2024 | Paramount Group Annual Report

Corporate Highlights

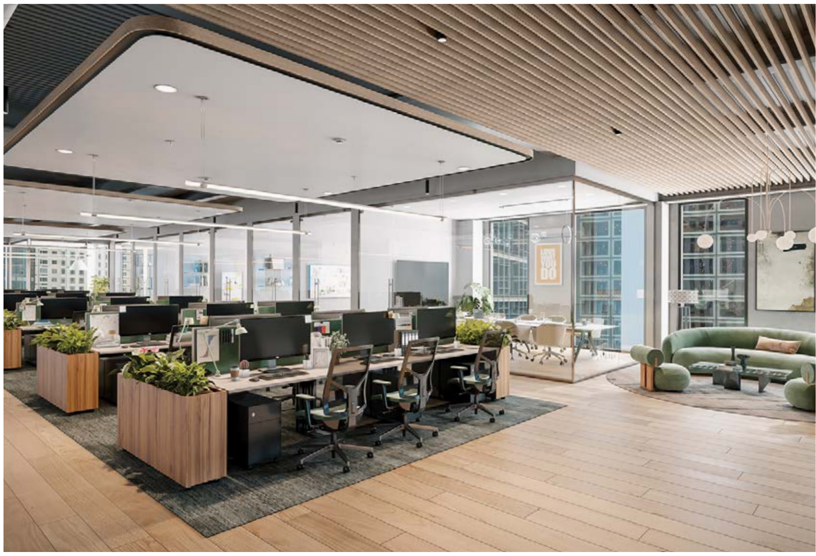
We are a best-in-class owner, operator and manager of Class A office properties. Our trophy buildings are some of the most sought-after addresses in New York and San Francisco.

Nationally Recognized

Diverse and high-creditworthy tenant base

Experienced and Diverse

Management team with proven track record



Irreplaceable

Portfolio of high-quality and modern trophy assets

13.8 Million

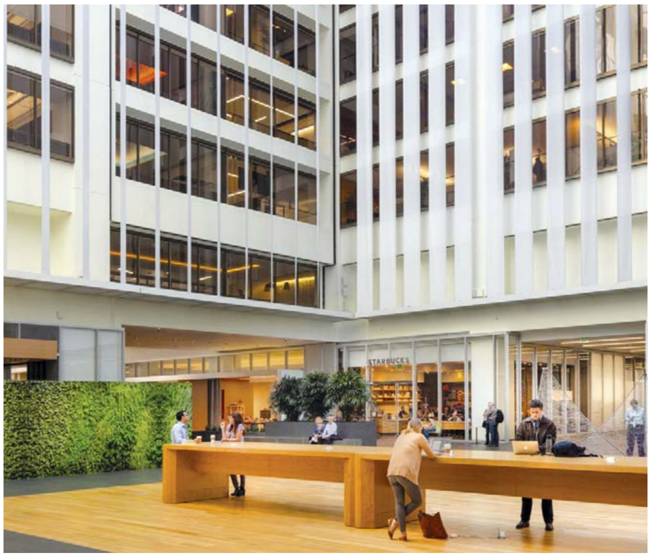
Square feet across 18 owned and/or managed assets

Best in Class

Owner and operator of Class A office properties

$7.8 Billion

Assets under management



Albert Behler
Chairman, CEO and President

> "Our leadership in leasing is characterized by our reliability, consistency and unwavering commitment to providing our tenants and prospective tenants with best-in-class service and the highest-quality assets."

Dear Shareholders,

As we reflect on 2024, we recognize it as a year of resilience and strategic progress for Paramount Group, Inc. Our unwavering strategy focuses on our core objectives: owning and managing premier assets that attract and retain quality tenants, providing superior service, and maintaining a team of best-in-class talent.

The start of 2024 presented a complex macroeconomic landscape. The Federal Reserve's monetary policy pivot, which aimed to stabilize growth, manage inflationary pressures and avoid a recession, significantly impacted the economy and the real estate markets. Additionally, the prolonged and atypical 2024 election cycle led many businesses to delay major decisions, including those regarding long-term real estate plans. The cycle ended with a new administration in Washington, introducing new dynamics into the political and economic environment. The election results brought forth a renewed focus on deregulation and tax reforms, which are expected to positively impact the commercial real estate market by fostering a more business-friendly environment.

Throughout the year, we remained disciplined and confident in the appeal of our Class A assets, our strong tenant base and our dedicated workforce, which enable us to navigate any environment. As we transitioned from 2024 into 2025, we began to see positive signs and emerging opportunities. Notably, there has been significant momentum of tenants returning to the office, either full time or nearly full time. With several prominent companies announcing return-to-office mandates and policies, office occupancy rates have continued to increase. We expect these encouraging indicators will continue in 2025 as employers recognize the benefits of in-person collaboration. Companies are realizing that hybrid or remote models have led to lower productivity and have negatively impacted the work cultures they have spent decades fostering.

We ended the year with Core FFO of $0.80 per share and are proud of our performance and accomplishments. The resilience reflected in these results is a testament to the high quality and attractiveness of our assets, as well as the determination and skill of the incredible team here at Paramount. That same strength has continued to help us in 2025. Early in the new year, we successfully completed the sale of a 45% interest in 900 Third Avenue, raising approximately $94 million in net proceeds. This transaction highlights the underappreciated value of our assets in the public market and further strengthens our balance sheet, providing enhanced flexibility in our capital allocation strategy. The sale of 900 Third Avenue also reflects the broader resurgence in the real estate transaction market. We are observing an increase in potential deals, which could indicate a more active market in 2025. We believe the persistent gap between buyer and seller expectations is narrowing, potentially unlocking more opportunities.

Leasing

Leasing remains one of Paramount's greatest strengths, as we have demonstrated year in and year out. Our leadership in leasing is characterized by our reliability, consistency and unwavering commitment to providing our tenants and prospective tenants with best-in-class service and the highest-quality assets.

These qualities have been the cornerstone of our operations for many years and will continue to be so. We are encouraged by the long-term commitments on both new and renewal leases that our team is executing, with a strong weighted-average lease term of 8.6 years.

In **New York**, our portfolio is concentrated in Midtown, where leasing activity in the market increased by approximately 38% for the full year 2024 compared to 2023. We leased approximately 425,000 square feet this year, with lease terms averaging 10.6 years. We are very encouraged by the current level of interest in our portfolio as our leasing pipeline continues to grow.

Paramount Club

A significant contributor to that growing pipeline and a major event in 2024 was the opening of the Paramount Club at 1301 Avenue of the Americas. This exclusive, members-only club is designed specifically for tenants across Paramount's New York portfolio. The Paramount Club offers a premier experience with state-of-the-art fitness facilities; conference rooms; collaborative workspaces; and a variety of unique amenities such as the Atrium restaurant & lounge, a wellness center, and spaces for hosting events and recording podcasts. This unique offering has significantly enhanced our ability to attract and retain top-tier office tenants by providing an exclusive, on-site suite of amenities that enrich the work experience for our clients and their employees. The Paramount Club is quickly becoming a key differentiator in the market, driving leasing activity throughout our broader New York portfolio.

In **San Francisco** during 2024, we leased approximately 339,000 square feet. The city continues to lag behind New York in its recovery, taking a more gradual approach toward economic revitalization. Many companies have reestablished workplace policies, demonstrating a growing commitment to promoting a strong workplace culture and improving productivity. This shift is expected to be a key driver in San Francisco's path toward recovery. As we've seen in New York, a larger-scale return to work in San Francisco will drive increased leasing activity in 2025 and beyond.

More specifically, AI-based companies are rapidly becoming a significant percentage of tenants in the San Francisco market, driven by a substantial increase in venture capital funding. With over 1,400 AI-based startups emerging, San Francisco is poised to become the largest innovation hub in the United States where these cutting-edge companies can operate and scale their businesses effectively. We aim to capitalize on this phenomenon, leveraging this tailwind to capture more leasing opportunities and strengthen our market presence.

Capital Allocation

We remain consistent and disciplined in evaluating acquisition targets or disposition opportunities, always with an uncompromising focus on maximizing long-term value for our shareholders. Our strategy encompasses:

- **Capitalizing on Opportunity:** Harvest capital from fully stabilized assets and recycle that capital selectively to acquire under-appreciated or under-leased assets in high-barrier-to-entry markets with strong fundamentals.

- **Creating Value:** Reposition assets to Paramount's standards by leveraging our best-in-class, vertically integrated operating platform, improving the property's growth profile and attractiveness in the market, thereby creating value.

Transaction market activity remained muted in 2024, but we believe it will gradually improve as market conditions evolve. Persistent inflation throughout the year created much uncertainty, impacting both buyers and sellers. In September, the Federal Reserve implemented a rate cut to stimulate economic activity and manage inflationary pressures. Despite this move, many buyers and sellers remained on the sidelines, waiting for market conditions to improve. The bid-ask spreads continue to be wide, reflecting the disparity between buyer and seller expectations. Additionally, the market faced challenges with debt coming to maturity, adding another layer of complexity to transaction dynamics. These factors collectively contributed to a subdued transaction market, with limited deal flow and cautious sentiment prevailing.

We've started to see improved conditions early in 2025, as evidenced by our 900 Third Avenue transaction. Needless to say, we will continue to be strategic and disciplined in allocating capital, as we have demonstrated throughout our history.

Sustained Corporate Responsibility
We made further progress on our sustainability initiatives in 2024, which serve as a pillar of our business strategy and values. Our achievements included:

- Earning a **GRESB 5-Star Rating** for the sixth consecutive year, earning Sector Leader status in the Office/Americas category. We outperformed the GRESB peer average by 21%.

- Achieving recognition for operating a **100% ENERGY STAR** labeled REIT portfolio.

- Upholding our industry-leading recognition for operating a **100% LEED Platinum or Gold** certified REIT portfolio.

All of this affirms our comprehensive sustainability leadership. Our commitment to high-performing buildings is unparalleled, and our sustainability efforts deliver tangible value. Sustainability initiatives lower operating costs through efficiency. Tenants also increasingly take notice and prioritize environmentally friendly, healthy workspaces, knowing how important these values are to their workforce. And sustainability initiatives strengthen our access to favorable capital.

Our comprehensive sustainability initiatives represent who we are and what we stand for as a company. We strive to drive positive change through our commitments to sustainability, diversity and community. Looking ahead, we will continue pioneering new best practices while further integrating sustainability throughout our business. Our ambition is to push boundaries that drive our industry forward and allow us to have an even greater positive impact. While sustainability efforts clearly benefit our company, we are most excited about how they benefit our stakeholders and communities.

Wilbur Paes, Chief Operating Officer, Chief Financial Officer and Treasurer;
Albert Behler, Chairman, Chief Executive Officer and President;
Peter Brindley, Executive Vice President, Head of Real Estate

The Paramount Team & Shareholders
As we enter 2025, we are optimistic about the future. Our team remains one of the best industry-wide, and we look forward to continuing to execute on our goals. Our focus is clear: We will concentrate on leasing near-term availabilities to de-risk upcoming expirations. With our Class A portfolio and proven capital allocation discipline, we are well positioned to deliver shareholder value through strategic execution. Our team looks forward to building on our achievements in 2025. Thank you for your continued support and confidence in Paramount.

Sincerely,
Albert Behler
Chairman, CEO & President

Property and Financial Highlights

SAN FRANCISCO

1. One Market Plaza
SF 1.6MM | Leased 90.1%

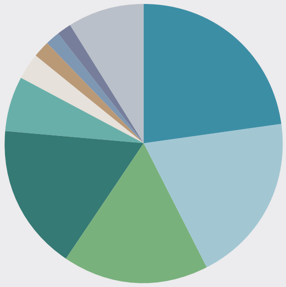
2. One Front Street
SF 0.6MM | Leased 76.3%

3. 300 Mission Street
SF 0.7MM | Leased 81.4%

4. 55 Second Street
SF 0.4MM | Leased 85.7%

Market Center and 111 Sutter Street are not shown and are classified as non-core assets.

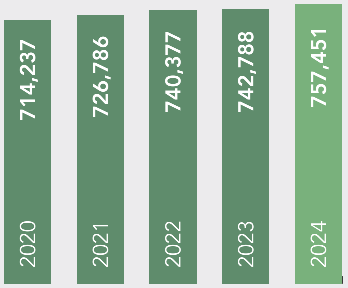
Diversified Tenants
% of annualized rent*



23.0%	Legal Services
19.6%	Technology and Media
17.1%	Financial Services - Commercial & Investment Banking
16.9%	Financial Services - All Others
6.3%	Insurance
3.0%	Retail
2.0%	Travel & Leisure
1.7%	Other Professional Services
1.7%	Consumer Products
8.7%	Other

*At PGRE share

Consolidated Revenues
$ in thousands



NEW YORK

1. 1633 Broadway
SF 2.5MM | Leased 92.6%

2. 1301 Avenue of the Americas
SF 1.8MM | Leased 85.9%

3. 31 West 52nd Street
SF 0.8MM | Leased 66.6%

4. 1325 Avenue of the Americas
SF 0.8MM | Leased 94.5%

5. 900 Third Avenue
SF 0.6MM | Leased 68.9%

6. 712 Fifth Avenue
SF 0.6MM | Leased 74.9%

7. 60 Wall Street
SF 1.6MM | Under Redevelopment

8. 1600 Broadway Retail
SF 26K | Leased 100%

60 Wall Street and 1600 Broadway in NYC are not pictured

PGRE's Share of Cash NOI[1]

$ in thousands

Geographic Exposure

% of annualized rent*

71.4% New York	8.7MM Square Footage	85.0% Same Store Leased*
28.6% San Francisco	4.3MM Square Footage	83.8% Same Store Leased*

[1]For a reconciliation of this measure to its most directly comparable GAAP measure and the reasons we view this measure to be useful, see pages 58–62 of our Annual Report on Form 10-K for the year ended December 31, 2024.

Sustained Corporate Responsibility

Paramount's commitment to responsible operations drives tangible business results. By lowering operating costs, attracting top-tier tenants, and bolstering resilience, our sustainable practices create a competitive advantage. Our efficient, high-quality assets also create value for our tenants and their teams through collaboration, data sharing, and value alignment. We will continue to uphold high sustainability standards by balancing proactive action with measured planning and by working toward incremental improvements.

100%

LEED Platinum or Gold certified REIT Portfolio

100%

2024 ENERGY STAR labeled REIT Portfolio

100%

Fitwel rated REIT Portfolio

5 Stars

Highest GRESB accolade earned for the sixth consecutive year

"A" Rating

Highest score on GRESB Public Disclosure assessment

21%

Above GRESB peer average score

1 Decile Rank

Top performance and "Prime" rating by exceeding ISS ESG requirements

85th Percentile

Performance in S&P Global's Corporate Sustainability Assessment

100%

Targeted offsetting of electricity used by REIT Portfolio through renewable energy purchases

30+

Organizations supported through PGRE's social initiatives

83%

Of employees indicated that they plan to work at Paramount a year from now

8 Years

Average tenure across the total organization

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: 001-36746

PARAMOUNT GROUP, INC.

(Exact name of registrant as specified in its charter)

Maryland **(State or other jurisdiction of incorporation or organization)**	**32-0439307** **(I.R.S. Employer Identification No.)**
1633 Broadway, New York, NY **(Address of principal executive offices)**	**10019** **(Zip Code)**

Registrant's telephone number, including area code: (212) 237-3100

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock of Paramount Group, Inc., $0.01 par value per share	PGRE	New York Stock Exchange

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

Title of each class
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
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.
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. 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 (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). 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.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐	Smaller Reporting Company	☐
		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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its managements' 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. ☒

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. ☐

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). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of February 1, 2025, there were 217,527,797 shares of the registrant's common stock outstanding.

As of June 30, 2024, the aggregate market value of the 182,864,779 shares of common stock held by non-affiliates of the Registrant was $846,664,000 based on the June 28, 2024 closing share price of our common stock of $4.63 per share on the New York Stock Exchange.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Annual Stockholders' Meeting (which is scheduled to be held on May 15, 2025) to be filed within 120 days after the end of the registrant's fiscal year are incorporated by reference in Part III of this Annual Report on Form 10-K.

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(1) These items are omitted in whole or in part because the registrant 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

We make statements in this Annual Report on Form 10-K that are considered “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are usually identified by the use of words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “seeks,” “should,” “will,” and variations of such words or similar expressions. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of complying with those safe harbor provisions. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations or strategies will be attained or achieved. Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control including, without limitation:

- unfavorable market and economic conditions in the United States, including New York City and San Francisco, and globally, including as a result of elevated inflation and interest rates;
- risks associated with high concentrations of our properties in New York City and San Francisco;
- risks associated with ownership of real estate;
- decreased rental rates or increased vacancy rates;
- the risk we may lose a major tenant or that a major tenant may be adversely impacted by market and economic conditions, including elevated inflation and interest rates;
- trends in the office real estate industry including telecommuting, flexible work schedules, open workplaces and teleconferencing;
- limited ability to dispose of assets because of the relative illiquidity of real estate investments;
- intense competition in the real estate market that may limit our ability to acquire attractive investment opportunities and increase the costs of those opportunities;
- insufficient amounts of insurance;
- uncertainties and risks related to adverse weather conditions, natural disasters and climate change;
- risks associated with actual or threatened terrorist attacks;
- exposure to liability relating to environmental and health and safety matters;
- high costs associated with compliance with the Americans with Disabilities Act;
- failure of acquisitions to yield anticipated results;
- risks associated with real estate activity through our joint ventures and real estate related funds;
- the negative impact of any future pandemic, endemic or outbreak of infectious disease on the U.S., regional and global economies and our tenants’ financial condition and results of operations;
- general volatility of the capital and credit markets and the market price of our common stock;
- exposure to litigation or other claims;
- loss of key personnel;
- risks associated with security breaches through cyber attacks or cyber intrusions and other significant disruptions of our information technology (“IT”) networks and related systems;
- risks associated with our substantial indebtedness;
- failure to refinance current or future indebtedness on favorable terms, or at all;

- failure to meet the restrictive covenants and requirements in our existing debt agreements;
- fluctuations in interest rates and increased costs to refinance or issue new debt;
- risks associated with variable rate debt, derivatives or hedging activity;
- risks associated with the market for our common stock;
- regulatory changes, including changes to tax laws and regulations;
- failure to qualify as a real estate investment trust ("REIT");
- compliance with REIT requirements, which may cause us to forgo otherwise attractive opportunities or liquidate certain of our investments; or
- any of the other risks included in this Annual Report on Form 10-K, including those set forth under the heading "Risk Factors."

Accordingly, there is no assurance that our expectations will be realized. Except as otherwise required by the U.S. federal securities laws, we disclaim any obligations or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. A reader should review carefully our consolidated financial statements and the notes thereto, as well as Item 1A entitled "Risk Factors" in this report.

Summary Risk Factors

The risk factors detailed in Item 1A entitled "Risk Factors" in this Annual Report on Form 10-K, are the risks that we believe are material to our investors and a reader should carefully consider them. The following is a summary of the risk factors detailed in Item 1A:

- Unfavorable market and economic conditions in the United States and globally and in the specific markets or submarkets where our properties are located could adversely affect occupancy levels, rental rates, rent collections, operating expenses, and the overall market value of our assets, and impair our ability to sell, recapitalize or refinance our assets.
- All of our properties are located in New York City and San Francisco and adverse economic or regulatory developments in these areas could negatively affect our results of operations, financial condition and ability to make distributions to our stockholders.
- We are subject to risk inherent in ownership of real estate.
- A significant portion of our revenue is generated from three of our properties – 1633 Broadway, 1301 Avenue of the Americas and One Market Plaza.
- We may be unable to renew leases, lease currently vacant space or vacating space on favorable terms or at all as leases expire.
- We are exposed to risks associated with property redevelopment and repositioning that could adversely affect us.
- We may be required to make rent or other concessions and/or significant capital expenditures to improve our properties in order to retain and attract tenants.
- We would be adversely affected if any of our significant tenants experienced a material business downturn.
- We may be adversely affected by trends in the office real estate industry, including telecommuting, flexible work schedules, open workplaces and teleconferencing.
- Real estate investments are relatively illiquid and may limit our flexibility.
- We are subject to losses that are uninsurable, not economically insurable or that are in excess of our insurance coverage.
- We are subject to risks from natural disasters, and from the effects of climate change.
- Terrorist attacks and/or shooting incidents may adversely affect our ability to generate revenues and the value of our properties.
- We may become subject to liability relating to environmental and health and safety matters.
- We may be unable to identify and successfully complete acquisitions and, even if acquisitions are identified and completed, we may fail to successfully operate acquired properties.
- We are subject to risks involved in real estate activity through joint ventures and real estate related funds.
- Contractual commitments with existing real estate related funds may limit our ability to acquire properties, issue loans or invest in preferred equity directly in the near term.
- Any future pandemic, endemic or outbreak of infectious disease may continue to have an adverse impact on our and our tenants' businesses, including our tenants' ability to pay rent, which could materially impact our financial condition and results of operations.
- Capital and credit market conditions may adversely affect our access to various sources of capital or financing and/or the cost of capital, which could impact our business activities, dividends, earnings and common stock price.
- We may be subject to litigation, which could have an adverse effect on us.
- We may be subject to unknown or contingent liabilities related to properties or businesses that we acquire.
- Extensive regulation of our investment management businesses affects our activities and creates the potential for significant liabilities and penalties, and increased regulatory focus could result in additional burdens on this business.
- We cannot predict the impact future actions by regulators or government bodies, including the U.S. Federal Reserve, will have on real estate debt markets or on our business, and any such actions may negatively impact us.

