broadway Sign LLC	Delaware
1535 Broadway TRS Subsidiary LLC	Delaware
1535/1540 Broadway Holdings LLC	Delaware
1535/1540 Broadway TRS LLC	Delaware
1540 Broadway Garage LLC	Delaware
1540 Broadway Holdings II LLC	Delaware
1540 Broadway LLC	Delaware
1540 Broadway Sign LLC	Delaware
1540 Broadway TRS Subsidiary LLC	Delaware
1800 Park REIT LLC	Delaware
201 East 66th Street LLC	New York
220 CPS Garage LLC	Delaware
220 CPS Tower Club Corp	New York
265 West 34th Street Owner LLC	Delaware
280 Park Administration LLC	Delaware
280 Park Cleaning LLC	Delaware
280 Park Holdings LLC	Delaware
280 Park Junior Mezzanine LLC	Delaware
280 Park Management LLC	Delaware
280 Park REIT LLC	Delaware
280 Park Senior Mezzanine LLC	Delaware
280 Park Venture LLC	Delaware
29 West 57th Street Owner LLC	Delaware
304-306 Canal Street LLC	Delaware
31 West 57th Street Owner LLC	Delaware
330 West 58th Garage LLC	Delaware
334 Canal Street LLC	Delaware

350 Park EAT LLC	Delaware
4 USS LLC	Delaware
40 East 14 Realty Associates, L.L.C.	New York
401 Commercial L.P.	Delaware
401 Commercial Son II LLC	Delaware
401 Commercial Son LLC	Delaware
401 General Partner, L.L.C.	Delaware
401 Hotel General Partner, L.L.C.	Delaware
401 Hotel REIT, LLC	Delaware
401 Hotel TRS, LLC	Delaware
401 Hotel, L.P.	Delaware
408 West 15th Street Owner LLC	Delaware
486 8th Avenue Owner LLC	Delaware
488 Eighth Avenue Owner LLC	Delaware
49 West 57th Street Owner LLC	Delaware
527 West Kinzie LLC	Delaware
58 Central Park II LLC	Delaware
58 Central Park III LLC	Delaware
58 Central Park LLC	Delaware
61 Ninth Avenue Development Holdings LLC	Delaware
61 Ninth Avenue Development LLC	Delaware
61 Ninth Avenue Development Member LLC	Delaware
61 Ninth Avenue Management LLC	Delaware
61 Ninth Retail Manager LLC	Delaware
640 Fifth Avenue Holdings II LLC	Delaware
640 Fifth Avenue Holdings LLC	Delaware
640 Fifth Avenue LLC	New York
640 Fifth Avenue Owner LLC	Delaware
640 Fifth Mezz LLC	Delaware
650 Madison GP LLC	Delaware
650 Madison GP LP	Delaware
650 Madison Junior Mezz LLC	Delaware
650 Madison Office Manager LLC	Delaware
650 Madison Owner LLC	Delaware
650 Madison Retail Manager LLC	Delaware
650 Madison Senior Mezz LLC	Delaware
655 Fifth Avenue Holdings LLC	Delaware
655 Fifth Avenue LLC	Delaware
655 Fifth Avenue Owner LLC	Delaware
655 Fifth Holdings LLC	Delaware
655 Fifth II LLC	Delaware
655 Fifth III LLC	Delaware
666 Fifth Avenue Retail Holdings LLC	Delaware
666 Fifth Retail Holdings II LLC	Delaware
689 Fifth Avenue Holdings II LLC	Delaware
689 Fifth Avenue Holdings LLC	Delaware
689 Fifth Avenue L.L.C.	New York
697 Fifth/2 East 55th Street Manager LLC	Delaware
697 Fifth/2 East 55th Street TIC A Holdings LLC	Delaware