- The ability of stockholders to control our policies and effect a change of control of our company is limited by certain provisions of our charter and bylaws and by Maryland law.
- Conflicts of interest may exist or could arise in the future between the interests of our stockholders and the interests of holders of common units, which may impede business decisions that could benefit our stockholders.
- If there are deficiencies in our disclosure controls and procedures or internal control over financial reporting, we may be unable to accurately present our financial statements.
- We depend on key personnel, and the loss of services of members of our senior management team, or our inability to attract highly qualified personnel, could adversely affect our business.
- We face risks associated with cyber security breaches and other significant disruptions of our IT networks and systems.
- Our board of directors may change our policies without stockholder approval.
- We have a substantial amount of indebtedness that may limit our financial and operating activities and may adversely affect our ability to incur additional debt to fund future needs.
- Variable rate debt is subject to interest rate risk, including as a result of elevated inflation, that could increase our interest expense, increase the cost to refinance and increase the cost of issuing new debt.
- Mortgage debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt.
- The market price and trading volume of our common stock may be volatile, and may decline due to the large number of our shares eligible for future sale.
- Failure to qualify or to maintain our qualification as a REIT would have significant adverse consequences to the value of our common stock.
- We may owe certain taxes notwithstanding our qualification as a REIT.
- Dividends payable by REITs generally do not qualify for reduced tax rates applicable to non-corporate taxpayers.
- Complying with the REIT requirements may cause us to forego otherwise attractive opportunities or liquidate certain of our investments.
- We may be subject to a 100% penalty tax on any prohibited transactions that we enter into, or may be required to forego certain otherwise beneficial opportunities in order to avoid the penalty tax on prohibited transactions.
- REIT distribution requirements could adversely affect our liquidity and our ability to execute our business plan.
- The requirements for qualification as a REIT are complex and there is no guarantee that we have previously met or will be able to meet all such requirements.
- Tax legislation or regulatory action could adversely affect us or our investors.

This section contains forward-looking statements. You should refer to the explanation of the qualifications and limitations on forward-looking statements beginning on page 4.

PART I

ITEM 1. BUSINESS

General

Paramount Group, Inc. is a fully-integrated REIT focused on owning, operating, managing, acquiring and redeveloping high-quality, Class A office properties in select central business district ("CBD") submarkets of New York City and San Francisco. All references to "we," "us," "our," the "Company" and "Paramount" refer to Paramount Group, Inc., a Maryland corporation, and its consolidated subsidiaries, including Paramount Group Operating Partnership LP, a Delaware limited partnership (the "Operating Partnership"). We conduct our business through, and substantially all of our interests in properties and investments are held by, the Operating Partnership. We are the sole general partner of, and owned approximately 91.6% of the Operating Partnership as of December 31, 2024.

As of December 31, 2024, we owned and/or managed a portfolio of 18 properties aggregating 13.8 million square feet comprised of:

- Eight wholly and partially owned Class A properties aggregating 8.7 million square feet in New York, comprised of 8.2 million square feet of office space and 0.5 million square feet of retail and theater space;
- Six wholly and partially owned Class A properties aggregating 4.3 million square feet in San Francisco, comprised of 4.1 million square feet of office space and 0.2 million square feet of retail space; and
- Four managed properties aggregating 0.8 million square feet in New York and Washington, D.C.

Additionally, we have an investment management business, where we serve as the general partner of several real estate related funds for institutional investors and high net-worth individuals.

Our Competitive Strengths

We believe that we distinguish ourselves from other owners and operators of office properties through the following competitive strengths:

- **Premier Portfolio of High-Quality Office Properties in the Most Desirable Submarkets.** We have assembled a premier portfolio of Class A office properties located exclusively in carefully selected submarkets of New York City and San Francisco. Our submarkets are among the strongest commercial real estate submarkets in the United States for office properties due to a combination of their high barriers to entry, constrained supply, strong economic characteristics and a deep pool of prospective tenants in various industries that have demonstrated a strong demand for high-quality office space. Our markets are international business centers, characterized by a broad tenant base with a highly educated workforce, a mature and functional transportation infrastructure and an overall amenity rich environment. These markets are home to a diverse range of large and growing enterprises in a variety of industries, including financial services, technology, media and entertainment, consulting, legal and other professional services. As a result of the above factors, the submarkets in which we are invested have generally outperformed the broader markets in which they are located.
- **Demonstrated Acquisition and Operational Expertise.** Over the past 27 years, we have developed and refined our highly successful real estate investment strategy. We have a proven reputation as a value-enhancing, hands-on operator of Class A office properties. We target opportunities with a value-add component, where we can leverage our operating expertise, deep tenant relationships, and proactive approach to asset and property management. In certain instances, we may acquire properties with existing or expected future vacancy or with significant value embedded in existing below-market leases, which we will be able to mark-to-market over time. Even fully leased properties from time to time present us with value-enhancing opportunities which we have been able to capitalize on in the past.
- **Value-Add Renovation and Repositioning and Development Capabilities.** We have expertise in renovating, repositioning and developing office properties. We have historically acquired well-located assets that have either suffered from a need for physical improvement to upgrade the property to Class A space, have been underperforming due to a lack of a coherent leasing and branding strategy or have been under-managed and could be immediately enhanced by our hands-on approach. We are experienced in upgrading, renovating and modernizing building lobbies, corridors, bathrooms, elevator cabs and base building systems and updating antiquated spaces to include new ceilings, lighting and other amenities. We have also successfully aggregated and are continuing to combine smaller spaces to offer larger blocks of space, including multiple floors, which are attractive to larger, high credit-quality tenants. We believe that the post-renovation quality of our buildings and our hands-on asset and property management approach attract high credit-quality tenants and allow us to increase our cash flow.

- **Deep Relationships with Diverse, High Credit-Quality Tenant Base.** We have long-standing relationships with high-quality tenants, including JPMorgan Chase, Norton Rose Fulbright, Allianz, Wilson Sonsini, Morgan Stanley, Warner Music Group, Showtime Networks, Google, O'Melveny & Myers, Credit Agricole, and Kasowitz Benson Torres.

- **Sustained Corporate Responsibility.** We have maintained corporate responsibility initiatives that we believe have helped us to manage operating costs, attract and retain premium tenants, and ultimately enhance portfolio value. Our high quality, efficient, and sustainable assets are key to the value proposition we offer both existing and prospective tenants. Our success in corporate responsibility is driven by our employees, and we are focused on attracting and retaining a skilled workforce by offering leading benefits and human capital development opportunities, and creating an inclusive environment through various initiatives. Our impact extends beyond our employees and our properties, and we are committed to also supporting our surrounding communities through responsible operations, volunteerism, and philanthropy.

- **Proven Investment Management Business.** We have a successful investment management business, where we serve as the general partner and property manager of several real estate related funds for institutional investors and high-net-worth individuals. We have also entered into a number of joint ventures with institutional investors, high-net-worth individuals and other sophisticated real estate investors through which we have invested in real estate. We expect our investment management business to be a complementary part of our overall real estate investment business.

- **Seasoned and Committed Management Team with Proven Track Record.** Our senior management team, led by Albert Behler, our Chairman, Chief Executive Officer and President, has been in the commercial real estate industry for an average of 28 years, and has worked at our company for an average of 16 years. Our senior management team is highly regarded in the real estate community and has extensive relationships with a broad range of brokers, owners, tenants and lenders. We have developed relationships that enable us to secure high credit-quality tenants on attractive terms and provide us with potential off-market acquisition opportunities. We believe that our proven acquisition and operating expertise enables us to gain advantages over our competitors through superior acquisition sourcing, focused leasing programs, active asset and property management and first-class tenant service.

Objectives and Strategy

Our primary business objective is to enhance stockholder value by increasing cash flow from operations. The strategies we intend to execute to achieve this objective include:

- Leasing vacant and expiring space, at market rents;

- Maintaining a disciplined acquisition strategy focused on owning and operating Class A office properties in select CBD submarkets of New York City and San Francisco;

- Redeveloping and repositioning properties to increase returns; and

- Proactively managing our portfolio to increase occupancy and rental rates.

Significant Tenants

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

Human Capital

We believe that our employees are our greatest assets. Our continued success and growth depends, in large part, upon the efforts of our employees and on our ability to attract and retain highly qualified personnel. Our operational and financial performance depends on their talents, energy, experience and well-being. Our ability to attract and retain talented people depends on a number of factors, including compensation and benefits, work environment, the health, safety and wellness of our employees and career development and professional training. As of December 31, 2024, we had 316 employees, including 99 corporate employees and 217 on-site building and property management personnel. Certain of our employees are covered by collective bargaining agreements.

Compensation and Benefits

Our compensation program is designed to incentivize employees by offering competitive compensation comprised of fixed and variable pay including base salaries and cash bonuses. Several of our employees also receive equity awards that are subject to vesting over a three-to-five year period based on continued service. We believe equity awards serve as an additional retention tool for our employees. In addition, we offer our employees benefits that support their health, financial and emotional well-being. Our employee benefit programs are designed to meet the needs of our diverse workforce, support our employees and their families by offering comprehensive programs that provide flexibility and choice in coverage, make available valuable resources to protect and enhance financial security and help balance work and personal life. Some of the benefits that we offer our employees include:

- health, telehealth, dental and vision insurance;
- health care and dependent care reimbursement accounts and health savings account;
- a 401(k) plan with a generous matching contribution;
- paid vacation, holiday, and personal days to balance work and personal life;
- paid volunteer day to enable employees to make a difference within their community;
- income protection through our sick pay, short-term and long-term disability policies and parental leave;
- subsidized gym memberships;
- a commuter subsidy to support the use of public transportation;
- life and accidental death and dismemberment insurance; and
- employer matching charity program.

Workforce

We are committed to equal opportunity and workplaces that are free from discrimination and harassment on the basis of race, religion, sex, color, national origin, creed, ethnicity, age, disability, political affiliation, sexual orientation, gender identity or expression, or any other status protected by applicable law. We do not accept disrespectful or inappropriate behavior, harassment or retaliation in the workplace or in any work-related circumstance outside the workplace. We promote a culture of inclusion and value diverse viewpoints to strengthen our management practices and empower us to adapt to new challenges. As of December 31, 2024, our employee workforce was approximately 55% racially and ethnically diverse; women account for approximately 30% of our total employee base and 30% of our management team.

Health, Safety and Wellness

We believe the success of our employees is dependent upon their overall well-being, including their physical health, mental health, an appropriate work-life balance and financial well-being. We have prioritized maintaining a healthy work environment for our employees. We utilize comprehensive building operational measures including cleaning and disinfection, and air and water quality screening in order to promote a safe and healthy work environment. In addition to the benefits outlined above, we also offer an employee wellness program and an employee assistance program, which include services for financial planning assistance, stress management, mental illness and general wellness and self-help. Additionally, our Benefits Advocacy Center assists employees with various medical questions, such as general medical coverage questions, explanation of benefits, claims, prescriptions and pharmacy issues. Furthermore, we offer our employees one-on-one financial planning sessions with our 401(k) provider annually.

Career Development and Professional Training

We promote the personal and professional growth and development of our employees by providing a wide range of tools and development opportunities that build and strengthen our employees' leadership and professional skills. These development opportunities include in-person and virtual training sessions, in-house learning opportunities, various management trainings, departmental conferences, and external programs. We take pride in promoting our employees from within.

Insurance

We carry commercial general liability coverage on our properties, with limits of liability customary within the industry. Similarly, we are insured against the risk of direct and indirect physical damage to our properties including coverage for the perils such as floods, earthquakes and windstorms. Our policies also cover the loss of rental income during an estimated reconstruction period. Our policies reflect limits and deductibles customary in the industry and specific to the buildings and portfolio. We also obtain title insurance policies when acquiring new properties. We currently have coverage for losses incurred in connection with both domestic and foreign terrorist-related activities, as well as cybersecurity incidents. While we do carry commercial general liability insurance, property insurance, terrorism insurance and cybersecurity insurance, these policies include limits and terms we consider commercially reasonable. In addition, there are certain losses (including, but not limited to, losses arising from known environmental conditions or acts of war) that are not insured, in full or in part, because they are either uninsurable or the cost of insurance makes it, in our belief, economically impractical to maintain such coverage. Should an uninsured loss arise against us, we would be required to use our own funds to resolve the issue, including litigation costs. We believe the policy specifications and insured limits are adequate given the relative risk of loss, the cost of the coverage and industry practice and, in consultation with our insurance advisors, we believe the properties in our portfolio are adequately insured.

Competition

The leasing of real estate is highly competitive in the markets in which we operate. We compete with numerous acquirers, developers, owners and operators of commercial real estate, many of which own or may seek to acquire or develop properties similar to ours in the same markets in which our properties are located. The principal means of competition are rent charged, location, services provided and the nature and condition of the facility to be leased. In addition, we face competition from other real estate companies including other REITs, private real estate funds, domestic and foreign financial institutions, life insurance companies, pension trusts, partnerships, individual investors and others that may have greater financial resources or access to capital than we do or that are willing to acquire properties in transactions which are more highly leveraged or are less attractive from a financial viewpoint than we are willing to pursue. If our competitors offer space at rental rates below current market rates, below the rental rates we currently charge our tenants, in better locations within our markets or in higher quality facilities, we may lose potential tenants and we may be pressured to reduce our rental rates below those we currently charge in order to retain tenants when our tenants' leases expire.

Governmental Regulations

Compliance with various governmental regulations has an impact on our business, including our capital expenditures, earnings and competitive position, which can be material. We incur costs to monitor and take actions to comply with governmental regulations that are applicable to our business, which include, among others, federal securities laws and regulations, applicable stock exchange requirements, REIT and other tax laws and regulations, environmental and health and safety laws and regulations, local zoning, usage and other regulations relating to real property, the Americans with Disabilities Act of 1990 and laws and regulations applicable to our investment management business, including the U.S. Investment Advisers Act of 1940, the Alternative Investment Fund Managers Directive, 2011/61/EU and related laws and regulations. See Item 1A, *Risk Factors*, for a discussion of material risks to us, including, to the extent material, to our competitive position, relating to governmental regulations, and see Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operation*, together with our consolidated financial statements, including the related notes included therein, for a discussion of material information relevant to an assessment of our financial condition and results of operations, including, to the extent material, the effects that compliance with governmental regulations may have upon our capital expenditures and earnings.

Executive Office

Our principal executive offices are located at 1633 Broadway, New York, NY 10019; telephone (212) 237-3100.

Available Information

Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, are available free of charge on our website (www.pgre.com) as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC"). You may also obtain our reports by accessing the EDGAR database at the SEC's website at http://www.sec.gov or copies of these documents are also available directly from us, free of charge upon written request to Investor Relations, 1633 Broadway, New York, NY 10019; telephone (212) 237-3100. Also available on our website are copies of our (i) Nominating and Corporate Governance Committee Charter, (ii) Compensation Committee Charter, (iii) Audit Committee Charter, (iv) Corporate Governance Guidelines, (v) Code of Business Conduct and Ethics, and (vi) Stockholder Communication Policy. In the event of any changes to these items, revised copies will be made available on our website.

ITEM 1A. RISK FACTORS

Set forth below are the risks that we believe are material to our investors. This section contains forward-looking statements. You should refer to the explanation of the qualifications and limitations on forward-looking statements beginning on page 4.

Risks Related to Real Estate

Unfavorable market and economic conditions in the United States and globally and in the specific markets or submarkets where our properties are located could adversely affect occupancy levels, rental rates, rent collections, operating expenses, and the overall market value of our assets, impair our ability to sell, recapitalize or refinance our assets and have an adverse effect on our results of operations, financial condition and our ability to make distributions to our stockholders.

Unfavorable market conditions in the areas in which we operate and unfavorable economic conditions in the United States and globally may significantly affect our occupancy levels, rental rates, rent collections, operating expenses, the market value of our assets and our ability to strategically acquire, dispose, recapitalize or refinance our properties on economically favorable terms or at all. Our ability to lease our properties at favorable rates may be adversely affected by increases in supply of office space in our markets and is dependent upon overall economic conditions, which are adversely affected by, among other things, job losses and unemployment levels, recession, stock market volatility, elevated inflation, elevated interest rates and uncertainty about the future. Some of our major expenses, including mortgage payments and real estate taxes, generally do not decline when related rents decline. We expect that any declines in our occupancy levels, rental revenues and/or the values of our buildings would cause us to have less cash available to pay our indebtedness, fund necessary capital expenditures and to make distributions to our stockholders, which could negatively affect our financial condition and the market value of our securities. Our business may be affected by the volatility and illiquidity in the financial and credit markets, a general global economic recession and other market or economic challenges experienced by the real estate industry or the U.S. economy as a whole. Our business may also be adversely affected by local economic conditions, as all of our revenues are derived from properties located in New York City and San Francisco. Factors that may affect our occupancy levels, our rental revenues, our net operating income ("NOI"), our funds from operations ("FFO") and/or the value of our properties include the following, among others:

- downturns in global, national, regional and local economic conditions, including as a result of elevated inflation and interest rates, acts of war and geopolitical tensions;
- declines in the financial condition of our tenants, many of which are financial, legal and other professional firms, which may result in tenant defaults under leases due to bankruptcy, lack of liquidity, operational failures or other reasons;
- the inability or unwillingness of our tenants to pay rent increases;
- significant job losses in the financial services, professional services and technology and media industries, which may decrease demand for our office space, causing market rental rates and property values to be impacted negatively;
- an oversupply of, or a reduced demand for, Class A office space;
- changes in market rental rates in our markets;
- changes in space utilization by our tenants due to technology, economic conditions and business culture; and
- economic conditions that could cause an increase in our operating expenses, such as inflation, increases in property taxes (particularly as a result of increased local, state and national government budget deficits and debt and potentially reduced federal aid to state and local governments), utilities, insurance, compensation of on-site associates and routine maintenance.

All of our properties are located in New York City and San Francisco, and adverse economic or regulatory developments in these areas could negatively affect our results of operations, financial condition and ability to make distributions to our stockholders.

All of our properties are located in New York City and San Francisco. As a result, our business is dependent on the condition of the economy in those cities, which may expose us to greater economic risks than if we owned a more geographically diverse portfolio. We are susceptible to adverse developments in the New York City and San Francisco economic and regulatory environments (such as business layoffs or downsizing, industry slowdowns, relocations of businesses, increases in real estate and other taxes, costs of complying with governmental regulations or increased regulation). Such adverse developments could materially reduce the value of our real estate portfolio and our rental revenues, and thus adversely affect our ability to service current debt and to pay dividends to stockholders.

We are subject to risks inherent in ownership of real estate.

Real estate cash flows and values are affected by a number of factors, including competition from other available properties and our ability to provide adequate property maintenance and insurance and to control operating costs. Real estate cash flows and values are also affected by such factors as government regulations (including the Americans with Disabilities Act of 1990 and similar laws, zoning, usage and tax laws), inflation, interest rate levels, the availability of financing, property tax rates, utility expenses, potential liability under environmental and other laws and changes in environmental and other laws.

A significant portion of our revenue is generated from three properties.

As of December 31, 2024, approximately 65% of our total consolidated revenue was generated from three of our properties – 1633 Broadway, 1301 Avenue of the Americas and One Market Plaza. Our results of operations and cash available for distribution to our stockholders would be adversely affected if any of these properties were materially damaged or destroyed. Additionally, our results of operations and cash available for distribution to our stockholders would be adversely affected if a significant number of our tenants at these properties experienced a downturn in their business, which may weaken their financial condition and result in their failure to make timely rental payments, defaulting under their leases or filing for bankruptcy.

We may be unable to renew leases, lease currently vacant space or vacating space on favorable terms or at all as leases expire, which could adversely affect our financial condition, results of operations and cash flow.

As of December 31, 2024, the vacancy rate of our portfolio (at our share) was 18.0%. During 2025, 868,700 square feet (at our share), or about 9.7% of the square footage of our portfolio (at our share), is scheduled to expire, which represents approximately 12.7% of our annualized rents. We cannot guarantee you that the expiring leases will be renewed or that our properties will be re-leased at rental rates equal to or above current rental rates. If the rental rates of our properties decrease, our existing tenants do not renew their leases or we do not re-lease a significant portion of our available and soon-to-be-available space, our financial condition, results of operations, cash flow, market value of common stock and our ability to satisfy our principal and interest obligations and to make distributions to our stockholders would be adversely affected.

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

In June 2022, 60 Wall Street, a 1.6 million square foot Class A office building, in which we own a 5.0% interest was taken "out-of-service" for redevelopment. To the extent that we continue to engage in redevelopment and repositioning activities with respect to our properties, we will be 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) the potential for the fluctuation of occupancy rates and rents at redeveloped properties, which may result in our investment not being profitable; (iv) start up, repositioning and redevelopment costs may be higher than anticipated; (v) cost overruns and untimely completion of construction (including risks beyond our control, such as weather or labor conditions, or materials shortages); (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 construction and leasing of a property on schedule, resulting in increased debt service expenses and construction or redevelopment costs; and (ix) the possibility that properties will be leased at below expected rental rates. Additionally, inflationary pricing may have a negative effect on the construction costs necessary to initiate or complete redevelopment projects, including, but not limited to, costs of construction materials, labor, and services from third-party contractors and suppliers. These risks could result in substantial unanticipated delays or expenses and could prevent the initiation or the completion of redevelopment activities, any of which could have an adverse effect on our financial condition, results of operations, cash flow, the market value of our common stock and ability to satisfy our principal and interest obligations and to make distributions to our stockholders.

We may be required to make rent or other concessions and/or significant capital expenditures to improve our properties in order to retain and attract tenants, which could adversely affect us, including our financial condition, results of operations and cash flow.

Given the current adverse economic conditions and the decreases in demand for office space in the real estate markets where we operate, with respect to our current vacant space and upon expiration of leases at our properties, we may be required to increase tenant improvement allowances or concessions to tenants, accommodate increased requests for renovations, build-to-suit remodeling and other improvements or provide additional services to our tenants, all of which could negatively affect our cash flow. If the necessary capital is unavailable, we may be unable to make these significant capital expenditures. This could result in non-renewals by tenants upon expiration of their leases and our vacant space remaining untenanted, which could adversely affect our financial condition, results of operations, cash flow and market value of our common stock.

We depend on significant tenants in our office portfolio, which could cause an adverse effect on us, including our results of operations and cash flow, if any of our significant tenants were adversely affected by a material business downturn or were to become bankrupt or insolvent.

Our rental revenue depends on entering into leases with and collecting rents from tenants. While no single tenant accounts for more than 10% of our rental revenue, our six largest tenants in the aggregate account for approximately 24% of our share of rental revenue. General and regional economic conditions may adversely affect our major tenants and potential tenants in our markets. Our major tenants may experience a material business downturn, which could potentially result in a failure to make timely rental payments and/or a default under their leases. In many cases, through tenant improvement allowances and other concessions, we have made substantial upfront investments in the applicable leases that we may not be able to recover. In the event of a tenant default, we may experience delays in enforcing our rights and may also incur substantial costs to protect our investments.

The bankruptcy or insolvency of a major tenant or lease guarantor may adversely affect the income produced by our properties and may delay our efforts to collect past due balances under the relevant leases and could ultimately preclude collection of these sums altogether. If a lease is rejected by a tenant in bankruptcy, we would have only a general unsecured claim for damages that is limited in amount and which may only be paid to the extent that funds are available and in the same percentage as is paid to all other holders of unsecured claims.

If any of our significant tenants were to become bankrupt or insolvent, suffer a downturn in their business, default under their leases, fail to renew their leases or renew on terms less favorable to us than their current terms, our results of operations and cash flow could be adversely affected.

We believe we have been impacted and may continue to be adversely affected by trends in the office real estate industry, including telecommuting, flexible work schedules, open workplaces and teleconferences.

Telecommuting, flexible work schedules, open workplaces, teleconferencing and video-conferencing are becoming more common. These practices enable businesses to reduce their space requirements. There is also an increasing trend among some businesses to utilize shared office spaces and co-working spaces. These practices have eroded the overall demand for office space and, to the extent they continue, could in turn, place additional downward pressure on occupancy, rental rates and property valuations.

Real estate investments are relatively illiquid and may limit our flexibility.

Equity real estate investments are relatively illiquid, which may tend to limit our ability to react promptly to changes in economic or other market conditions. Our ability to dispose of assets in the future will depend on prevailing economic and market conditions. Our inability to sell our properties on favorable terms or at all could have an adverse effect on our sources of working capital and our ability to satisfy our debt obligations. In addition, real estate can at times be difficult to sell quickly at prices we find acceptable. The Internal Revenue Code of 1986, as amended (the “Code”), also imposes restrictions on REITs, which are not applicable to other types of real estate companies, on the disposal of properties. Furthermore, we will be subject to U.S. federal income tax at the highest regular corporate rate, which is currently 21%, on certain built-in gains recognized in connection with a taxable disposition of any asset we acquire from a C corporation in a transaction in which our basis in such asset is determined by reference to the basis of the asset in the hands of the C corporation for a period of up to five years following the acquisition of such asset, which may make an otherwise attractive disposition opportunity less attractive or even impractical. These potential difficulties in selling real estate in our markets may limit our ability to change or reduce the office buildings in our portfolio promptly in response to changes in economic or other conditions.

We are subject to losses that are either uninsurable, not economically insurable or that are in excess of our insurance coverage.

Our San Francisco properties are located in the general vicinity of active earthquake faults. Our New York City properties are located in areas that could be subject to windstorm losses. Insurance coverage for earthquakes and windstorms can be costly because of limited industry capacity. As a result, we may experience shortages in desired coverage levels if market conditions are such that insurance is not available or the cost of insurance makes it, in our belief, economically impractical to maintain such coverage. In addition, our properties may be subject to a heightened risk of terrorist attacks. We carry commercial general liability insurance, property insurance and both domestic and foreign terrorism insurance with respect to our properties with limits and on terms we consider commercially reasonable. We cannot assure you, however, that our insurance coverage will be sufficient or that any uninsured loss or liability will not have an adverse effect on our business and our financial condition and results of operations in the event of a catastrophic loss event. See "Business – *Insurance."*

We carry both domestic and foreign terrorism insurance as an inclusion in our property policies for which our carriers may rely, in part for foreign acts of terrorism, on support from the federal government's Terrorism Risk Insurance Program Reauthorization Act of 2019 ("TRIPRA").

We are subject to risks from natural disasters such as earthquakes and severe weather.

Natural disasters and severe weather such as earthquakes, tornadoes, hurricanes, forest fires or floods may result in significant damage to our properties. The extent of our casualty losses and loss in operating income in connection with such events is a function of the severity of the event and the total amount of exposure in the affected area. When we have geographic concentration of exposures, a single catastrophe (such as an earthquake, especially in the San Francisco Bay Area) or destructive weather event (such as a hurricane, especially in New York City) affecting a region may have a significant negative effect on our financial condition and results of operations. As a result, our operating and financial results may vary significantly from one period to the next. Our financial results may be adversely affected by our exposure to losses arising from natural disasters or severe weather. We also are exposed to risks associated with inclement winter weather, particularly in New York, in which many of our properties are located, including increased need for maintenance and repair of our buildings.

Climate change may adversely affect our business.

To the extent that climate change occurs, there are multiple scenarios where our business could be impacted. Climate change could lead to, among other effects in our target markets, rising sea levels, extreme weather and natural disasters, increased flooding, and changes in precipitation and temperature. Any of these developments could result in physical damage or a decrease in rent from, and the value of, our properties located in the areas affected by these conditions. We own a number of assets in low-lying areas close to sea level, making those assets, and the economies in which they reside, susceptible to adverse effects from a rise in sea level and any associated increase in episodic storm surges. If sea levels near our target markets were to rise, we may incur material costs to protect our low-lying assets or sustain damage, a decrease in demand for, or total loss to those assets.

We have performed an analysis using a third-party model to understand the direct impact to our existing properties in a scenario where global warming increases average temperatures worldwide by 1.5 degrees Celsius (the "1.5º scenario"), a goal aligned with the Paris Agreement, the United Nations framework convention on climate change. Based on this preliminary analysis, we believe that essentially all of our properties in New York City would remain above sea level, but that several of our properties in San Francisco may not, in the absence of mitigating actions. Given that there is a lag in timing between carbon released into the atmosphere and global warming, which ultimately would result in a potential rise in sea level, reputable models predict that the actual rise in sea level of that magnitude seems unlikely to occur until after the turn of this century, and perhaps much longer depending on various assumptions and mitigating factors that one considers – for example, the rate of melt for known glaciers and the Greenland and West Antarctic Ice Sheets; whether proposals to erect or enhance local sea walls in both New York City and San Francisco or surrounding areas gain additional traction and funding and are ultimately successful, and the potential for new discoveries.

Even where a property is not directly impacted by such a projected rise in sea levels, there would likely be significant disruptions to the local economies where our properties are located because other substantial areas of these coastal cities could be below sea level and the transportation systems that are vital to service CBDs could also be adversely impacted, both by the eventual rise in maximum sea level but also by episodic storm surges and other events in the decades prior to that time.

The jurisdictions where we operate have made formal public commitments to, and/or have additional legislation pending that will increase commitments to, carbon reduction aligned with the goal to keep global warming in line with the 1.5º scenario or similar scenarios and have begun to take steps to enforce these commitments by regulation on building efficiency and/or mandated purchase of renewable energy. These and similar changes in federal and state legislation and regulation on climate change could result in increased capital expenditures to, among other things, improve the energy efficiency of our existing properties in order to comply with such regulations.

Should the impact of climate change be material in nature or occur for lengthy periods of time, our financial condition or results of operations would be adversely affected.

Terrorist attacks and/or shooting incidents may adversely affect our ability to generate revenues and the value of our properties.

We have significant investments in large metropolitan markets, including New York City and San Francisco that have been or may be in the future the targets of actual or threatened terrorism attacks and/or shooting incidents. As a result, some tenants in these markets may choose to relocate their businesses to other markets or to lower-profile office buildings within these markets that may be perceived to be less likely targets of future terrorist activity. This could result in an overall decrease in the demand for office space in these markets generally or in our properties in particular, which could increase vacancies in our properties or necessitate that we lease our properties on less favorable terms or both. In addition, future terrorist attacks in these markets could directly or indirectly damage our properties, both physically and financially, or cause losses that materially exceed our insurance coverage. As a result of the foregoing, our ability to generate revenues and the value of our properties could decline materially. See also "*We are subject to losses that are either uninsurable, not economically insurable or that are in excess of our insurance coverage*."

We may become subject to liability relating to environmental and health and safety matters, which could have an adverse effect on us, including our financial condition and results of operations.

Under various federal, state and/or local laws, ordinances and regulations, as a current or former owner or operator of real property, we may be liable for costs and damages resulting from the presence or release of hazardous substances, waste, or petroleum products at, on, in, under or from such property, including costs for investigation or remediation, natural resource damages, or third-party liability for personal injury or property damage. These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence or release of such materials, and the liability may be joint and several. Some of our properties have been or may be impacted by contamination arising from current or prior uses of the property or from adjacent properties used for commercial, industrial or other purposes. Such contamination may arise from spills of petroleum or hazardous substances or releases from tanks used to store such materials. We also may be liable for the costs of remediating contamination at off-site disposal or treatment facilities when we arrange for disposal or treatment of hazardous substances at such facilities, without regard to whether we comply with environmental laws in doing so. The presence of contamination or the failure to remediate contamination on our properties may adversely affect our ability to attract and/or retain tenants and our ability to develop or sell or borrow against those properties. In addition to potential liability for cleanup costs, private plaintiffs may bring claims for personal injury, property damage or for similar reasons. Environmental laws also may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. Moreover, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which that property may be used or how businesses may be operated on that property.

In addition, our properties are subject to various federal, state and local environmental and health and safety laws and regulations. Noncompliance with these environmental and health and safety laws and regulations could subject us or our tenants to liability. These liabilities could affect a tenant's ability to make rental payments to us. Moreover, changes in laws could increase the potential costs of compliance with such laws and regulations or increase liability for noncompliance. This may result in significant unanticipated expenditures or may otherwise adversely affect our operations, or those of our tenants, which could in turn have an adverse effect on us.

As the owner or operator of real property, we may also incur liability based on various building conditions. For example, buildings and other structures on properties that we currently own or operate or those we acquire or operate in the future contain, may contain, or may have contained Asbestos-Containing Material ("ACM"). Environmental and health and safety laws require that ACM be properly managed and maintained and may impose fines or penalties on owners, operators or employers for non-compliance with those requirements. These requirements include special precautions, such as removal, abatement or air monitoring, if ACM would be disturbed during maintenance, renovation or demolition of a building, potentially resulting in substantial costs. In addition, we may be subject to liability for personal injury or property damage sustained as a result of exposure to ACM or releases of ACM into the environment.

In addition, our properties may contain or develop harmful mold or suffer from other indoor air quality issues. Indoor air quality issues also can stem from inadequate ventilation, chemical contamination from indoor or outdoor sources, and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold or other airborne contaminants at any of our properties could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants or to increase ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from our tenants or others if property damage or personal injury occurs.

We cannot assure you that costs or liabilities incurred as a result of environmental issues will not affect our ability to make distributions to our stockholders or that such costs, liabilities, or other remedial measures will not have an adverse effect on our financial condition and results of operations.

We may be unable to identify and successfully complete acquisitions and, even if acquisitions are identified and completed, we may fail to successfully operate acquired properties, which could adversely affect us and impede our growth.

Our ability to identify and acquire properties on favorable terms and successfully operate or redevelop them may be exposed to significant risks. We expect that other real estate investors, including insurance companies, private equity funds, sovereign wealth funds, pension funds, other REITs and other well-capitalized investors will compete with us to acquire existing properties and to develop new properties. Agreements for the acquisition of properties are subject to customary conditions to closing, including completion of due diligence investigations and other conditions that are not within our control, which may not be satisfied. In this event, we may be unable to complete an acquisition after incurring certain acquisition-related costs. In addition, if mortgage debt is unavailable at reasonable rates, we may be unable to finance the acquisition on favorable terms in the time period we desire, or at all. We may spend more than budgeted to make necessary improvements or renovations to acquired properties and may not be able to obtain adequate insurance coverage for new properties. Further, 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 and unfamiliarity with local governmental and permitting procedures. We may also be unable to integrate new acquisitions into our existing operations quickly and efficiently, and as a result, our results of operations and financial condition could be adversely affected. Further, we may incur significant costs and divert management attention in connection with evaluating and negotiating potential acquisitions, including ones that we are subsequently unable to complete. 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.

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

We have in the past, are currently and may in the future acquire and own properties in joint ventures and real estate related funds with other persons or entities when we believe circumstances warrant the use of such structures. Joint venture and fund investments involve risks, including: the possibility that our partners might refuse to make capital contributions when due; 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; and that our partners may be in a position to take action or withhold consent contrary to our recommendations, instructions or requests. We and our respective joint venture partners may each have the right to trigger a buy-sell, put right or forced sale arrangement, which could cause us to sell our interest, or acquire our partner’s interest, or to sell the underlying asset, at a time when we otherwise would not have initiated such a transaction, without our consent or on unfavorable terms. In some instances, joint venture and fund partners may have competing interests in our markets that could create conflicts of interest. These conflicts may include compliance with the REIT requirements, and our REIT status could be jeopardized if any of our joint ventures or funds does not operate in compliance with the REIT requirements. Further, our joint venture and fund partners may fail to meet their obligations to the joint venture or fund as a result of financial distress or otherwise, and we may be forced to make contributions to maintain the value of the property. We will review the qualifications and previous experience of any co-venturers or partners, although we cannot guarantee that we will obtain financial information from, or undertake independent investigations with respect to, prospective co-venturers or partners. To the extent our partners do not meet their obligations to us or our joint ventures or funds or they take action inconsistent with the interests of the joint venture or fund, we may be adversely affected.

Our joint venture partners in 712 Fifth Avenue, One Market Plaza, 300 Mission Street and 111 Sutter Street have forced sale rights as a result of which we may be forced to sell these assets to third parties at times or prices that may not be favorable to us.

Our partners in the joint ventures that own 712 Fifth Avenue, One Market Plaza, 300 Mission Street and 111 Sutter Street have forced sale rights pursuant to which, after a specified period, each may require us to sell the property to a third party. At any time on or after (i) November 24, 2020, with respect to 712 Fifth Avenue, (ii) March 31, 2021, with respect to One Market Plaza, (iii) August 12, 2024, with respect to 300 Mission Street, and (iv) February 7, 2026, with respect to 111 Sutter Street, our joint venture partners may exercise a forced sale right by delivering a written notice to us designating the sales price and other material terms and conditions upon which our joint venture partner desires to cause a sale of the property. In the case of 712 Fifth Avenue, 300 Mission Street and 111 Sutter Street, upon receipt of such sales notice, we will have the obligation either to attempt to sell the property to a third party for not less than 95.0% of the designated sales price or to elect to purchase the interest of our joint venture partner for cash at a price equal to the amount our joint venture partner would have received if the property had been sold for the designated sales price (and the joint venture paid any applicable financing breakage costs, transfer taxes, brokerage fees and marketing costs, prepaid all liquidated liabilities of the joint venture and distributed the balance). In the case of One Market Plaza, upon exercise of forced sale right, we and our joint venture partner have 60 days to negotiate a mutually agreeable transaction regarding the property. If we cannot mutually agree upon a transaction, then we will work together in good faith to market the property in a commercially reasonable manner and neither we nor our joint venture partner will be allowed to bid on the property. If our joint venture partner, after consultation with us and a qualified broker, finds a third-party bid for the property acceptable, then the joint venture will cause the property to be sold. As a result of these forced sale rights, our joint venture partners could require us to sell these properties to third parties at times or prices that may not be favorable to us, which could adversely impact us.

Contractual commitments with existing real estate related funds may limit our ability to acquire properties, issue loans or invest in preferred equity directly in the near term.

Because of the limited exclusivity requirements of our real estate related funds, whether existing or in formation, we may be required to acquire real estate assets and/or real estate related equity investments, or issue loans, or invest in preferred equity, partially through these funds that we otherwise would have acquired or issued solely through our Operating Partnership, which may prevent our Operating Partnership from acquiring real estate assets and/or real estate related equity investments, or issuing loans, or investing in preferred equity and adversely affect our growth prospects. In connection with certain assets that we co-invest in with our real estate related funds, specifically those where such funds own a majority of the joint venture it is expected that such funds will have the authority, subject to our consent in limited circumstances, to make most of the decisions in connection with such asset. Such authority in connection with a co-investment could subject us to the applicable risks described above.

We share control of some of our properties with other investors and may have conflicts of interest with those investors.

While we make all operating decisions for certain of our joint ventures and real estate related funds, we are required to make other decisions jointly with other investors who have interests in the relevant property or properties. For example, the approval of certain of the other investors may be required with respect to operating budgets, including leasing decisions and refinancing, encumbering, expanding or selling any of these properties, as well as bankruptcy decisions. We might not have the same interests as the other investors in relation to these decisions or transactions. Accordingly, we might not be able to favorably resolve any of these issues, or we might have to provide financial or other inducements to the other investors to obtain a favorable resolution.