697 Fifth/2 East 55th Street TIC A Mezz LLC	Delaware
697 Fifth/2 East 55th Street TIC A Owner LLC	Delaware
697 Fifth/2 East 55th Street TIC A Titleholder LLC	Delaware
697 Fifth/2 East 55th Street TIC B Lower-Tier LLC	Delaware
697 Fifth/2 East 55th Street TIC B Mezz LLC	Delaware
697 Fifth/2 East 55th Street TIC B Upper-Tier LLC	Delaware
697 Fifth/2 East 55th TIC B Holdings LLC	Delaware
697 Fifth/2 East 55th TIC B Mortgage Borrower LLC	Delaware
6M Investor LP	Delaware
6M REIT LLC	Delaware
7 West 34th Street LLC	New York
715 Lexington Avenue LLC	New York
715 Lexington Avenue TIC II LLC	Delaware
715 Lexington Avenue TIC LLC	Delaware
770 Broadway Company LLC	New York
770 Broadway Mezzanine LLC	Delaware
770 Broadway Owner LLC	Delaware
770 Broadway Manager LLC	Delaware
825 Seventh Avenue Holding L.L.C.	New York
85 Tenth Junior Mezz LLC	Delaware
888 Seventh Avenue LLC	Delaware
888 Seventh Garage LLC	Delaware
909 Third Company, L.P.	New York
909 Third GP, LLC	Delaware
968 Third, L.L.C.	New York
Alexander's, Inc.	Delaware
Art on theMart Foundation	Illinois
Art on theMart LLC	Delaware
Art Patron Holdings LLC	Delaware
Balena Funding LLC	Delaware
Balena Real Estate Development LLC	Delaware
Broadway 280 Park Fee LLC	Delaware
Building Maintenance Service LLC	Delaware
Carpet Care Technologies LLC	Delaware
Circle 1 LLC	Delaware
Coastal Belmont LLC	Delaware
CV Harlem Park LLC	Delaware
Dock Parking LLC	Delaware
Durham Leasing II L.L.C.	New Jersey
Durham Leasing L.L.C.	New Jersey
Eleven Penn Plaza LLC	New York
Farley Building Commercial Member LLC	Delaware
Farley Building Master Tenant LLC	Delaware
Farley Building Retail Member LLC	Delaware
Farley Building TRS LLC	Delaware
Farley Building USPS Member LLC	Delaware
Farley Commercial Master Tenant SPE LLC	Delaware
Farley Commercial Master Tenant SPE Manager LLC	Delaware
Farley Developer LLC	Delaware

Farley Lease Management LLC	Delaware
Farley Property Manager LLC	Delaware
Farley Retail Master Tenant SPE LLC	Delaware
Farley Retail Master Tenant SPE Manager LLC	Delaware
Farley USPS Master Tenant SPE LLC	Delaware
Farley USPS Master Tenant SPE Manager LLC	Delaware
Fuller Madison LLC	New York
Garfield Parcel L.L.C.	New Jersey
Geneva Associates Owner LLC	Delaware
Green Acres 666 Fifth Retail EAT TIC Owner LLC	Delaware
Guard Management Service Corp.	Delaware
HBR Properties Annapolis, L.L.C.	Delaware
HBR Properties, L.L.C.	Delaware
IP Mezz Borrower I LLC	Delaware
IP Mezz Borrower II LLC	Delaware
IP Mortgage Borrower LLC	Delaware
LaSalle Hubbard L.L.C.	Delaware
Leva II Holdings LLC	Delaware
Leva III Holdings LLC	Delaware
Madave Holdings LLC	Delaware
Madave Properties SPE LLC	Delaware
Manhattan High Street Holdings GP LLC	Delaware
Manhattan High Street Holdings LLC	Delaware
Manhattan High Street Holdings LP	Delaware
Manhattan High Street REIT Holdings LLC	Delaware
Manhattan High Street Retail Leasing LLC	Delaware
Mart Parking II, LLC	Delaware
Mart Parking LLC	Delaware
Mart Trade Show L.L.C.	Delaware
MC 19 East Houston LLC	Delaware
MC VNO Soho LLC	Delaware
MC VNO Soho Manager LLC	Delaware
Merchandise Mart First Mezzanine Borrower L.L.C.	Delaware
Merchandise Mart Holdco L.L.C.	Delaware
Merchandise Mart L.L.C.	Delaware
Merchandise Mart Properties, Inc.	Delaware
Merchandise Mart Second Mezzanine Borrower L.L.C.	Delaware
MMPI Piers MTS L.L.C.	Delaware
Mortgage Owner LLC	Delaware
Moynihan Commercial Holdings II LLC	Delaware
Moynihan Commercial Holdings LLC	Delaware
Moynihan Commercial Master Landlord SPE LLC	Delaware
Moynihan Food Hall Bar LLC	Delaware
Moynihan Interim Tenant LLC	Delaware
Moynihan Overlook Bar LLC	Delaware
Moynihan Retail Holdings II LLC	Delaware
Moynihan Retail Holdings LLC	Delaware
Moynihan Retail Master Landlord SPE LLC	Delaware
Moynihan Train Hall Developer LLC	Delaware

Moynihan USPS Holdings II LLC	Delaware
Moynihan USPS Holdings LLC	Delaware
Moynihan USPS Master Landlord SPE LLC	Delaware
MTS-MM L.L.C.	Delaware
New Jersey GL LLC	Delaware
Ninety Park Garage LLC	Delaware
Ninety Park Lender LLC	New York
Ninety Park Lender QRS, Inc.	Delaware
Ninety Park Manager LLC	New York
Ninety Park Owner LLC	Delaware
Ninety Park Property LLC	New York
One Park Avenue Partners LLC	Delaware
One Park Avenue Senior Mezz Partners LLC	Delaware
One Park Owner JV LP	Delaware
One Penn Plaza LLC	New York
One Penn Plaza TRS, Inc.	Delaware
Orleans Hubbard LLC	Delaware
Paris Associates Owner LLC	Delaware
PCJ I Inc.	New York
Peak Power One LLC	Delaware
Penn 1 Azure LLC	Delaware
Penn 1 Birtie LLC	Delaware
Penn 1 FC Lessee LLC	Delaware
Penn 1 Garage LLC	Delaware
Penn 1 Platform LLC	Delaware
Penn 1 Powerspace LLC	Delaware
Penn 1 Restaurant Manager LLC	Delaware
Penn 1 WorkPlace LLC	Delaware
PENN 2 2nd Floor Tenant Lounge LLC	Delaware
PENN 2 Holdings II LLC	Delaware
PENN 2 Holdings III LLC	Delaware
PENN 2 Holdings LLC	Delaware
PENN 2 Pavilion Lounge LLC	Delaware
PENN 2 Restaurant Manager LLC	Delaware
PENN 2 Rooftop Manager LLC	Delaware
Penn District Benefits Provider LLC	Delaware
Penn District BP LLC	Delaware
Penn District Station Developer LLC	Delaware
Penn Plaza Insurance Company, L.L.C.	Vermont
Pier 94 Development Manager LLC	Delaware
Pier 94 JVCo LLC	Delaware
Pier 94 LeaseCo, LLC	Delaware
Pier 94 MezzCo, LLC	Delaware
Piers 92/94 LLC	Delaware
Powerspace & Services, Inc.	Delaware
Rego Center Garage LLC	Delaware
RV Farley Developer LLC	Delaware
RV Farley Holdings LLC	Delaware
RVS Partners LLC	Delaware