In addition, various restrictive provisions and third-party rights provisions, such as consent rights to certain transactions, apply to sales or transfers of interests in our properties owned in joint ventures. Consequently, decisions to buy or sell interests in properties relating to our joint ventures may be subject to the prior consent of other investors. These restrictive provisions and third-party rights may preclude us from achieving full value of these properties because of our inability to obtain the necessary consents to sell or transfer these interests.

Risks Related to Our Business and Operations

Any future pandemic, epidemic or outbreak of infectious disease could have an adverse effect on our performance, financial condition, results of operations and cash flows.

Any future pandemic, epidemic or outbreak of infectious disease may have the effect of heightening many of the risks described herein and our and our tenants' businesses could be adversely impacted due to, among other factors:

- reduced economic activity impacting the businesses, financial condition and liquidity of our tenants, which could cause our tenants to be unable to meet their obligations to us, including their ability to make rental payments, in full, or at all, or to otherwise seek modifications of such obligations, including rent concessions, deferrals or abatements, or to declare bankruptcy;
- our inability to renew leases, lease vacant space or re-lease space as leases expire on favorable terms, or at all, which could cause a decline in our receipt of rental payments;
- adaptions made by companies in response to "stay-at-home" orders and future limitations on in-person work environments could lead to a sustained shift away from in-person work environments and have an adverse effect on the overall demand for office space across our portfolio;
- a general decline in business activity and demand for real estate transactions (including a related decrease in value of the underlying real estate), which could adversely affect our ability or desire to make strategic acquisitions or dispositions;
- difficulty accessing debt and equity capital on attractive terms, or at all, and a severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions may affect our and our tenants' ability to access capital necessary to fund business activities and repayment of debt on a timely basis, and may adversely affect our ability to meet liquidity and capital expenditure requirements; and
- a complete or partial closure of, or other operational issues at, one or more of our properties resulting from government or tenant action, which could adversely affect our operations and those of our tenants.

The impact of any future pandemic, epidemic or outbreak of infectious disease will depend on, among other factors, the duration and spread of the outbreak, related travel advisories and restrictions, the impact of vaccines and the accessibility of liquidity and to the capital markets. Any future pandemic, epidemic or outbreak of infectious disease present uncertainty and risk and may have a material adverse effect on our performance, financial condition, results of operations and cash flows.

Capital and credit market conditions may adversely affect our access to various sources of capital or financing and/or the cost of capital, which could impact our business activities, dividends, earnings and common stock price, among other things.

In periods when the capital and credit markets experience significant volatility, the amounts, sources and cost of capital available to us may be adversely affected. We primarily use third-party financing to fund acquisitions and to refinance indebtedness as it matures. As of December 31, 2024, including debt of our unconsolidated joint ventures, we had $5.5 billion of total debt, of which our share is $3.6 billion, all of which is secured non-recourse debt. Prior to January 17, 2025, we had a $750.0 million credit facility. On January 17, 2025, we entered into a consent agreement with the lenders of our revolving credit facility to permit the disposition of a 45% equity interest in 900 Third Avenue, one of the assets supporting our credit facility. In connection therewith, we reduced the aggregate commitments under the credit facility to $450.0 million and modified our credit facility to, among other things, limit borrowings under the credit facility to $200.0 million, through June 30, 2025. If sufficient sources of external financing are not available to us on cost effective terms, we could be forced to limit our acquisition, development and redevelopment activity and/or take other actions to fund our business activities and repayment of debt, such as selling assets, reducing or not paying a cash dividend or paying out less than 100% of our taxable income. The current inflationary environment has led to elevated interest rates, which has a direct effect on the interest expense of our borrowings. To the extent that we are able and/or choose to access capital at a higher cost than we have experienced in recent years (reflected in higher interest rates for debt financing or a lower stock price for equity financing) our earnings per share and cash flow could be adversely affected. In addition, the price of our common stock may fluctuate significantly and/or decline in a high interest rate or volatile economic environment. If economic conditions deteriorate, the ability of lenders to fulfill their obligations under working capital or other credit facilities that we may have in the future may be adversely impacted.

We may from time to time be subject to litigation which could have an adverse effect on our financial condition, results of operations, cash flow and trading price of our common stock.

We are a party to various claims and routine litigation arising in the ordinary course of business. Some of these claims or others, to which we may be subject from time to time, may result in defense costs, settlements, fines or judgments against us, some of which are not, or cannot be, covered by insurance. Payment of any such costs, settlements, fines or judgments that are not insured could have an adverse impact on our financial position and results of operations. In addition, certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage, which could adversely impact our results of operations and cash flow, expose us to increased risks that would be uninsured, and/or adversely impact our ability to attract officers and directors.

We may be subject to unknown or contingent liabilities related to properties or businesses that we acquire for which we may have limited or no recourse against the sellers.

Assets and entities that we have acquired or may acquire in the future may be subject to unknown or contingent liabilities for which we may have limited or no recourse against the sellers, including, as relevant, assets and entities acquired from our Predecessor as part of the formation transactions that occurred at the time of our initial public offering in 2014 (the "Formation Transactions"). Unknown or contingent liabilities might include liabilities for clean-up or remediation of environmental conditions, claims of customers, vendors or other persons dealing with the acquired entities, tax liabilities and other liabilities whether incurred in the ordinary course of business or otherwise. In the future we may enter into transactions with limited representations and warranties or with representations and warranties that do not survive the closing of the transactions, in which event we would have no or limited recourse against the sellers of such properties. While we usually require the sellers to indemnify us with respect to breaches of representations and warranties that survive, such indemnification is often limited and subject to various materiality thresholds, a significant deductible or an aggregate cap on losses, or a time limit.

As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the sellers of their representations and warranties. In addition, the total amount of costs and expenses that we may incur with respect to liabilities associated with acquired properties and entities may exceed our expectations, which may adversely affect our business, financial condition and results of operations. Finally, indemnification agreements between us and the sellers typically provide that the sellers will retain certain specified liabilities relating to the assets and entities acquired by us. While the sellers are generally contractually obligated to pay all losses and other expenses relating to such retained liabilities, there can be no guarantee that such arrangements will not require us to incur losses or other expenses as well.

Extensive regulation of our investment management businesses affects our activities and creates the potential for significant liabilities and penalties, and increased regulatory focus could result in additional burdens on this business.

Our investment management business is subject to extensive regulation, including periodic examinations and investigations, by governmental agencies in the jurisdictions in which we operate or raise capital. These authorities have regulatory powers dealing with many aspects of our investment management business, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular activities. These regulations are extensive, complex and require substantial management time and attention. In particular, two of our subsidiaries, Paramount Group Real Estate Advisor LLC ("PGREA") and Paramount Group Real Estate Advisor II, LP ("PGREA II"), are registered with the SEC as investment advisers under the U.S. Investment Advisers Act of 1940 (the "Advisers Act"), and PGREA is currently, and may in the future be, registered in certain jurisdictions as a non-EU alternative investment fund manager of non-EU alternative investment funds under the Alternative Investment Fund Managers Directive, 2011/61/EU, and various local European laws implementing this directive (collectively, the "AIFMD"). Such registration results in certain aspects of our investment management business being supervised by the SEC, and subject to regulation or reporting requirements by the regulatory bodies of the countries where our subsidiaries are currently, and may in the future be, registered in pursuant to the AIFMD. Our investment management business is also subject to notification of sales activities for one or more of our managed funds in Germany or other countries, the Bundesanstalt fuer Finanzdiensleistungsaufsicht, Germany's Federal Financial Supervisory Authority ("BaFin"), or other foreign regulators. The Advisers Act, in particular, requires registered investment advisers to comply with numerous obligations, including compliance, record-keeping, operating and marketing requirements, disclosure obligations and limitations on certain activities. Investment advisers also owe fiduciary duties to their clients. These regulatory and fiduciary obligations may result in increased costs or administrative burdens or otherwise adversely impact our business, including by preventing us from recommending investment opportunities that otherwise meet the respective investment criteria of us or our funds.

Many of these regulators, including U.S. and foreign government agencies, as well as state securities commissions, are also empowered to conduct investigations and administrative proceedings that can result in fines, compensatory payments, suspensions of personnel, changes in policies, procedures or disclosure or other sanctions, including censure, the issuance of cease-and-desist orders, the suspension or expulsion of an investment adviser from registration or memberships or the commencement of a civil or criminal lawsuit against us or our personnel. Moreover, the financial services industry has been the subject of heightened scrutiny, and the SEC has specifically focused on private equity fund managers. In that regard, the SEC's list of examination priorities includes, among other things, collection of fees and allocation of expenses, marketing and valuation practices, allocation of investment opportunities, and appropriate management of other conflicts of interest such as related party sales, loans or co-investments, by these fund managers. We may, from time to time, be subject to requests for information or informal or formal investigations by the SEC and other regulatory authorities, and, in the current environment, even historical practices that have been previously examined are being revisited. Even if an investigation or proceeding does not result in a sanction or the sanction imposed against us or our personnel by a regulator is small in monetary amount, the adverse publicity relating to the investigation, proceeding or imposition of these sanctions could harm our reputation and cause us to lose existing clients or fail to gain new investors.

We cannot predict the impact future actions by regulators or government bodies, including the U.S. Federal Reserve, will have on real estate debt markets or on our business, and any such actions may negatively impact us.

Regulators and U.S. government bodies have a major impact on our business. The U.S. Federal Reserve is a major participant in, and its actions significantly impact, the commercial real estate debt markets. If the U.S. Federal Reserve raises interest rates or keeps interest rates elevated for a prolonged period, this could increase the cost of borrowing, which could limit our flexibility. This may result in future acquisitions by us generating lower overall economic returns and increasing the costs associated with refinancing current debt, which could potentially reduce future cash flow available for distribution. We cannot predict or control the impact future actions by regulators or government bodies, such as the U.S. Federal Reserve, will have on our business.

Risks Related to Our Organization and Structure

The ability of stockholders to control our policies and effect a change of control of our company is limited by certain provisions of our charter and bylaws and by Maryland law.

There are provisions in our charter and bylaws that may discourage a third party from making a proposal to acquire us, even if some of our stockholders might consider the proposal to be in their best interests. These provisions include the following:

Our charter authorizes our board of directors, without stockholder approval, to amend our charter to increase or decrease the aggregate number of authorized shares of stock, to authorize us to issue additional shares of our common stock or preferred stock and to classify or reclassify unissued shares of our common stock or preferred stock and thereafter to authorize us to issue such classified or reclassified shares of stock. We believe these charter provisions provide us with increased flexibility in structuring possible future financings and acquisitions and in meeting other needs that might arise. The additional classes or series, as well as the additional authorized shares of our common stock, are available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities are listed or traded. Although our board of directors does not currently intend to do so, it could authorize us to issue a class or series of stock that could, depending upon the terms of the particular class or series, delay, defer or prevent a transaction or a change of control of our company that might involve a premium price for holders of our common stock or that our common stockholders otherwise believe to be in their best interests.

In order to qualify as a REIT, not more than 50% in value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities such as private foundations) at any time during the last half of any taxable year other than our first REIT taxable year. In order to help us qualify as a REIT, our charter generally prohibits any person or entity from actually owning or being deemed to own by virtue of the applicable constructive ownership provisions, (i) more than 6.50% (in value or in number of shares, whichever is more restrictive) of the outstanding shares of our common stock or (ii) more than 6.50% in value of the aggregate of the outstanding shares of all classes and series of our stock, in each case, excluding any shares of our stock not treated as outstanding for U.S. federal income tax purposes. We refer to these restrictions as the "ownership limits." In connection with the Formation Transactions and the concurrent private placement to certain members of the Otto family and their affiliates, our board of directors granted waivers to the lineal descendants of Professor Dr. h.c. Werner Otto, their spouses and controlled entities to own stock in excess of the ownership limits (which waiver currently allows them to own up to 21.0% of our outstanding common stock in the aggregate, which can be automatically increased to an amount greater than 21.0% to the extent that their aggregate ownership exceeds such percentage solely as a result of a repurchase by the company of its common stock). The term "Otto family" refers to the lineal descendants and the surviving former spouse of the late Professor Dr. h.c. Werner Otto. Our charter also contains a "foreign ownership limit." The foreign ownership limit is intended to help us qualify as a "domestically controlled qualified investment entity." The foreign ownership limit contained in our charter prohibits persons from directly or indirectly owning shares of our capital stock to the extent such ownership would cause more than 49.8% of the value of the shares of our capital stock to be owned, directly or indirectly, by Non-U.S. Persons. For this purpose, a "Non-U.S. Person" is generally defined as a person other than a "United States person," as defined in Section 7701(a)(30) of the Code, and it includes a "foreign person" as such term is used in the provision of the Code defining a domestically controlled qualified investment entity, though Treasury Regulations promulgated in 2024 provide for a "look-through" approach with respect to our stock that is held through certain entities. The ownership limits and the foreign ownership limit may prevent or delay a change in control and, as a result, could adversely affect our stockholders' ability to realize a premium for their shares of our common stock.

In addition, certain provisions of the Maryland General Corporation Law ("MGCL"), may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of shares of our common stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including the Maryland business combination and control share provisions.

As permitted by the MGCL, our board of directors adopted a resolution exempting any business combinations between us and any other person or entity from the business combination provisions of the MGCL. Our bylaws provide that this resolution or any other resolution of our board of directors exempting any business combination from the business combination provisions of the MGCL may only be revoked, altered or amended, and our board of directors may only adopt any resolution inconsistent with any such resolution (including an amendment to that bylaw provision), which we refer to as an opt in to the business combination provisions, with the affirmative vote of a majority of the votes cast on the matter by holders of outstanding shares of our common stock. In addition, as permitted by the MGCL, our bylaws contain a provision exempting from the control share acquisition provisions of the MGCL any and all acquisitions by any person of shares of our stock. This bylaw provision may be amended, which we refer to as an opt in to the control share acquisition provisions, only with the affirmative vote of a majority of the votes cast on such an amendment by holders of outstanding shares of our common stock.

Title 3, Subtitle 8 of the MGCL permits our board of directors, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to implement certain takeover defenses, including adopting a classified board or increasing the vote required to remove a director. 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 stockholders with the opportunity to realize a premium over the then current market price.

In addition, the provisions of our charter on the removal of directors and the advance notice provisions of our bylaws, among others, could delay, defer or prevent a transaction or a change of control of our company that might involve a premium price for holders of our common stock or otherwise be in their best interest.

Each item discussed above may delay, deter or prevent a change in control of our company, even if a proposed transaction is at a premium over the then-current market price for our common stock. Further, these provisions may apply in instances where some stockholders consider a transaction beneficial to them. As a result, our stock price may be negatively affected by these provisions.

Conflicts of interest may exist or could arise in the future between the interests of our stockholders and the interests of holders of common units, which may impede business decisions that could benefit our stockholders.

Conflicts of interest may exist or could arise in the future as a result of the relationships between us and our affiliates, on the one hand, and our Operating Partnership or any of its partners, on the other. Our directors and officers have duties to our company under Maryland law in connection with their management of our company. At the same time, we have duties and obligations to our Operating Partnership and its limited partners under Delaware law as modified by the partnership agreement of our Operating Partnership in connection with the management of our Operating Partnership as the sole general partner. The limited partners of our Operating Partnership expressly acknowledge that the general partner of our Operating Partnership acts for the benefit of our Operating Partnership, the limited partners and our stockholders collectively. When deciding whether to cause our Operating Partnership to take or decline to take any actions, the general partner will be under no obligation to give priority to the separate interests of (i) the limited partners of our Operating Partnership (including, without limitation, the tax interests of our limited partners, except as provided in a separate written agreement) or (ii) our stockholders. Nevertheless, the duties and obligations of the general partner of our Operating Partnership may come into conflict with the duties of our directors and officers to our company and our stockholders.

If there are deficiencies in our disclosure controls and procedures or internal control over financial reporting, we may be unable to accurately present our financial statements, which could materially and adversely affect us, including our business, reputation, results of operations, financial condition or liquidity.

As a publicly-traded company, we are required to report our financial statements on a consolidated basis. Effective internal controls are necessary for us to accurately report our financial results. Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate and report on our internal control over financial reporting and have our independent registered public accounting firm issue an opinion with respect to the effectiveness of our internal control over financial reporting. There can be no guarantee that our internal control over financial reporting will be effective in accomplishing all control objectives all of the time. Furthermore, as we grow our business, our internal controls will become more complex, and we may require significantly more resources to ensure our internal controls remain effective. Deficiencies, including any material weakness, in our internal control over financial reporting which may occur in the future could result in misstatements of our results of operations that could require a restatement, failing to meet our public company reporting obligations and causing investors to lose confidence in our reported financial information. These events could materially and adversely affect us, including our business, reputation, results of operations, financial condition or liquidity.

We depend on key personnel, including Albert Behler, our Chairman, Chief Executive Officer and President, and the loss of services of one or more members of our senior management team, or our inability to attract and retain highly qualified personnel, could adversely affect our business.

There is substantial competition for qualified personnel in the real estate industry and the loss of our key personnel could have an adverse effect on us. Our continued success and our ability to manage anticipated future growth depend, in large part, upon the efforts of key personnel, particularly Albert Behler, our Chairman, Chief Executive Officer and President, who has extensive market knowledge and relationships and exercises substantial influence over our acquisition, redevelopment, financing, operational and disposition activity. Among the reasons that Albert Behler is important to our success is that he has a national, regional and local industry reputation that attracts business and investment opportunities and assists us in negotiations with financing sources and industry personnel. If we lose his services, our business and investment opportunities and our relationships with such financing sources and industry personnel could diminish.

Many of our other senior executives also have extensive experience and strong reputations in the real estate industry, which aid us in identifying or attracting investment opportunities and negotiating with sellers of properties. The loss of services of one or more members of our senior management team, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners and industry participants, which could negatively affect our financial condition, results of operations and cash flow.

We face risks associated with security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our IT networks and related systems.

We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems) and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. 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 not to 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 misstated financial reports, violations of loan covenants, missed reporting deadlines and/or missed permitting deadlines;
- result in our inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT;
- result in the loss, theft or misappropriation of our property;
- 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;
- subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements;
- subject us to liability under various U.S. federal and state, and foreign data privacy laws and regulations; 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. Moreover, cyber attacks perpetrated against our tenants, including unauthorized access to the tenant's or their customers' confidential information, could impact our tenants' operations and negatively impact our business.

Our board of directors may change our policies without stockholder approval.

Our policies, including any policies with respect to investments, leverage, financing, growth, debt and capitalization, are determined by our board of directors or those committees or officers to whom our board of directors may delegate such authority. Our board of directors also establishes the amount of any dividends or other distributions that we pay to our stockholders and in September 2024, our board of directors suspended our regular quarterly dividend. Our board of directors or the committees or officers to which such decisions are delegated have the ability to amend or revise these and our other policies at any time without stockholder vote. Accordingly, our stockholders are not entitled to approve changes in our policies, and, while not intending to do so, we may adopt policies that may have an adverse effect on our financial condition and results of operations.

Risks Related to Our Indebtedness and Financing

We have a substantial amount of indebtedness that may limit our financial and operating activities and may adversely affect our ability to incur additional debt to fund future needs.

We have a substantial amount of indebtedness. Payments of principal and interest on borrowings may leave us with insufficient cash resources to operate our properties, fully implement our capital expenditure, acquisition and redevelopment activities, or meet the REIT distribution requirements imposed by the Code. Our level of debt and the limitations imposed on us by our debt agreements could have significant adverse consequences, including the following:

- require us to dedicate a substantial portion of cash flow from operations to the payment of principal, and interest on, indebtedness, thereby reducing the funds available for other purposes;
- make it more difficult for us to borrow additional funds as needed or on favorable terms, which could, among other things, adversely affect our ability to meet operational needs;
- force us to dispose of one or more of our properties, possibly on unfavorable terms (including the possible application of the 100% tax on income from prohibited transactions, discussed below in *"We may be subject to a 100% penalty tax on any prohibited transactions that we enter into, or may be required to forego certain otherwise beneficial opportunities in order to avoid the penalty tax on prohibited transactions")* or in violation of certain covenants to which we may be subject;
- subject us to increased sensitivity to interest rate increases;
- make us more vulnerable to economic downturns, adverse industry conditions or catastrophic external events;
- limit our ability to withstand competitive pressures;
- limit our ability to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;
- reduce our flexibility in planning for or responding to changing business, industry and economic conditions; and/or
- place us at a competitive disadvantage to competitors that have relatively less debt than we have.

If any one of these events were to occur, our financial condition, results of operations, cash flow and trading price of our common stock could be adversely affected. Furthermore, foreclosures could create taxable income without accompanying cash proceeds, which could hinder our ability to meet the REIT distribution requirements imposed by the Code.

We may not have sufficient cash flow to meet the required payments of principal and interest on our debt or to pay distributions on our shares at expected levels.

In the future, our cash flow could be insufficient to meet required payments of principal and interest or to pay distributions on our shares at expected levels. In this regard, we note that in order for us to continue to qualify as a REIT, we are required to make annual distributions generally equal to at least 90% of our taxable income, computed without regard to the dividends paid deduction and excluding net capital gain. In addition, as a REIT, we are subject to U.S. federal income tax to the extent that we distribute less than 100% of our taxable income (including capital gains) and are subject to a 4% nondeductible excise tax on the amount by which our distributions in any calendar year are less than a minimum amount specified by the Code. These requirements and considerations may limit the amount of our cash flow available to meet required principal and interest payments.

If we are unable to make required payments on indebtedness that is secured by a mortgage on our property, the asset may be transferred to the lender with a consequent loss of income and value to us, including adverse tax consequences related to such a transfer.

Our debt agreements include restrictive covenants, requirements to maintain financial ratios and default provisions which could limit our flexibility, our ability to make distributions and require us to repay the indebtedness prior to its maturity.

The mortgages on our properties contain customary negative covenants that, among other things, limit our ability, without the prior consent of the lender, to further mortgage the property and to reduce or change insurance coverage. Additionally, our debt agreements contain customary covenants that, among other things, restrict our ability to incur additional indebtedness and, in certain instances, restrict our ability to engage in material asset sales, mergers, consolidations and acquisitions, and restrict our ability to make capital expenditures. These debt agreements, in some cases, also subject us to guarantor and liquidity covenants and our revolving credit facility will, and other future debt may, require us to maintain various financial ratios. Some of our debt agreements contain certain cash flow sweep requirements and mandatory escrows, and our property mortgages generally require certain mandatory prepayments upon disposition of underlying collateral. Early repayment of certain mortgages may be subject to prepayment penalties.

Variable rate debt is subject to interest rate risk that could increase our interest expense, increase the cost to refinance and increase the cost of issuing new debt.

As of December 31, 2024, $860.0 million of our outstanding consolidated debt bears interest at 277 basis points over the Term secured overnight financing rate ("SOFR"), where SOFR has been capped at 3.5% through August 2025. Additionally, our unsecured revolving credit facility bears interest at 135 basis points over SOFR with adjustments based on the terms of advances, plus a facility fee of 20 basis points. We may also borrow additional money at variable interest rates in the future. Unless we make arrangements that hedge against the risk of elevated interest rates, increases in interest rates would increase our interest expense under these instruments, increase the cost of refinancing these instruments or issuing new debt, and adversely affect cash flow and our ability to service our indebtedness and make distributions to our stockholders, which could adversely affect the market price of our common stock.

We may, in a manner consistent with our qualification as a REIT, seek to manage our exposure to interest rate volatility by using interest rate hedging arrangements that involve risk, such as the risk that counterparties may fail to honor their obligations under these arrangements, and that these arrangements may not be effective in reducing our exposure to interest rate changes. Moreover, there can be no assurance that our hedging arrangements will qualify for hedge accounting or that our hedging activities will have the desired beneficial impact on our results of operations. Should we desire to terminate a hedging agreement, there could be significant costs and cash and other collateral requirements involved to fulfill our obligation under the hedging agreement. Failure to hedge effectively against interest rate changes may adversely affect our results of operations.

Mortgage debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt.

Incurring mortgage and other secured debt obligations increases our risk of property losses because defaults on indebtedness secured by properties may result in foreclosure actions initiated by lenders and ultimately our loss of the property securing any loans for which we are in default. Any foreclosure on a mortgaged property or group of properties could adversely affect the overall value of our portfolio of properties. For tax purposes, a foreclosure of any of our properties that is subject to a nonrecourse mortgage loan would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure, but would not receive any cash proceeds, which could hinder our ability to meet the distribution requirements applicable to REITs under the Code.

Risks Related to Our Common Stock

The market price and trading volume of our common stock may be volatile.

The trading price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include:

- actual or anticipated variations in our quarterly operating results or dividends;
- changes in the estimates of our FFO, NOI or income;
- publication of research reports about us or the real estate industry;
- increases in market interest rates that lead purchasers of our shares to demand a higher yield;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- additions or departures of key management personnel;
- actions by institutional stockholders;
- speculation in the press or investment community;
- the realization of any of the other risk factors presented in this Form 10-K;
- the extent of investor interest in our securities;
- the general reputation of REITs and the attractiveness of our equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;
- our underlying asset value;
- investor confidence in the stock and bond markets, generally;
- changes in tax laws;
- future equity issuances;
- failure to meet income estimates;
- financial performance of our tenants;
- failure to meet and maintain REIT qualifications; and
- general market and economic conditions, including the impact of inflation.

In the past, securities class-action litigation has often been instituted against companies following periods of volatility in the price of their common stock. This type of litigation could result in substantial costs and divert our management's attention and resources, which could have an adverse effect on our financial condition, results of operations, cash flow and trading price of our common stock.

Increases in interest rates may also adversely affect the securities markets generally, which could reduce the market price of our common stock without regard to our operating performance. Any such unfavorable changes to our borrowing costs and stock price could significantly impact our ability to raise new debt and equity capital going forward.

The market value of our common stock may decline due to the large number of our shares eligible for future sale.

The market value of our common stock could decline as a result of sales of a large number of shares of our common stock in the market or upon exchange of common units, or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell shares of our common stock in the future at a time and at a price that we deem appropriate.

As of December 31, 2024, a significant number of our outstanding shares of our common stock are held by our continuing investors and their affiliates who acquired shares through a series of Formation Transactions and concurrent private placements at the time of our initial public offering on November 24, 2014. These shares of common stock are "restricted securities" within the meaning of Rule 144 under the Securities Act and may not be sold in the absence of registration under the Securities Act unless an exemption from registration is available, including the exemptions contained in Rule 144. All of these shares of our common stock are eligible for future sale and certain of such shares held by our continuing investors have registration rights pursuant to registration rights agreements that we have entered into with those investors. In addition, limited partners of our Operating Partnership, other than us, have the right to require our Operating Partnership to redeem part or all of their common units for cash, based upon the value of an equivalent number of shares of our common stock at the time of the election to redeem, or, at our election, shares of our common stock on a one-for-one basis. The related shares of common stock or securities convertible into, exchangeable for, exercisable for, or repayable with common stock will be available for sale or resale, as the case may be, and such sales or resales, or the perception of such sales or resales, could depress the market price for our common stock.

Pursuant to the registration rights agreement we entered into with members of the Otto family and certain affiliated entities receiving shares of our common stock in the Formation Transactions and concurrent private placements, the parties to this agreement have the right to demand that we register the resale and/or facilitate an underwritten offering of their shares; provided that the demand relates to shares having a market value of at least $40.0 million and that such parties may not make more than two such demands in any consecutive 12-month period.

In addition, upon the request of one or more such parties owning at least 1.0% of our total outstanding common stock, we have agreed to file a shelf registration statement registering the offering and sale of such parties' registrable securities on a delayed or continuous basis, or a resale shelf registration statement, and maintain the effectiveness of the resale shelf registration statement for as long as the securities registered thereunder continue to qualify as registrable securities.

In connection with the registration rights agreement we entered into with the continuing investors who received common units in the Formation Transactions, on March 1, 2024, we filed a shelf registration statement with the SEC to register the primary issuance of the shares of our common stock that they may receive in exchange for their common units. We are required to maintain the effectiveness of this shelf registration statement for as long as the securities registered thereunder continue to qualify as registrable securities.

Future issuances of debt securities and equity securities may negatively affect the market price of shares of our common stock and, in the case of equity securities, may be dilutive to existing stockholders. In addition, share repurchases under our share repurchase program could also increase the volatility of the price of our common stock and could diminish our cash reserves.

Our charter provides that we may issue up to 900,000,000 shares of our common stock, $0.01 par value per share, and up to 100,000,000 shares of preferred stock, $0.01 par value per share. Moreover, under Maryland law and our charter, our board of directors has the power to increase the aggregate number of shares of stock or the number of shares of stock of any class or series that we are authorized to issue without stockholder approval. Similarly, the partnership agreement of our Operating Partnership authorizes us to issue an unlimited number of additional common units, which may be exchangeable for shares of our common stock. In addition, share equivalents are available for future issuance under the 2024 Equity Incentive Plan.

In the future, we may issue debt or equity securities or incur other financial obligations, including stock dividends and shares that may be issued in exchange for common units and equity plan shares/units. Upon liquidation, holders of our debt securities and other loans and preferred stock will receive a distribution of our available assets before common stockholders. We are not required to offer any such additional debt or equity securities to existing stockholders on a preemptive basis. Therefore, additional common stock issuances, directly or through convertible or exchangeable securities (including common units and convertible preferred units), warrants or options, will dilute the holdings of our existing common stockholders and such issuances or the perception of such issuances may reduce the market price of shares of our common stock. Any convertible preferred units would have, and any series or class of our preferred stock would likely have a preference on distribution payments, periodically or upon liquidation, which could eliminate or otherwise limit our ability to make distributions to common stockholders.

The existence of our share repurchase program could cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock. Additionally, our share repurchase program could diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. Although our share repurchase program is intended to enhance long-term stockholder value, there is no assurance that it will do so and short-term stock price fluctuations could reduce the program's effectiveness.

Risks Related to Our Status as a REIT

Failure to qualify or to maintain our qualification as a REIT would have significant adverse consequences to the value of our common stock.

We elected to be treated as a REIT commencing with our taxable year ended December 31, 2014. The Code generally requires that a REIT distribute at least 90% of its taxable income (without regard to the dividends paid deduction and excluding net capital gains) to stockholders annually, and a REIT must pay tax at regular corporate rates to the extent that it distributes less than 100% of its taxable income (including capital gains) in a given year. In addition, a REIT is required to pay a 4% nondeductible excise tax on the amount, if any, by which the distributions it makes in a calendar year are less than the sum of 85% of its ordinary income, 95% of its capital gain net income and 100% of its undistributed income from prior years. To avoid entity-level U.S. federal income and excise taxes, we anticipate distributing at least 100% of our taxable income annually.

We believe that we have been and are organized, and have operated and will continue to operate, in a manner that will allow us to qualify as a REIT commencing with our taxable year ended December 31, 2014. However, we cannot assure you that we have been and are organized and have operated or will continue to operate as such. This is because qualification as a REIT involves the application of highly technical and complex provisions of the Code as to which there may only be limited judicial and administrative interpretations and involves the determination of facts and circumstances not entirely within our control. We have not requested and do not intend to request a ruling from the Internal Revenue Service (the "IRS") that we qualify as a REIT. The complexity of the Code provisions and of the applicable Treasury Regulations is greater in the case of a REIT that, like us, acquired certain assets from taxable C corporations in tax-deferred transactions and holds its assets through one or more partnerships. Moreover, in order to qualify as a REIT, we must meet, on an ongoing basis, various tests regarding the nature and diversification of our assets and our income, the ownership of our outstanding stock, the absence of inherited retained earnings from non-REIT periods and the amount of our distributions. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT gross income and quarterly asset requirements also depends upon our ability to manage successfully the composition of our gross income and assets on an ongoing basis. Future legislation, new regulations, administrative interpretations or court decisions may significantly change the tax laws or the application of the tax laws with respect to qualification as a REIT for U.S. federal income tax purposes or the U.S. federal income tax consequences of such qualification. Accordingly, it is possible that we may not meet the requirements for qualification as a REIT.

If, with respect to any taxable year, we fail to maintain our qualification as a REIT, we would not be allowed to deduct distributions to stockholders in computing our taxable income. If we were not entitled to relief under the relevant statutory provisions, we would also be disqualified from treatment as a REIT for the four subsequent taxable years. If we fail to qualify as a REIT, we would be subject to entity-level income tax on our taxable income at regular corporate tax rates. As a result, the amount available for distribution to holders of our common stock would be reduced for the year or years involved, and we would no longer be required to make distributions to our stockholders. In addition, our failure to qualify as a REIT could impair our ability to expand our business and raise capital, and adversely affect the value of our common stock.

We may owe certain taxes notwithstanding our qualification as a REIT.

Even if we qualify as a REIT, we will be subject to certain U.S. federal, state and local taxes on our income and property, including taxes on taxable income that we do not distribute to our stockholders, on net income from certain "prohibited transactions," and on income from certain activities conducted as a result of foreclosure. We may, in certain circumstances, be required to pay an excise or penalty tax (which could be significant in amount) in order to utilize one or more relief provisions under the Code to maintain our qualification as a REIT. In addition, we expect to provide certain services that are not customarily provided by a landlord, hold properties for sale and engage in other activities (such as a portion of our management business) through one or more taxable REIT subsidiaries ("TRSs"), and the income of those TRSs will be subject to U.S. federal and state income tax at regular corporate rates. Furthermore, to the extent that we conduct operations outside of the United States, our operations would subject us to applicable non-U.S. taxes, regardless of our status as a REIT for U.S. federal income tax purposes.

In the event we acquire assets on a tax-deferred basis from C corporations, we would be subject to U.S. federal income tax, sometimes called the "sting tax," at the highest regular corporate tax rate, which is currently 21%, on all or a portion of the gain recognized from a taxable disposition of any such assets occurring within the 5-year period following the acquisition date, to the extent of the asset's built-in gain based on the fair market value of the asset on the acquisition date in excess of our initial tax basis in the asset. Additionally, depending upon the location of the asset acquired on a tax deferred basis there may be additional "sting tax" imposed on a state and local level. Gain from a sale of such an asset occurring after the 5-year period ends will not be subject to this sting tax.

Our Operating Partnership has limited partners that are non-U.S. persons. Such non-U.S. persons are subject to a variety of U.S. withholding taxes. A partnership that fails to remit the full amount of withholding taxes is liable for the amount of the under withholding, as well as interest and potential penalties. Although we believe that we have complied and will comply with the applicable withholding requirements, the determination of the amounts to be withheld is a complex legal determination and depends on provisions of the Code and the applicable Treasury Regulations that have little guidance. Accordingly, we may interpret the applicable law differently from the IRS and the IRS may seek to recover additional withholding taxes from us.

Our property taxes could increase due to property tax rate changes or reassessment, which could impact our cash flow.

Even if we qualify as a REIT for U.S. federal income tax purposes, we are required to pay state and local property taxes on our properties. The property taxes on our properties may increase as property tax rates change or as our properties are assessed or reassessed by taxing authorities. Therefore, the amount of property taxes we pay in the future may increase substantially from what we have paid in the past and such increases may not be covered by tenants pursuant to our lease agreements. If the property taxes we pay increase, our financial condition, results of operations, cash flow, per share trading price of our common stock and our ability to satisfy our principal and interest obligations and to make distributions to our stockholders could be adversely affected.

If our Operating Partnership is treated as a corporation for U.S. federal income tax purposes, we will cease to qualify as a REIT.

We believe our Operating Partnership qualifies and will continue to qualify as a partnership for U.S. federal income tax purposes. Assuming that it qualifies as a partnership for U.S. federal income tax purposes, our Operating Partnership generally will not be subject to U.S. federal income tax on its income. Instead, its partners, including us, generally are required to pay tax on their respective allocable share of our Operating Partnership's income. No assurance can be provided, however, that the IRS will not challenge our Operating Partnership's status as a partnership for U.S. federal income tax purposes, or that a court would not sustain such a challenge. For example, our Operating Partnership would be treated as a corporation for U.S. federal income tax purposes if it were deemed to be a "publicly traded partnership" and less than 90% of its income consisted of "qualified income" under the Code. If the IRS were successful in treating our Operating Partnership as a corporation for U.S. federal income tax purposes, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, therefore, cease to qualify as a REIT, and our Operating Partnership would become subject to U.S. federal, state and local income tax. The payment by our Operating Partnership of income tax would reduce significantly the amount of cash available to our Operating Partnership to satisfy obligations to make principal and interest payments on its debt and to make distribution to its partners, including us.

There are uncertainties relating to our distribution of non-REIT earnings and profits.

To qualify as a REIT, we must not have any non-REIT accumulated earnings and profits, as measured for U.S. federal income tax purposes, at the end of any REIT taxable year. Such non-REIT earnings and profits generally would have included any accumulated earnings and profits of the corporations acquired by us (or whose assets we acquired) in the Formation Transactions. We believe that we have operated, and intend to continue to operate, so that we have not had and will not have any earnings and profits accumulated in a non-REIT year at the end of any taxable year. However, the determination of the amounts of any such non-REIT earnings and profits is a complex factual and legal determination, especially in the case of corporations, such as the corporations acquired in the Formation Transactions that have been in operation for many years. In addition, certain aspects of the computational rules are not completely clear. Thus, we cannot guarantee that the IRS will not assert that we had accumulated non-REIT earnings as of the end of a taxable year. If it is subsequently determined that we had any accumulated non-REIT earnings and profits as of the end of any taxable year, we could fail to qualify as a REIT beginning with the applicable taxable year. Pursuant to Treasury Regulations, however, so long as our failure to comply with the prohibition on non-REIT earnings and profits was not due to fraud with intent to evade tax, we could cure such failure by paying an interest charge on 50% of the amount of accumulated non-REIT earnings and profits and by making a special distribution of accumulated non-REIT earnings and profits. We intend to utilize such cure provisions if ever required to do so. The amount of any such interest charge could be substantial.

Dividends payable by REITs generally do not qualify for reduced tax rates applicable to non-corporate taxpayers.

The maximum U.S. federal income tax rate for certain qualified dividends payable to U.S. stockholders that are individuals, trusts and estates generally is currently 20%. Ordinary dividends payable by REITs, however, are generally not eligible for the reduced rates and therefore are taxable as ordinary income when paid to such stockholders. However, current law provides a deduction of 20% of a non-corporate taxpayer's ordinary REIT dividends, but such deduction is scheduled to expire for taxable years beginning after December 31, 2025. Although the reduced U.S. federal income tax rate applicable to dividend income from regular corporate dividends does not adversely affect the taxation of REITs or dividends paid by REITs, the more favorable rates applicable to regular corporate dividends could cause investors who are individuals, trusts and estates or are otherwise sensitive to these lower rates to perceive investments in REITs to be relatively less attractive than investments in the stock of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our common stock.

Complying with the REIT requirements may cause us to forego otherwise attractive opportunities or liquidate certain of our investments.

To qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. We may be required to make distributions to our stockholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with the REIT requirements may, for instance, hinder our ability to make certain otherwise attractive investments or undertake other activities that might otherwise be beneficial to us and our stockholders, or may require us to borrow or liquidate investments in unfavorable market conditions and, therefore, may hinder our investment performance.

As a REIT, at the end of each calendar quarter, at least 75% of the value of our assets must consist of cash, cash items, government securities, debt instruments issued by a publicly traded REIT and qualified real estate assets. The REIT asset tests further require that with respect to our assets that are not qualifying assets for purposes of this 75% asset test and that are not securities issued by a TRS, we generally cannot hold at the close of any calendar quarter (i) securities representing more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer or (ii) securities of any one issuer that represent more than 5% of the value of our total assets. In addition, securities (other than qualified real estate assets) issued by our TRSs cannot represent more than 20% of the value of our total assets at the close of any calendar quarter. Further, even though debt instruments issued by a publicly traded REIT that are not secured by a mortgage on real property are qualifying assets for purposes of the 75% asset test, no more than 25% of the value of our total assets can be represented by such unsecured debt instruments. After meeting these asset test requirements at the close of a calendar quarter, if we fail to comply with these requirements at the end of any subsequent calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain other statutory relief provisions to avoid losing our REIT qualification. As a result, we may be required to liquidate from our portfolio otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders.