Shenandoah Parent LLC	Delaware
Skyline Parent LLC	Delaware
SMB Administration LLC	Delaware
SMB Tenant Services LLC	Delaware
SO Hudson 555 Management, LLC	Delaware
SO Hudson Westside I LLC	Delaware
T53 Condominium, L.L.C.	New York
the Mart Conference LLC	Delaware
The Palisades A/V Company, L.L.C.	Delaware
Thebes I LLC	Delaware
theMart FC LLC	Delaware
theMart Manager LLC	Delaware
TheMart Tots LLC	Delaware
TMO 1 LLC	Delaware
Two Penn Plaza REIT, Inc.	New York
V3P Parking LLC	Delaware
VCP COI One Park LP	Delaware
VCP IM L.L.C.	Delaware
VCP LP L.L.C.	Delaware
VCP One Park Parallel REIT LLC	Delaware
VCP Parallel COI One Park LP	Delaware
Virgin Sign L.L.C.	Delaware
VMC Parking LLC	Delaware
VNO 100 West 33rd Street LLC	Delaware
VNO 11 East 68th Street Holding Company LLC	Delaware
VNO 11 East 68th Street Mezz LLC	Delaware
VNO 1750 Pennsylvania Avenue LLC	Delaware
VNO 1800 Park LLC	Delaware
VNO 220 Development LLC	Delaware
VNO 225 West 58th Street LLC	Delaware
VNO 225 West 58th Street Mezz Owner LLC	Delaware
VNO 267 West 34th LLC	Delaware
VNO 280 Park JV Member LLC	Delaware
VNO 33 West 57th Street LLC	Delaware
VNO 350 Park Development LLC	Delaware
VNO 350 Park Member LLC	Delaware
VNO 40 East 52nd Street LLC	Delaware
VNO 401 Commercial Lessee LLC	Delaware
VNO 431 Seventh Avenue LLC	Delaware
VNO 435 Seventh Avenue LLC	Delaware
VNO 435 Seventh Avenue Sign LLC	Delaware
VNO 510 West 22nd JV Member LLC	Delaware
VNO 510 West 22nd Lender LLC	Delaware
VNO 535-545 5th Loan LLC	Delaware
VNO 537 West 26th Street Owner LLC	Delaware
VNO 606 Broadway LLC	Delaware
VNO 606 Broadway Manager Member LLC	Delaware
VNO 61 Ninth Avenue Member LLC	Delaware
VNO 63rd Street LLC	Delaware

VNO 650 Madison Investor LLC	Delaware
VNO 650 Madison LLC	Delaware
VNO 7 West 34th Street Owner LLC	Delaware
VNO 7 West 34th Street Sub LLC	Delaware
VNO 86 Lex LLC	Delaware
VNO 93rd Street LLC	Delaware
VNO 966 Third Avenue LLC	Delaware
VNO AC LLC	Delaware
VNO Building Acquisition LLC	Delaware
VNO Capital Partners REIT LLC	Delaware
VNO Capital Partners TRS LLC	Delaware
VNO IF GP LLC	Delaware
VNO IP Loan LLC	Delaware
VNO Island Global LLC	Delaware
VNO LF 50 West 57th Street Holding LLC	Delaware
VNO LF 50 West 57th Street JV LLC	Delaware
VNO LF 50 West 57th Street LLC	Delaware
VNO LF 50 West 57th Street Management LLC	Delaware
VNO LNR Holdco, L.L.C.	Delaware
VNO Loan Acquisition LLC	Delaware
VNO Mobility Holdings LLC	Delaware
VNO New York Office Management LLC	Delaware
VNO One Park LLC	Delaware
VNO One Park Management LLC	Delaware
VNO One Park Owner LLC	Delaware
VNO Parking Garages LLC	Delaware
VNO PENN District Holdings II LLC	Delaware
VNO PENN District Holdings LLC	Delaware
VNO Pentagon City LLC	Delaware
VNO Pier 94 JV Member LLC	Delaware
VNO SC Note LLC	Delaware
VNO Wayne License LLC	Delaware
VNO Wayne Towne Center Holding LLC	Delaware
VNO Wayne Towne Center LLC	Delaware
VNO/Farley BL Member LLC	Delaware
VNO/Farley Developer Member LLC	Delaware
VNO/Farley PM Member LLC	Delaware
VOI Parking LLC	Delaware
Vornado 220 Central Park South II LLC	Delaware
Vornado 220 Central Park South LLC	Delaware
Vornado 330 W 34 Mezz LLC	Delaware
Vornado 330 West 34th Street L.L.C.	Delaware
Vornado 40 East 66th Street LLC	Delaware
Vornado 40 East 66th Street Member LLC	Delaware
Vornado 40 East 66th Street TRS LLC	Delaware
Vornado 401 Commercial LLC	Delaware
Vornado 601 Madison Avenue, L.L.C.	Delaware
Vornado 620 Sixth Avenue L.L.C.	Delaware
Vornado 90 Park Avenue L.L.C.	Delaware