We may be subject to a 100% penalty tax on any prohibited transactions that we enter into, or may be required to forego certain otherwise beneficial opportunities in order to avoid the penalty tax on prohibited transactions.

If we are found to have held, acquired or developed property primarily for sale to customers in the ordinary course of business, we may be subject to a 100% "prohibited transactions" tax under U.S. federal tax laws on the gain from disposition of the property unless the disposition qualifies for one or more safe harbor exceptions for properties that have been held by us for at least two years and satisfy certain additional requirements (or the disposition is made through a TRS and, therefore, the gain is subject to corporate U.S. federal income tax).

Under existing law, whether property is held primarily for sale to customers in the ordinary course of a trade or business is a question of fact that depends on all the facts and circumstances. We intend to hold, and, to the extent within our control, to have any joint venture to which our Operating Partnership is a partner hold, properties for investment with a view to long-term appreciation, to engage in the business of acquiring, owning, operating and developing the properties, and to make sales of our properties and other properties acquired subsequent to the date hereof as are consistent with our investment objectives (and to hold investments that do not meet these criteria through a TRS). Based upon our investment objectives, we believe that overall, our properties (other than certain interests we intend to hold through a TRS) should not be considered property held primarily for sale to customers in the ordinary course of business. However, it may not always be practical for us to comply with one of the safe harbors, and, therefore, we may be subject to the 100% penalty tax on the gain from dispositions of property if we otherwise are deemed to have held the property primarily for sale to customers in the ordinary course of business.

The potential application of the prohibited transactions tax could cause us to forego potential dispositions of property or to forego other opportunities that might otherwise be attractive to us, or to hold investments or undertake such dispositions or other opportunities through a TRS, which would generally result in corporate income taxes being incurred.

REIT distribution requirements could adversely affect our liquidity and adversely affect our ability to execute our business plan.

In order to maintain our qualification as a REIT and to meet the REIT distribution requirements, we may need to modify our business plans. Our cash flow from operations may be insufficient to fund required distributions, for example, as a result of differences in timing between our cash flow, the receipt of income for accounting principles generally accepted in the United States of America ("GAAP") purposes and the recognition of income for U.S. federal income tax purposes, the effect of non-deductible capital expenditures, the effect of limitations on interest and net operating loss deductibility, the creation of reserves, payment of required debt service or amortization payments, or the need to make additional investments in qualifying real estate assets. The insufficiency of our cash flow to cover our distribution requirements could require us to (i) sell assets in adverse market conditions, (ii) borrow on unfavorable terms, (iii) distribute amounts that would otherwise be invested in future acquisitions or capital expenditures or used for the repayment of debt, (iv) pay dividends in the form of "taxable stock dividends" or (v) use cash reserves, in order to comply with the REIT distribution requirements. As a result, compliance with the REIT distribution requirements could adversely affect the market value of our common stock. The inability of our cash flow to cover our distribution requirements could have an adverse impact on our ability to raise short- and long-term debt or sell equity securities. In addition, if we are compelled to liquidate our assets to repay obligations to our lenders or make distributions to our stockholders, we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as property held primarily for sale to customers in the ordinary course of business, and, in certain circumstances, we may be subject to an entity-level sting tax.

Preferred equity and certain debt investments could impact our compliance with REIT income and assets tests.

We have indirectly held certain preferred equity investments in entities treated as partnerships for U.S. federal income tax purposes that directly or indirectly owned real property, and we may acquire (directly or indirectly) additional such investments in the future. In such an event, given such treatment as a partnership interest for U.S. federal income tax purposes (unless the instrument is properly treated as debt for U.S. federal income tax purposes), we will generally be treated as owning an interest in the underlying real estate and other assets of the partnership and will be deemed entitled to its proportionate share of the income of the partnership for U.S. federal income tax purposes. As a result, absent sufficient controls to ensure that the underlying real property is operated in compliance with the REIT rules, preferred equity investments may impact our compliance with the REIT income and asset tests. Moreover, the treatment of interest-like preferred returns in a partnership is not clear under the REIT rules and such returns could be treated as non-qualifying income. In addition, in some cases, the proper characterization of debt-like preferred equity investments as indebtedness or as equity for U.S. federal income tax purposes may be unclear. If the IRS successfully re-characterized a preferred equity investment as unsecured debt for U.S. federal income tax purposes, the investment would be subject to various asset test limitations on unsecured debt and our preferred return would be treated as non-qualifying income for purposes of the 75% gross income test. Accordingly, such a recharacterization could impact our compliance with the REIT income and asset tests and/or cause us to be subject to substantial penalty taxes to cure the resulting violations.

Conversely, we may make investments that we treat as indebtedness for U.S. federal income tax purposes (and the REIT qualification rules) that have certain equity characteristics. If the IRS successfully recharacterized a debt investment in a non-corporate borrower as equity for U.S. federal income tax purposes, we would generally be required to include our share of the gross assets and gross income of the borrower in our REIT asset and income tests as described above. Inclusion of such items could impact our compliance with REIT income and asset tests. Moreover, to the extent a borrower holds its assets as dealer property or inventory, if we are treated as holding equity in such borrower for U.S. federal income tax purposes, our share of gains from sales by the borrower would be subject to the 100% tax on prohibited transactions (except to the extent earned through a TRS). To the extent an investment we treat as a loan to a corporate borrower is recharacterized as equity for U.S. federal income tax purposes, it could also cause us to fail one or more of the asset tests applicable to REITs.

The ability of our board of directors to revoke our REIT qualification without stockholder approval may cause adverse consequences to our stockholders.

Our charter provides that our board of directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If we cease to be a REIT, we will not be allowed a deduction for dividends paid to stockholders in computing our taxable income and will be subject to U.S. federal income tax at regular corporate rates and state and local taxes, which may have adverse consequences on our total return to our stockholders.

Our ability to provide certain services to our tenants may be limited by the REIT rules, or may have to be provided through a TRS.

As a REIT, we generally cannot provide services to our tenants other than those that are customarily provided by landlords, nor can we derive income from a third party that provides such services. If we forego providing such services to our tenants, we may be at a disadvantage to competitors who are not subject to the same restrictions. However, we can provide such non-customary services to tenants or share in the revenue from such services if we do so through a TRS, though income earned through the TRS will be subject to corporate income taxes.

Although our use of TRSs may partially mitigate the impact of meeting certain requirements necessary to maintain our qualification as a REIT, there are limits on our ability to own and enter into transactions with TRSs, and a failure to comply with the limits would jeopardize our REIT qualification and may result in the application of a 100% excise tax.

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT. For a TRS election with respect to a subsidiary to be valid, both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. However, a corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20% of the value of a REIT's assets may consist of securities of one or more TRSs. Rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are treated as not being conducted on an arm's-length basis.

Any company treated as our TRS under the Code for U.S. federal income tax purposes and any other TRSs that we form will pay U.S. federal, state and local income tax on their taxable income, and their after-tax net income will be available for distribution to us but is not required to be distributed to us unless necessary to maintain our REIT qualification. Although we will monitor the aggregate value of the securities of such TRSs and intend to conduct our affairs so that such securities will represent less than 20% of the value of our total assets, there can be no assurance that we will be able to comply with the TRS limitation in all market conditions.

The partnership audit rules may alter who bears the liability in the event any subsidiary partnership (such as our Operating Partnership) is audited and an adjustment is assessed.

In the case of an audit of a partnership, the partnership itself may be liable for a hypothetical increase in partner-level taxes (including interest and penalties) resulting from an adjustment of partnership tax items on audit, regardless of changes in the composition of the partners (or their relative ownership) between the year under audit and the year of the adjustment. Thus, for example, an audit assessment attributable to former partners of the Operating Partnership could be shifted to the partners in the year of adjustment. The partnership audit rules also include, among other procedures, an elective alternative method under which the additional taxes resulting from the adjustment are assessed from the affected partners (often referred to as a "push-out election"), subject to a higher rate of interest than otherwise would apply. When a push-out election causes a partner that is itself a partnership to be assessed with its share of such additional taxes from the adjustment, such partnership may cause such additional taxes to be pushed out to its own partners. In addition, Treasury Regulations provide that a partnership may be able to request a modification of an adjustment that is based on deficiency dividends distributed by a partner that is a REIT. It is possible that these partnership audit rules could increase the U.S. federal income tax, interest, and/or penalties otherwise borne by us in the event of a U.S. federal income tax audit of a subsidiary partnership (such as our Operating Partnership).

Tax legislation or regulatory action could adversely affect us or our investors.

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 U.S. Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect our stockholders or us. In recent years, many such changes have been made, including a number of provisions of the Code that affect the taxation of REITs and their stockholders, and changes are likely to continue to occur in the future. 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 stockholders', tax liability or require changes in the manner in which we operate in order to minimize increases 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. 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 our financial condition, the results of operations and the amount of cash available for the payment of dividends. Stockholders are urged to consult with their tax advisors with respect to the impact that legislation may have on their investment and the status of legislative, regulatory or administrative developments and proposals and their potential effect on their investment in our shares.

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

Governance Related to Cybersecurity Risks

Our board of directors is responsible for overseeing the Company's risk management process. Our board of directors focuses on our general risk management strategy and the most significant risks facing the Company, and works to ensure that appropriate risk mitigation strategies are implemented by management. Our board of directors also is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters.

Our board of directors has delegated oversight of the Company's risk management process to the Audit Committee of our board of directors (the "Audit Committee"). Among its duties, the Audit Committee reviews with management the Company's policies with respect to risk assessment and management of risks that may be material to us, including cybersecurity risk management. The Audit Committee receives, at a minimum, quarterly reports about legal and compliance matters, which can include reporting on cybersecurity incidents occurring or threats that have been thwarted or are being monitored during the prior period, as reported internally by the Chief Information Technology Officer ("CITO").

The CITO, who has served in this role for over nine years, regularly reports cybersecurity updates to our Chief Operating Officer who, in his dual role as Chief Financial Officer, is our primary liaison with the Audit Committee. To inform about these updates and help guide cybersecurity related activities across our organization, the CITO has assembled a cybersecurity focus group and steering committee that meets on a quarterly basis and is made up of experienced representatives from various of our cybersecurity risk management consultants, external network security experts and cloud storage providers. These meetings are chaired by the CITO and include discussion of our cybersecurity needs, taking into account the latest industry trends.

On an annual basis, the CITO presents to the Audit Committee a detailed overview of our IT department's operations, including staffing and risks inherent in this functional area in order to apprise the Audit Committee, among other things, of our cybersecurity risks, how they arise throughout our business and what management's mitigation strategies are. The Audit Committee periodically engages third-party specialists to perform maturity assessments of our cybersecurity program. The Audit Committee reports on these matters to our board of directors as needed. In addition, the CITO periodically presents directly to our board of directors on our cybersecurity program.

Cyber Risk Management and Strategy

We face risks associated with security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our IT networks and related systems. Although such risks have not materially affected us, including our business strategy, results of operations or financial condition, to date, we have, from time to time, experienced threats to and security incidents related to our data and systems. For more information about the cybersecurity risks we face, see Item 1A, *Risk Factors*. To help manage these risks, we have implemented and maintain a cybersecurity risk management program that includes processes for the identification, assessment, and treatment of cybersecurity risks. These assessments are aligned with industry standards and leading practices, and provide a comparison based on practices at comparable organizations and recommendations for management to consider.

In addition to these external assessments, compliance readiness is assessed at a minimum annually by our CITO, in the form of penetration testing and vulnerability assessments. This program extends to a review of the cybersecurity measures in place at the properties that we own as well as our corporate headquarters, and selected senior managers also have participated in a tabletop exercise curated by our external security consultant to test and improve our incident response planning. We also maintain processes around third-party vendor risk management, such as the submission of vendor questionnaires to critical vendors and the inclusion of contractual security requirements as appropriate.

ITEM 2. PROPERTIES

Portfolio Summary

As of December 31, 2024, we owned and/or managed a portfolio of 18 properties aggregating 13.8 million square feet comprised of:

- Eight wholly and partially owned Class A properties aggregating 8.7 million square feet in New York, comprised of 8.2 million square feet of office space and 0.5 million square feet of retail and theater space;
- Six wholly and partially owned Class A properties aggregating 4.3 million square feet in San Francisco, comprised of 4.1 million square feet of office space and 0.2 million square feet of retail space; and
- Four managed properties aggregating 0.8 million square feet in New York and Washington, D.C.

The table below provides additional details about our owned properties comprised of 14 Class A properties aggregating 13.0 million square feet as of December 31, 2024.

(Amounts in thousands, except square feet and per square foot amounts)

Property	Paramount Ownership	Number of Buildings	% Leased[1]	% Occupied[2]	Annualized Rent [3] Amount	Annualized Rent [3] Per Square Foot [4]	Square Feet In Service	Square Feet Out of Service	Square Feet Total
New York:									
1633 Broadway	90.0 %	1	92.6 %	92.4 %	$ 190,307	$ 84.90	2,530,987	-	2,530,987
1301 Avenue of the Americas	100.0 %	1	85.9 %	81.5 %	122,868	88.34	1,749,363	-	1,749,363
1325 Avenue of the Americas	100.0 %	1	94.5 %	85.6 %	47,299	68.64	824,381	-	824,381
31 West 52nd Street	100.0 %	1	66.6 %	66.6 %	50,676	94.40	773,112	-	773,112
900 Third Avenue [5]	100.0 %	1	68.9 %	68.9 %	29,548	72.65	591,276	-	591,276
712 Fifth Avenue	50.0 %	1	74.9 %	72.5 %	52,795	138.03	527,388	-	527,388
1600 Broadway	9.2 %	1	100.0 %	100.0 %	10,929	324.53	25,693	-	25,693
60 Wall Street [6]	5.0 %	1	N/A	N/A	N/A	N/A	-	1,643,651	1,643,651
Subtotal / Weighted Average		8	85.0 %	82.6 %	$ 504,422	$ 88.54	7,022,200	1,643,651	8,665,851
Paramount's Ownership Interest		8	85.0 %	82.6 %	$ 449,072	$ 85.75	6,482,104	82,347	6,564,451
San Francisco:									
One Market Plaza	49.0 %	2	90.1 %	89.6 %	163,657	112.55	1,608,499	-	1,608,499
300 Mission Street	31.1 %	1	81.4 %	81.4 %	52,784	99.15	654,009	-	654,009
One Front Street	100.0 %	1	76.3 %	76.3 %	45,344	92.16	645,281	-	645,281
55 Second Street	44.1 %	1	85.7 %	85.7 %	28,062	86.66	377,417	-	377,417
Market Center [7]	67.0 %	2	45.4 %	44.6 %	28,822	85.86	750,372	-	750,372
111 Sutter Street [7]	49.0 %	1	50.9 %	50.9 %	12,356	88.47	276,258	-	276,258
Subtotal / Weighted Average		8	76.0 %	75.7 %	$ 331,025	$ 100.94	4,311,836	-	4,311,836
Paramount's Ownership Interest		8	74.0 %	73.7 %	$ 179,692	$ 99.43	2,441,399	-	2,441,399
Total / Weighted Average		**16**	**81.6 %**	**80.0 %**	**$ 835,447**	**$ 93.15**	**11,334,036**	**1,643,651**	**12,977,687**
Paramount's Ownership Interest		**16**	**82.0 %**	**80.1 %**	**$ 628,764**	**$ 89.32**	**8,923,503**	**82,347**	**9,005,850**

(1) Represents the percentage of square feet that is leased, including signed leases not yet commenced.
(2) Represents the percentage of space for which we have commenced rental revenue in accordance with GAAP.
(3) Amounts represent the end of the period monthly base rent plus escalations in accordance with the lease terms, multiplied by 12.
(4) Represents office and retail space only.
(5) We sold a 45.0% equity interest in 900 Third Avenue on January 17, 2025.
(6) This property is "out-of-service" for redevelopment.
(7) These assets have been designated as "non-core".

Tenant Diversification

As of December 31, 2024, our properties were leased to a diverse base of tenants. Our tenants represent a broad array of industries, including legal services, technology and media, financial services, insurance and other professional services. The following table sets forth information regarding the ten largest tenants in our portfolio based on annualized rent as of December 31, 2024.

(Amounts in thousands, except square feet and per square feet amounts)

Tenant	Lease Expiration	Total Square Feet Occupied (2)	Our Share of: Total Square Feet Occupied (2)	Our Share of: Annualized Rent (1) Amount	Our Share of: Annualized Rent (1) Per Square Foot (2)	Our Share of: % of Annualized Rent
JPMorgan Chase	Jun-2025	219,180	219,180	$ 18,990	$ 86.30	3.0 %
	Jun-2027	18,148	18,148	1,678	92.46	0.3 %
	Dec-2029	81,525	81,525	8,606	105.56	1.3 %
	Dec-2030	25,157	25,157	2,451	96.87	0.4 %
		344,010	344,010	31,725	91.96	5.0 %
Norton Rose Fulbright	Mar-2032	111,589	111,589	10,317	92.46	1.7 %
	Sep-2034	179,286	179,286	19,115	102.19	3.0 %
		290,875	290,875	29,432	98.46	4.7 %
Allianz	Jan-2031	320,911	288,823	29,274	101.36	4.7 %
Wilson Sonsini	Aug-2025	61,048	61,048	6,320	103.53	1.0 %
	Oct-2032	84,224	41,270	5,009	121.37	0.8 %
	Mar-2041	132,207	132,207	10,709	81.00	1.7 %
		277,479	234,525	22,038	93.97	3.5 %
Morgan Stanley	Mar-2032	260,829	234,749	20,528	87.45	3.3 %
Warner Music Group	Jul-2029	288,250	259,428	20,352	77.42	3.2 %
Showtime Networks	Jan-2026	253,196	227,879	17,877	76.73	2.8 %
Google	Apr-2025	339,833	166,518	16,647	99.53	2.6 %
O'Melveny & Myers	Feb-2040	160,708 (3)	160,708 (3)	12,908	80.00	2.1 %
Credit Agricole	Apr-2035	159,308	159,308	12,181	75.06	1.9 %

(1) Represents the end of the period monthly base rent plus escalations in accordance with the lease terms, multiplied by 12.
(2) Represents office and retail space only.
(3) Excludes 38,014 square feet that is leased through February 2040 but is not currently occupied.

Industry Diversification

The following table sets forth information relating to tenant diversification by industry in our portfolio based on annualized rent as of December 31, 2024.

(Amounts in thousands, except square feet)

Industry	Our Share of: Square Feet Occupied	Our Share of: % of Occupied Square Feet	Our Share of: Annualized Rent (1)	Our Share of: % of Annualized Rent
Legal Services	1,622,488	22.7 %	$ 144,926	23.0 %
Technology and Media	1,415,545	19.8 %	122,978	19.6 %
Financial Services - Commercial and Investment Banking	1,233,184	17.2 %	107,528	17.1 %
Financial Services, all others	1,090,572	15.3 %	106,413	16.9 %
Insurance	400,965	5.6 %	39,687	6.3 %
Retail	161,019	2.3 %	18,555	3.0 %
Travel and Leisure	187,429	2.6 %	12,860	2.0 %
Other Professional Services	117,590	1.6 %	10,750	1.7 %
Consumer Products	121,732	1.7 %	10,477	1.7 %
Other	800,567	11.2 %	54,590	8.7 %

(1) Represents the end of the period monthly base rent plus escalations in accordance with the lease terms, multiplied by 12.

Lease Expirations

The following table sets forth a summary schedule of lease expirations for leases in place as of December 31, 2024 for each of the five calendar years and thereafter beginning with the year ending December 31, 2025. The information set forth in the table assumes that tenants exercise no renewal options and no early termination rights.

(Amounts in thousands, except square feet)

Year of Lease Expiration [2]	Total Square Feet of Expiring Leases	Our Share of			
		Square Feet of Expiring Leases	Annualized Rent [1] Amount	Annualized Rent [1] Per Square Foot [3]	% of Annualized Rent
Month to Month	7,065	5,247	$ 637	$ 117.49	0.1 %
2025	1,243,923	863,453	80,685	93.38	12.6 %
2026	1,514,975	1,015,013	91,693	87.93	14.3 %
2027	344,183	264,404	24,660	92.95	3.9 %
2028	411,395	309,240	25,810	83.47	4.0 %
2029	587,671	497,105	41,056	86.74	6.4 %
Thereafter	5,137,427	4,366,077	376,640	88.83	58.7 %

(1) Represents the end of the period monthly base rent plus escalations in accordance with the lease terms, multiplied by 12.
(2) Leases that expire on the last day of the quarter are treated as occupied and are reflected as expiring space in the following quarter.
(3) Represents office and retail space only.

Our portfolio contains a number of large buildings in select central business district submarkets, which often involve large users occupying multiple floors for relatively long terms. Accordingly, the renewal of one or more large leases may have a material positive or negative impact on average base rent, tenant improvement and leasing commission costs in a given period. Tenant improvement costs include expenditures for general improvements related to a new tenant. Leasing commission costs are similarly subject to significant fluctuations depending upon the anticipated revenue to be received under the leases and the length of leases being signed. Our ability to re-lease space subject to expiring leases will impact our results of operations and is affected by economic and competitive conditions in our markets and by the desirability of our individual properties.

As of December 31, 2024, the vacancy rate of our portfolio (at our share) was 18.0%. During 2025, 868,700 square feet (at our share and including month to month leases), or about 9.7% of the square footage of our portfolio (at our share) is scheduled to expire, which represents approximately 12.7% of our annualized rents.

Real Estate Related Fund Investments

We have an investment management business, where we serve as the general partner of several real estate related funds for institutional investors and high net-worth individuals. The following is a summary of our ownership in these funds.

We are the general partner and investment manager of Paramount Group Real Estate Fund VIII, LP ("Fund VIII") and Paramount Group Real Estate Fund X, LP ("Fund X") and its parallel fund, Paramount Group Real Estate Fund X-ECI, LP, ("Fund X-ECI"), which invest in real estate and related investments. As of December 31, 2024, our ownership interest in Fund VIII and Fund X was approximately 1.3% and 13.0%, respectively.

We are also the general partner of the Residential Development Fund ("RDF"). RDF owns a 35.0% interest in One Steuart Lane, a for-sale residential condominium project, in San Francisco, California. As of December 31, 2024, our ownership interest in RDF was approximately 7.4%.

Other

Oder-Center, Germany

We own a 9.5% interest in a joint venture that owns Oder-Center, a shopping center located in Brandenburg, Germany.

745 Fifth Avenue

We own a 1.0% interest in 745 Fifth Avenue, a 35-story 535,314 square foot art deco style building located on the corner of 58th Street and Fifth Avenue, in New York, New York.

718 Fifth Avenue - Put Right

We manage 718 Fifth Avenue, a five-story building containing 19,050 square feet of prime retail space that is located on the southwest corner of 56th Street and Fifth Avenue, in New York, New York. Prior to the Formation Transactions, an affiliate of our predecessor owned a 25.0% interest in 718 Fifth Avenue (based on its 50.0% interest in a joint venture that held a 50.0% tenancy-in-common interest in the property). Prior to the completion of the Formation Transactions, this interest was sold to its partner in the 718 Fifth Avenue joint venture, who is also our joint venture partner in 712 Fifth Avenue, New York, New York. In connection with this sale, we granted our joint venture partner a put right, pursuant to which the 712 Fifth Avenue joint venture would be required to purchase the entire direct or indirect interests then held by our joint venture partner or its affiliates in 718 Fifth Avenue at a purchase price equal to the fair market value of such interests. The put right may be exercised at any time with the actual purchase occurring no earlier than 12 months after written notice is provided. If the put right is exercised and the 712 Fifth Avenue joint venture acquires the 50.0% tenancy-in-common interest in the property held by our joint venture partner, we will own a 25.0% interest in 718 Fifth Avenue based on the current ownership interests.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are a party to various claims and routine litigation arising in the ordinary course of business. As of December 31, 2024, we do not believe that the results of any such claims or litigation, individually or in the aggregate, will have a material adverse effect on our business, 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

Our common stock is listed on the New York Stock Exchange (“NYSE”) under the symbol PGRE.

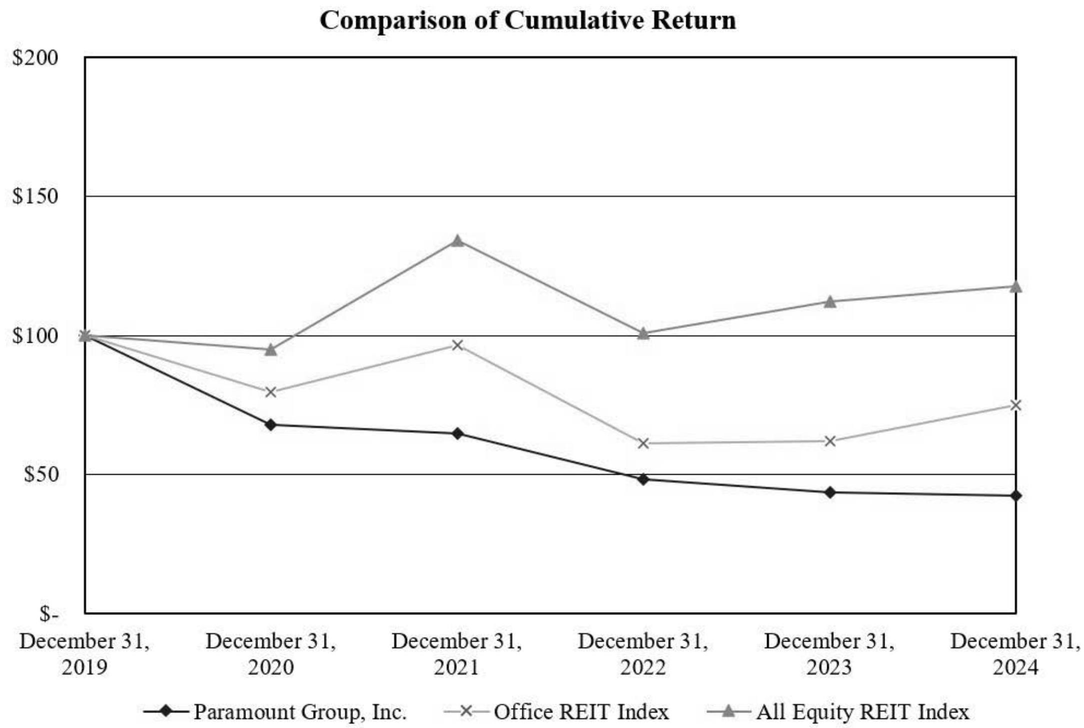
As of December 31, 2024, there were approximately 81 registered holders of record of our common stock. This figure does not reflect the beneficial ownership of shares of our common stock held in nominee or “street” name.

Dividends

In order to maintain our qualification as a REIT under the Code, we must distribute at least 90% of our taxable income to shareholders (without regard to the deduction for dividends paid and excluding net capital gains). During 2024, we paid three regular quarterly dividends aggregating $0.1050 per share of common stock, which we believe is sufficient to meet our annual REIT distribution requirement, and accordingly, in September 2024, we suspended our regular quarterly dividend. The decision by our board of directors to suspend our regular quarterly dividend aligns with our commitment to fortify our balance sheet and maintain financial flexibility. The timing and frequency of future dividends will be authorized by our board of directors, in its sole discretion, depending on a variety of factors, including our financial performance, our debt service requirements, our capital expenditure requirements, the requirements to maintain our qualification as a REIT and other factors that our board of directors may deem relevant from time to time. See Item 1A, *Risk Factors*, and Item 7, *Management's Discussion and Analysis of Financial Conditions and Results of Operations*, of this Annual Report on Form 10-K, for information regarding the sources of funds used for dividends and for a discussion of factors, if any, which may affect our ability to make distributions to our shareholders.

Performance Graph

The following graph is a comparison of the cumulative return of our common stock, the MSCI US REIT/Office REIT Index (the "Office REIT Index") and the National Association of Real Estate Investment Trusts ("Nareit") All Equity REIT Index (the "All Equity REIT Index"). The graph assumes that $100 was invested on December 31, 2019 in our common stock, the Office REIT Index and the All Equity REIT Index and that all dividends were reinvested without the payment of any commissions. There can be no assurance that the performance of our stock will continue in line with the same or similar trends depicted in the graph below.



	December 31,					
	2019	2020	2021	2022	2023	2024
Paramount Group, Inc.	$ 100.00	$ 68.02	$ 64.65	$ 48.08	$ 43.54	$ 42.25
Office REIT Index	100.00	79.69	96.52	61.36	61.79	74.75
All Equity REIT Index	100.00	94.88	134.06	100.62	112.04	117.56

Recent Sales of Unregistered Securities

None.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table summarizes certain information about our equity compensation plans as of December 31, 2024.

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 first column of this table)
Equity compensation plans approved by stockholders	36,187,446 [(1)]	$ 7.00 [(2)]	13,949,540
Equity compensation plans not approved by stockholders	-	-	-
Total	**36,187,446**	**$ 7.00**	**13,949,540**

(1) Consists of (i) 966,693 shares of common stock issuable upon the exercise of outstanding options granted pursuant to our 2024 Equity Incentive Plan (the "Plan"), (ii) 16,956,285 shares of common stock issuable in exchange for common units issued or which may, upon the satisfaction of certain conditions, be issuable pursuant to long-term incentive plan units of our Operating Partnership ("LTIP units") that were previously granted pursuant to the Plan, (iii) 7,327,185 shares of common stock issuable in exchange for common units which may be issuable upon the exercise of outstanding Appreciation Only LTIP units of our Operating Partnership ("AOLTIPs") granted pursuant to the Plan, (iv) 7,518,519 shares of common stock issuable in exchange for common units which may be issuable upon the exercise of Performance-Based AOLTIP units granted pursuant to the Plan and (v) 3,418,764 shares of common stock issuable in exchange for common units issued, pursuant to LTIP units that were previously granted outside of the Plan in connection with our initial public offering. 4,379,160 LTIP units of the 16,956,285 LTIP units and the 7,518,519 Performance-Based AOLTIP units remain subject to the achievement of the requisite Performance-Based vesting criteria.

(2) Represents the weighted average exercise price of outstanding options, AOLTIP units, and Performance-Based AOLTIP units. The outstanding LTIP units and the common units into which they were converted or are convertible into do not have an exercise price and accordingly, are not included in the weighted-average exercise price calculation.

Recent Purchases of Equity Securities

Stock Repurchase Program

We currently have $15,000,000 of capacity under a $200,000,000 stock repurchase program which was approved by our board of directors in November 2019, and allows us to repurchase shares of our common stock from time to time, in the open market or in privately negotiated transactions. We did not repurchase any shares in the three months and year ended December 31, 2024. The amount and timing of repurchases, if any, will depend on a number of factors, including, the price and availability of our shares, trading volume, general market conditions and available funding. The stock repurchase program may be suspended or discontinued at any time.

ITEM 6. RESERVED

Not applicable.

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

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements, including the related notes included therein.

Overview

We are a fully-integrated real estate investment trust ("REIT") focused on owning, operating, managing, acquiring and redeveloping high-quality, Class A office properties in select central business district ("CBD") submarkets of New York City and San Francisco. We conduct our business through, and substantially all of our interests in properties and investments are held by, the Paramount Group Operating Partnership LP, a Delaware limited partnership (the "Operating Partnership"). We are the sole general partner of, and owned approximately 91.6% of, the Operating Partnership as of December 31, 2024.

Objectives and Strategy

Our primary business objective is to enhance stockholder value by increasing cash flow from operations. The strategies we intend to execute to achieve this objective include:

- Leasing vacant and expiring space, at market rents;
- Maintaining a disciplined acquisition strategy focused on owning and operating Class A office properties in select CBD submarkets of New York City and San Francisco;
- Redeveloping and repositioning properties to increase returns; and
- Proactively managing our portfolio to increase occupancy and rental rates.

Critical Accounting Estimates

Our consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). The preparation of financial statements in conformity with GAAP requires 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. Some of these estimates and assumptions made in accordance with GAAP involve a significant level of uncertainty or subjectivity which may cause actual results to differ materially from those estimates.

The following is a summary of our accounting policies and estimates that we consider to be most critical to our financial statements.

Acquisition of Real Estate

Upon the acquisition of real estate, we assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles, such as acquired above-market leases and acquired in-place leases) and acquired liabilities (such as acquired below-market leases) and allocate the purchase price based on these assessments. 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 record acquired intangible assets (including acquired above-market leases and acquired in-place leases) and acquired intangible liabilities (including below-market leases) at their estimated fair value.

Real Estate Impairment

Our properties, including any related intangible assets, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment analyses are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. 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. Estimates of fair value are determined using discounted cash flow models, which consider, among other things, anticipated holding periods, current market conditions and utilize unobservable quantitative inputs, including appropriate capitalization and discount rates. If our estimates of the projected future cash flows, anticipated holding periods, or market conditions change, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

Business Overview

Dispositions

900 Third Avenue

On January 17, 2025, we sold a 45.0% equity interest in 900 Third Avenue, a 600,000 square foot Class A office building located in New York, at a gross asset valuation of $210,000,000, and retained net proceeds of approximately $94,000,000, of which $9,450,000 was received in the fourth quarter and the balance was received at closing.

Financings

One Market Plaza

On February 1, 2024, we, together with our joint venture partner, modified and extended the existing non-recourse mortgage loan at One Market Plaza, a 1.6 million square-foot two-building trophy asset in San Francisco, California. The existing $975,000,000 loan, which bore interest at a fixed rate of 4.03%, was scheduled to mature on February 6, 2024. In connection with the modification, the loan balance was reduced to $850,000,000, following a $125,000,000 paydown by the joint venture, of which our 49.0% share was $61,250,000. The modified loan bears interest at a fixed rate of 4.08%, matures in February 2027 and has an option to extend for an additional year, subject to certain conditions.

Unconsolidated Joint Ventures

On March 29, 2024, the joint venture that owns 60 Wall Street, in which we have a 5.0% ownership interest, modified the existing $575,000,000 non-recourse mortgage loan and extended the maturity to May 2029. In connection with the modification, the loan was split into (i) a $316,250,000 A-Note that bears interest at Term Secured Overnight Financing Rate ("SOFR") plus 245 basis points, of which 4.0% is current pay and the remaining is accrued, and (ii) a $258,750,000 B-Note that accrues interest at 12.0%. The joint venture is redeveloping the property and all amounts funded by the joint venture will be senior to the B-Note and all accrued interest.

On April 30, 2024, the joint venture that owns 111 Sutter Street, in which we have a 49.0% ownership interest, modified the existing $164,775,000 non-recourse mortgage loan to extend the maturity date to December 2025. The loan bears interest at a rate of SOFR plus 215 basis points and all interest shortfalls will continue to accrue to the principal balance of the loan.

In August 2024, the joint venture that owns Market Center, in which we have a 67.0% ownership interest, ceased making debt service payments on the non-recourse mortgage loan due to insufficient property cash flows. In January 2025, the joint venture defaulted on the $416,544,000 mortgage loan, as it was not repaid at maturity. The joint venture is currently working with the lenders to sell the property.

Revolving Credit Facility

On January 17, 2025, we entered into a consent agreement with the lenders of our revolving credit facility to permit the disposition of a 45.0% equity interest in 900 Third Avenue. In connection therewith, we reduced the aggregate commitments under the credit facility to $450,000,000 and modified our credit facility to, among other things, (i) reduce the aggregate unencumbered asset value of all unencumbered eligible properties from $900,000,000 to $500,000,000, (ii) increase the secured leverage ratio as of the last day of any relevant fiscal quarter from 50% to 60%, and (iii) limit borrowings under the credit facility to $200,000,000 through June 30, 2025.

Transfer Tax Assessments

During 2017, the New York City Department of Finance ("NYCDOF") issued Notices of Determination ("Notices") assessing additional transfer taxes (including interest and penalties) in connection with the transfer of interests in certain properties during our 2014 initial public offering ("IPO"). We disagreed with the assessment and strongly contested the Notices. While we estimated that the range of loss from these Notices could have been between $0 and $62,500,000, we concluded, after consultation with legal counsel, that it was not possible to predict any estimate within that range and as such we did not accrue any liability in our consolidated financial statements for potential losses that may arise relating to such Notices. In February 2024, the NYCDOF completed its assessment and concluded that no additional taxes were due.

Stock Repurchase Program

We currently have $15,000,000 of capacity under a $200,000,000 stock repurchase program which was approved by our board of directors in November 2019, and allows us to repurchase shares of our common stock from time to time, in the open market or in privately negotiated transactions. We did not repurchase any shares in the year ended December 31, 2024. The amount and timing of repurchases, if any, will depend on a number of factors, including, the price and availability of our shares, trading volume, general market conditions and available funding. The stock repurchase program may be suspended or discontinued at any time.

Leasing Results – Year Ended December 31, 2024

The following table presents the details on the leases signed during the year ended December 31, 2024. It is not intended to coincide with the commencement of rental revenue in accordance with GAAP. The leasing statistics, except for square feet leased, represent office space only.

Year Ended December 31, 2024	Total	New York	San Francisco
Total square feet leased	**763,449** [(1)]	**424,723**	**338,726** [(1)]
Pro rata share of square feet leased:	**519,961**	**377,136**	**142,825**
Initial rent [(2)]	$ 76.50	$ 74.23	$ 82.48
Weighted average lease term (in years)	8.6	10.6	3.5
Tenant improvements and leasing commissions:			
Per square foot	$ 102.61	$ 128.04	$ 35.45
Per square foot per annum	$ 11.90	$ 12.10	$ 10.26
Percentage of initial rent	15.6 %	16.3 %	12.4%
Rent concessions:			
Average free rent period (in months)	7.1	8.8	2.5
Average free rent period per annum (in months)	0.8	0.8	0.7
Second generation space: [(3)]			
Square feet	365,978	223,153	142,825
Cash basis:			
Initial rent [(2)]	$ 76.59	$ 72.82	$ 82.48
Prior escalated rent [(4)]	$ 81.90	$ 78.21	$ 87.66
Percentage decrease	(6.5%)	(6.9%)	(5.9%)
GAAP basis:			
Straight-line rent	$ 74.33	$ 69.78	$ 81.45
Prior straight-line rent	$ 80.98	$ 75.82	$ 89.04
Percentage decrease	(8.2%)	(8.0%)	(8.5%)

(1) Includes an aggregate of 98,685 square feet leased at Market Center and 111 Sutter Street, which have been designated as “non-core” assets and accordingly excluded from the statistics presented in the table below.

(2) Represents the weighted average cash basis starting rent per square foot and does not include free rent or periodic step-ups in rent.

(3) Represents space leased in the current period (i) that has been vacant for less than twelve months, or (ii) that has been leased ahead of its originally scheduled expiration.

(4) Represents the weighted average cash basis rents (including reimbursements) per square foot at expiration.

The following table presents same store leased occupancy as of the dates set forth below.

Same Store Leased Occupancy [(1)]	Total	New York	San Francisco
As of December 31, 2024	84.8 %	85.0 %	83.8 %
As of December 31, 2023	90.1 %	90.2 %	89.8 %

(1) Represents percentage of square feet that is leased, including signed leases not yet commenced, for properties in our same store portfolio. Our same store portfolio excludes 60 Wall Street in New York, and Market Center and 111 Sutter Street in San Francisco.

Leasing Results – Year Ended December 31, 2024

In the year ended December 31, 2024, we leased 763,449 square feet, of which 664,764 was leased in our same store portfolio. Of the 664,764 square feet leased, our share was 519,961 square feet that was leased at a weighted average initial rent of $76.50 per square foot. This leasing activity, offset by lease expirations during the year, decreased same store leased occupancy by 530 basis points to 84.8% at December 31, 2024 from 90.1% at December 31, 2023. The decrease in same store leased occupancy was driven primarily by the scheduled expiration of Clifford Chance's lease in June 2024 at 31 West 52nd Street in our New York portfolio.

Of the 763,449 square feet leased in the year, 365,978 square feet represented our share of second generation space for which rental rates decreased by 6.5% on a cash basis and 8.2% on a GAAP basis. The weighted average lease term for leases signed during the year was 8.6 years and weighted average tenant improvements and leasing commissions on these leases were $11.90 per square foot per annum, or 15.6% of initial rent.