Vornado 90 Park Member L.L.C.	Delaware
Vornado 90 Park QRS, Inc.	Delaware
Vornado Acquisition Co. LLC	Delaware
Vornado Air Rights LLC	Delaware
Vornado Auto L.L.C.	Delaware
Vornado Capital Partners GP LLC	Delaware
Vornado Capital Partners Parallel GP LLC	Delaware
Vornado Capital Partners Parallel LP	Delaware
Vornado Capital Partners Parallel REIT LLC	Delaware
Vornado Capital Partners, L.P.	Delaware
Vornado Cogen Holdings LLC	Delaware
Vornado Communications, LLC	Delaware
Vornado Concierge LLC	Delaware
Vornado Condominium Management LLC	Delaware
Vornado Eleven Penn Plaza LLC	Delaware
Vornado Eleven Penn Plaza Owner LLC	Delaware
Vornado Farley Holdings LLC	Delaware
Vornado Farley Member LLC	Delaware
Vornado Fort Lee L.L.C.	Delaware
Vornado Fortress LLC	Delaware
Vornado Harlem Park LLC	Delaware
Vornado Investment Corporation	Delaware
Vornado Investments L.L.C.	Delaware
Vornado Lending L.L.C.	New Jersey
Vornado Management Corp.	Delaware
Vornado Marketing LLC	Delaware
Vornado New York RR One L.L.C.	Delaware
Vornado NY TRS LLC	Delaware
Vornado Office Inc.	New York
Vornado Office Management LLC	New York
Vornado Penn Plaza Master Plan Developer LLC	Delaware
Vornado Property Advisor LLC	Delaware
Vornado Realty L.L.C.	Delaware
Vornado Realty, L.P.	Delaware
Vornado Retail Finance Manager LLC	Delaware
Vornado Rosslyn LLC	Delaware
Vornado RTR Urban Development LLC	Delaware
Vornado RTR Urban Development TMP LLC	Delaware
Vornado RTR, Inc.	Delaware
Vornado San Jose LLC	Delaware
Vornado SC Properties II LLC	Delaware
Vornado SC Properties LLC	Delaware
Vornado Shenandoah Holdings II LLC	Delaware
Vornado Sign LLC	Delaware
Vornado Suffolk LLC	Delaware
Vornado Sun LLC	Delaware
Vornado Title L.L.C.	Delaware
Vornado Two Penn Plaza L.L.C.	Delaware
Vornado Two Penn Property L.L.C.	Delaware

Vornado Westbury Retail II LLC	Delaware
Vornado Westbury Retail LLC	Delaware
V-R 350 Park LLC	Delaware
VRT Development Rights LLC	New York
VSPS LLC	Delaware
WDC 666 Fifth Retail TIC Owner LLC	Delaware
Wells Kinzie L.L.C.	Delaware
West 57th Street Holding LLC	Delaware
West 57th Street JV LLC	Delaware
West 57th Street Management LLC	Delaware
WOC 666 Fifth Retail TIC Owner LLC	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements of Vornado Realty Trust of our reports dated February 10, 2025, relating to the financial statements of Vornado Realty Trust and the effectiveness of Vornado Realty Trust's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2024:

Amendment No.1 to Registration Statement No. 333-36080 on Form S-3
Amendment No.1 to Registration Statement No. 333-50095 on Form S-3
Amendment No.1 to Registration Statement No. 333-89667 on Form S-3
Amendment No.1 to Registration Statement No. 333-102215 on Form S-3
Amendment No.1 to Registration Statement No. 333-102217 on Form S-3
Registration Statement No. 333-105838 on Form S-3
Registration Statement No. 333-107024 on Form S-3
Registration Statement No. 333-114146 on Form S-3
Registration Statement No. 333-121929 on Form S-3
Amendment No.1 to Registration Statement No. 333-120384 on Form S-3
Registration Statement No. 333-126963 on Form S-3
Registration Statement No. 333-139646 on Form S-3
Registration Statement No. 333-141162 on Form S-3
Registration Statement No. 333-150592 on Form S-3
Registration Statement No. 333-172880 on Form S-8
Registration Statement No. 333-191865 on Form S-4
Registration Statement No. 333-232056 on Form S-8
Registration Statement No. 333-272385 on Form S-8

and in the joint Registration Statement No. 333-278428 on Form S-3 of Vornado Realty Trust and Vornado Realty L.P.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 10, 2025

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the joint Registration Statement No. 333-278428 on Form S-3 of Vornado Realty Trust and Vornado Realty L.P. of our reports dated February 10, 2025, relating to the financial statements of Vornado Realty L.P. and the effectiveness of Vornado Realty L. P.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 10, 2025

CERTIFICATION

I, Steven Roth, certify that:

1. I have reviewed this Annual Report on Form 10-K of Vornado Realty Trust;
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(s) 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(s) 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.

February 10, 2025

/s/ Steven Roth

Steven Roth

Chairman of the Board and Chief Executive Officer

CERTIFICATION

I, Michael J. Franco, certify that:

1. I have reviewed this Annual Report on Form 10-K of Vornado Realty Trust;
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(s) 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(s) 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.

February 10, 2025

/s/ Michael J. Franco

Michael J. Franco

President and Chief Financial Officer

CERTIFICATION

I, Steven Roth, certify that:

1. I have reviewed this Annual Report on Form 10-K of Vornado Realty L.P.;
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(s) 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(s) 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.

February 10, 2025

/s/ Steven Roth

Steven Roth

Chairman of the Board and Chief Executive Officer
of Vornado Realty Trust, sole General Partner of Vornado Realty
L.P.

CERTIFICATION

I, Michael J. Franco, certify that:

1. I have reviewed this Annual Report on Form 10-K of Vornado Realty L.P.;
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(s) 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(s) 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.

February 10, 2025

/s/ Michael J. Franco

Michael J. Franco

President and Chief Financial Officer of Vornado Realty Trust,
sole General Partner of Vornado Realty L.P.

CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Vornado Realty Trust (the "Company"), hereby certifies, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 31, 2024 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 10, 2025

Name: /s/ Steven Roth
Steven Roth
Title: Chairman of the Board and Chief Executive Officer

CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Vornado Realty Trust (the "Company"), hereby certifies, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 31, 2024 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 10, 2025

Name: /s/ Michael J. Franco
Michael J. Franco
Title: President and Chief Financial Officer

CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Vornado Realty L.P. (the "Company"), hereby certifies, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 31, 2024 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 10, 2025

Name: /s/ Steven Roth
Steven Roth
Title: Chairman of the Board and Chief Executive Officer
of Vornado Realty Trust, sole General Partner of
Vornado Realty L.P.

CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Vornado Realty L.P. (the "Company"), hereby certifies, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 31, 2024 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 10, 2025

/s/ Michael J. Franco
Name: Michael J. Franco
Title: President and Chief Financial Officer of Vornado Realty Trust, sole General Partner of Vornado Realty L.P.