New York

In the year ended December 31, 2024, we leased 424,723 square feet in our New York portfolio, of which our share was 377,136 square feet that was leased at a weighted average initial rent of $74.23 per square foot. This leasing activity, offset by lease expirations in the year, decreased same store leased occupancy by 520 basis points to 85.0% at December 31, 2024 from 90.2% at December 31, 2023. The decrease in same store leased occupancy was driven primarily by the scheduled expiration of Clifford Chance's lease in June 2024 at 31 West 52nd Street.

Of the 424,723 square feet leased in the year, 223,153 square feet represented our share of second generation space for which rental rates decreased by 6.9% on a cash basis and 8.0% on a GAAP basis. The weighted average lease term for leases signed during the year was 10.6 years and weighted average tenant improvements and leasing commissions on these leases were $12.10 per square foot per annum, or 16.3% of initial rent.

San Francisco

In the year ended December 31, 2024, we leased 338,726 square feet in our San Francisco portfolio, of which 240,041 square feet was leased in our same store portfolio. Of the 240,041 square feet leased, our share was 142,825 square feet that was leased at a weighted average initial rent of $82.48 per square foot. This leasing activity, offset by lease expirations in the year, decreased same store leased occupancy by 600 basis points to 83.8% at December 31, 2024 from 89.8% at December 31, 2023.

Of the 338,726 square feet leased in the year, 142,825 square feet represented our share of second generation space for which rental rates decreased by 5.9% on a cash basis and 8.5% on a GAAP basis. The weighted average lease term for leases signed during the year was 3.5 years and weighted average tenant improvements and leasing commissions on these leases were $10.26 per square foot per annum, or 12.4% of initial rent.

Financial Results – Years Ended December 31, 2024 and 2023

Net Income, FFO and Core FFO

Net loss attributable to common stockholders was $46,288,000, or $0.21 per diluted share, for the year ended December 31, 2024, compared to $259,744,000, or $1.20 per diluted share, for the year ended December 31, 2023. Net loss attributable to common stockholders for the year ended December 31, 2024 includes (i) $30,888,000, or $0.14 per diluted share, for our share of non-cash real estate impairment losses related to investments in unconsolidated joint ventures, and (ii) $14,148,000, or $0.07 per diluted share, of a non-cash gain on extinguishment of a tax liability related to our initial public offering. Net loss attributable to common stockholders for the year ended December 31, 2023 includes (i) $208,069,000, or $0.96 per diluted share, for our share of non-cash real estate impairment losses related to investments in unconsolidated joint ventures, and (ii) non-cash straight-line rent receivable write-offs aggregating $12,993,000, or $0.06 per diluted share, related to the terminated SVB Securities lease at 1301 Avenue of the Americas and the surrendered JPMorgan Chase space at One Front Street and (iii) $13,032,000, or $0.06 per diluted share, for our share of realized and unrealized losses on consolidated real estate related fund investments.

Funds from Operations ("FFO") attributable to common stockholders was $178,821,000, or $0.82 per diluted share, for year ended December 31, 2024, compared to $177,998,000, or $0.82 per diluted share, for the year ended December 31, 2023. FFO attributable to common stockholders for the year ended December 31, 2024 includes $14,148,000, or $0.07 per diluted share, of a non-cash gain on extinguishment of a tax liability related to our initial public offering. FFO attributable to common stockholders for the year ended December 31, 2023 includes non-cash straight-line rent receivable write-offs aggregating $12,993,000, or $0.06 per diluted share, related to the terminated SVB Securities lease at 1301 Avenue of the Americas and the surrendered JPMorgan Chase space at One Front Street. FFO attributable to common stockholders for the years ended December 31, 2024 and 2023 also includes the impact of other non-core items, which are listed in the table on page 62. The aggregate of the non-core items, net of amounts attributable to noncontrolling interests, increased FFO attributable to common stockholders for the year ended December 31, 2024 by $5,715,000, or $0.02 per diluted share, and decreased FFO attributable to common stockholders for the year ended December 31, 2023 by $8,799,000, or $0.04 per diluted share.

Core Funds from Operations ("Core FFO") attributable to common stockholders, which excludes the impact of the non-core items listed on page 62, was $173,106,000 or $0.80 per diluted share, for the year ended December 31, 2024, compared to $186,797,000, or $0.86 per diluted share, for the year ended December 31, 2023.

Same Store Results

The table below summarizes the percentage increase or decrease in our share of Same Store NOI and Same Store Cash NOI, by segment, for the year ended December 31, 2024 versus December 31, 2023.

	Total	New York	San Francisco
Same Store NOI	(0.9%)	(0.6%)	(1.5%)
Same Store Cash NOI	(1.1%)	(6.7%)	12.7%

See pages 58 - 62 "*Non-GAAP Financial Measures*" for a reconciliation of these measures to the most directly comparable GAAP measure and the reasons why we believe these non-GAAP measures are useful.

Results of Operations – Years Ended December 31, 2024 and 2023

The following pages summarize our consolidated results of operations for the years ended December 31, 2024 and 2023. The results of operations for the years ended December 31, 2023 compared to December 31, 2022 was included in our Annual Report on Form 10-K for the year ended December 31, 2023 on page 51, under Part II, Item 7, *"Management's Discussion and Analysis of Financial Conditions and Results of Operations,"* which was filed with the SEC on February 14, 2024.

	For the Year Ended December 31,		
(Amounts in thousands)	**2024**	**2023**	**Change**
Revenues:			
Rental revenue	$ 721,750	$ 711,470	$ 10,280
Fee and other income	35,701	31,318	4,383
Total revenues	757,451	742,788	14,663
Expenses:			
Operating	303,278	293,965	9,313
Depreciation and amortization	239,542	250,644	(11,102)
General and administrative	66,333	61,986	4,347
Transaction related costs	923	422	501
Total expenses	610,076	607,017	3,059
Other income (expense):			
Loss from real estate related fund investments	(128)	(96,375)	96,247
Income (loss) from unconsolidated real estate related funds	273	(822)	1,095
Loss from unconsolidated joint ventures	(47,359)	(270,298)	222,939
Interest and other income, net	30,455	14,837	15,618
Interest and debt expense	(166,952)	(152,990)	(13,962)
Loss before income taxes	(36,336)	(369,877)	333,541
Income tax expense	(2,058)	(1,426)	(632)
Net loss	(38,394)	(371,303)	332,909
Less net (income) loss attributable to noncontrolling interests in:			
Consolidated joint ventures	(22,462)	(20,464)	(1,998)
Consolidated real estate related funds	10,292	109,795	(99,503)
Operating Partnership	4,276	22,228	(17,952)
Net loss attributable to common stockholders	**$ (46,288)**	**$ (259,744)**	**$ 213,456**

Revenues

Our revenues, which consist of rental revenue and fee and other income, were $757,451,000 for the year ended December 31, 2024, compared to $742,788,000 for the year ended December 31, 2023, an increase of $14,663,000. Below are the details of the increase or decrease by segment.

(Amounts in thousands)	Total	New York	San Francisco	Other
Rental revenue				
Same store operations	$ (471)	$ (2,849) [(1)]	$ 2,378 [(2)]	$ -
Non-cash write-offs of straight-line rent receivables	14,436	6,917 [(3)]	7,519 [(3)]	-
Lease termination income	(3,270)	(3,320) [(4)]	50	-
Other, net	(415)	-	234	(649)
Increase (decrease) in rental income	**$ 10,280**	**$ 748**	**$ 10,181**	**$ (649)**
Fee and other income				
Fee income				
Asset management	$ (2,235)	$ -	$ -	$ (2,235)
Property management	(618)	-	-	(618)
Acquisition, disposition, leasing and other	3,136	-	-	3,136
Increase in fee income	283	-	-	283
Other income				
Same store operations	4,100	1,408	351	2,341
Increase in other income	4,100	1,408	351	2,341
Increase in fee and other income	$ 4,383	$ 1,408	$ 351	$ 2,624
Total increase in revenues	**$ 14,663**	**$ 2,156**	**$ 10,532**	**$ 1,975**

(1) Primarily due to lower average occupancy at 31 West 52nd Street and 900 Third Avenue, partially offset by higher average occupancy at 1301 Avenue of the Americas.

(2) Primarily due to a true-up of billings in the current year, partially offset by lower average occupancy at One Front Street.

(3) Primarily due to write-offs in the prior year related to the terminated SVB Securities lease at 1301 Avenue of the Americas in our New York portfolio and the surrendered JPMorgan Chase space at One Front Street in our San Francisco portfolio.

(4) Primarily due to income of $7,532 in the prior year in connection with a tenant's lease termination at 1633 Broadway, partially offset by income of $4,320 in the current year in connection with a tenant's lease termination at 31 West 52nd Street.

Expenses

Our expenses, which consist of operating, depreciation and amortization, general and administrative, and transaction related costs, were $610,076,000 for the year ended December 31, 2024, compared to $607,017,000 for the year ended December 31, 2023, an increase of $3,059,000. Below are the details of the increase or decrease by segment.

(Amounts in thousands)	Total	New York	San Francisco	Other
Operating				
Same store operations	$ 5,110	$ 3,767 [1]	$ 1,343 [1]	$ -
Other, net	4,203	2,088	-	2,115
Increase in operating	**$ 9,313**	**$ 5,855**	**$ 1,343**	**$ 2,115**
Depreciation and amortization				
Operations	$ (11,102)	$ (5,160) [2]	$ (5,721) [3]	$ (221)
Decrease in depreciation and amortization	**$ (11,102)**	**$ (5,160)**	**$ (5,721)**	**$ (221)**
General and administrative				
Operations	$ 4,347	$ -	$ -	$ 4,347 [4]
Increase in general and administrative	**$ 4,347**	**$ -**	**$ -**	**$ 4,347**
Increase in transaction related costs	**$ 501**	**$ -**	**$ -**	**$ 501**
Total increase (decrease) in expenses	**$ 3,059**	**$ 695**	**$ (4,378)**	**$ 6,742**

(1) Primarily due to higher real estate taxes and insurance expense.
(2) Primarily due to write-off of tenant improvements in the prior year at 1633 Broadway and 1325 Avenue of the Americas.
(3) Primarily due to a write-off of deferred leasing commissions in the prior year in connection with the surrendered JPMorgan Chase space at One Front Street.
(4) Primarily due to higher payroll and fringe benefits.

Loss from Real Estate Related Fund Investments

Loss from real estate related fund investments represents loss attributable to Fund X and was $128,000 for the year ended December 31, 2024, compared to $96,375,000 for the year ended December 31, 2023, a decrease in loss of $96,247,000. This decrease resulted primarily from $107,722,000 of realized and unrealized losses on mezzanine loan investments in the prior year, partially offset by investment income from Fund X of $11,347,000 in the same period.

Income (Loss) from Unconsolidated Real Estate Related Funds

Income from unconsolidated real estate related funds was $273,000 for the year ended December 31, 2024, compared to loss from unconsolidated real estate related funds of $822,000 for the year ended December 31, 2023, an increase in income of $1,095,000. This increase resulted primarily from unrealized losses on mezzanine loan investments in the prior year.

Loss from Unconsolidated Joint Ventures

Loss from unconsolidated joint ventures was $47,359,000 for the year ended December 31, 2024, compared to $270,298,000 for the year ended December 31, 2023, a decrease in loss of $222,939,000. Below are the details.

(Amounts in thousands)	For the Year Ended December 31, 2024	For the Year Ended December 31, 2023	Decrease in loss
Our share of real estate impairment loss:			
55 Second Street	$ (29,818)	$ (52,590)	
Oder-Center, Germany	(3,915)	-	
Market Center	-	(148,906)	
60 Wall Street	-	(24,734)	
	(33,733)	(226,230)	
RDF's share of:			
Impairment loss related to residential condominium units at One Steuart Lane	(11,328)	(23,942)	
Other, net	(249)	(4,785)	
	(11,577)	(28,727)	
Equity in earnings:			
Market Center (our share of net loss recognized in 2023) [(1)]	-	(12,608)	
Other, net	(2,049)	(2,733)	
	(2,049)	(15,341)	
Total	**$ (47,359)**	**$ (270,298)**	**$ 222,939**

(1) In the fourth quarter of 2023, we discontinued the equity method of accounting, and accordingly, we no longer recognize our proportionate share of earnings. Instead, we recognize income only to the extent we receive cash distributions from the joint venture and recognize losses to the extent we make cash contributions to the joint venture.

Interest and Other Income, net

Interest and other income, net was $30,455,000 for the year ended December 31, 2024, compared to $14,837,000 for the year ended December 31, 2023, an increase in income of $15,618,000. This increase resulted primarily from $15,437,000 of a non-cash gain on extinguishment of a tax liability related to our initial public offering in the current year.

Interest and Debt Expense

Interest and debt expense was $166,952,000 for the year ended December 31, 2024, compared to $152,990,000 for the year ended December 31, 2023, an increase of $13,962,000. This increase resulted primarily from (i) higher interest expense on the $360,000,000 variable rate portion of our debt at 1301 Avenue of the Americas and (ii) the expiration of interest rate swaps on $500,000,000 of our debt at 1301 Avenue of the Americas in August 2024.

Income Tax Expense

Income tax expense was $2,058,000 for the year ended December 31, 2024, compared to $1,426,000 for the year ended December 31, 2023, an increase of $632,000. This increase resulted primarily from higher taxable income attributable to our taxable REIT subsidiaries in the current year.

Net Income Attributable to Noncontrolling Interests in Consolidated Joint Ventures

Net income attributable to noncontrolling interests in consolidated joint ventures was $22,462,000 for the year ended December 31, 2024, compared to $20,464,000 for the year ended December 31, 2023, a $1,998,000 increase in net income attributable to noncontrolling interests in consolidated joint ventures. This increase in income resulted primarily from higher net income attributable to noncontrolling interests in 300 Mission Street.

Net Loss Attributable to Noncontrolling Interest in Consolidated Real Estate Related Funds

Net loss attributable to noncontrolling interests in consolidated real estate related funds was $10,292,000 for the year ended December 31, 2024, compared to $109,795,000 for the year ended December 31, 2023, a decrease in net loss attributable to noncontrolling interests in consolidated real estate related funds of $99,503,000. This decrease in loss resulted primarily from the noncontrolling interests' share of (i) $107,722,000 of realized and unrealized losses on mezzanine loan investments held by Fund X in the prior year and (ii) $23,942,000 of impairment losses related to residential condominium units at One Steuart Lane in the prior year partially offset by (iii) $11,328,000 of impairment losses related to residential condominium units at One Steuart Lane in the current year.

Net Loss Attributable to Noncontrolling Interests in Operating Partnership

Net loss attributable to noncontrolling interests in the Operating Partnership was $4,276,000 for the year ended December 31, 2024, compared to $22,228,000 for the year ended December 31, 2023, a decrease in net loss allocated to noncontrolling interests of $17,952,000. This decrease in loss resulted from lower net loss subject to allocation to the unitholders of the Operating Partnership in the current year.

Liquidity and Capital Resources

Liquidity

Our primary sources of liquidity include existing cash balances, cash flow from operations and borrowings available under our revolving credit facility. As of December 31, 2024, we had $1.30 billion of liquidity comprised of $375,056,000 of cash and cash equivalents and $180,391,000 of restricted cash and $750,000,000 of borrowing capacity under our revolving credit facility. On January 17, 2025, we entered into a consent agreement with the lenders of our revolving credit facility to permit the disposition of a 45.0% equity interest in 900 Third Avenue at a gross asset valuation of $210,000,000. In connection therewith, we modified our revolving credit facility to, among other things, limit borrowings under the credit facility to $200,000,000, through June 30, 2025. We retained net proceeds of approximately $94,000,000 from the disposition of the 45.0% equity interest in 900 Third Avenue. We expect that these sources will provide adequate liquidity over the next 12 months for all anticipated needs, including scheduled interest payments on our outstanding indebtedness, existing and anticipated capital improvements, the cost of securing new and renewal leases, and all other capital needs related to the operations of our business.

The following table provides a summary of our material cash requirements as of December 31, 2024.

	Payments due by period				
(Amounts in thousands)	Total	Less than 1 year	1-3 years	3-5 years	Thereafter
Our share of:					
Consolidated debt (including interest expense) [1]	$ 3,314,293	$ 138,648	$ 1,984,664	$ 1,190,981	$ -
Unconsolidated debt (including interest expense) [1]	401,921	97,729	244,926	48,251	11,015
Tenant obligations	55,433	55,433	-	-	-
Construction obligations	53,888	44,888	6,000	3,000	-
Leasing commissions	5,243	2,449	2,794	-	-
Other	8,218	72	151	160	7,835
Total [2]	**$ 3,838,996**	**$ 339,219**	**$ 2,238,535**	**$ 1,242,392**	**$ 18,850**

(1) Interest expense is calculated using contractual rates for fixed rate debt and the rates in effect as of December 31, 2024 for variable rate debt.
(2) The total above does not include various standing or renewal service contracts with vendors in connection with the operations of our properties.

We anticipate that our long-term needs including debt maturities and potential acquisitions will be funded by operating cash flow, third-party joint venture capital, mortgage financings and/or re-financings, and the issuance of long-term debt or equity and cash on hand. Although we may be able to anticipate and plan for certain of our liquidity needs, unexpected increases in uses of cash that are beyond our control and which affect our financial condition and results of operations may arise, or our sources of liquidity may be fewer than, and the funds available from such sources may be less than, anticipated or required.

Consolidated Debt

As of December 31, 2024, our outstanding consolidated debt aggregated $3.7 billion. We had no amounts outstanding under our revolving credit facility and none of our consolidated debt matures until June 2026. We may refinance any of our maturing debt when it comes due or repay it early 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.

Revolving Credit Facility

At December 31, 2024, we had $750,000,000 of borrowing capacity under our revolving credit facility that is scheduled to mature in March 2026, and has two six-month extension options. The interest rate on the credit facility is 135 basis points over SOFR with adjustments based on the terms of advances, plus a credit facility fee of 20 basis points. The credit facility also features a sustainability-linked pricing component such that if we meet certain sustainability performance targets, the applicable per annum interest rate will be reduced by one basis point. The credit facility contains certain restrictions and covenants that require us to maintain, on an ongoing basis, (i) a leverage ratio not to exceed 60%, which may be increased to 65% for any fiscal quarter in which an acquisition of real estate is completed, and for up to the next three subsequent consecutive fiscal quarters, (ii) a secured leverage ratio not to exceed 50%, (iii) a fixed coverage ratio of at least 1.50, (iv) an unsecured leverage ratio to not to exceed 60%, which may be increased to 65% for any fiscal quarter in which an acquisition of real estate is completed, and for up to the next three subsequent consecutive fiscal quarters and (v) an unencumbered interest coverage ratio of at least 1.75. The credit facility also contains customary representations and warranties, limitations on permitted investments and other covenants.

On January 17, 2025, we entered into a consent agreement with the lenders of our revolving credit facility to permit the disposition of a 45.0% equity interest in 900 Third Avenue. In connection therewith, we reduced the aggregate commitments under the credit facility to $450,000,000 and modified our credit facility to, among other things, (i) reduce the aggregate unencumbered asset value of all unencumbered eligible properties from $900,000,000 to $500,000,000, (ii) increase the secured leverage ratio as of the last day of any relevant fiscal quarter from 50% to 60%, and (iii) limit borrowings under the credit facility to $200,000,000 through June 30, 2025.

Dividend Policy

In September 2024, we suspended our regular quarterly dividend. During 2024, we paid three regular quarterly dividends aggregating $0.1050 per share of common stock, which we believe is sufficient to meet our annual REIT distribution requirement. The decision by our board of directors to suspend our regular quarterly dividend aligns with our commitment to fortify our balance sheet and maintain financial flexibility. The timing and frequency of future dividends will be authorized by our board of directors, in its sole discretion, depending on a variety of factors, including our financial performance, our debt service requirements, our capital expenditure requirements, the requirements to maintain our qualification as a REIT and other factors that our board of directors may deem relevant from time to time.

Off Balance Sheet Arrangements

As of December 31, 2024, our unconsolidated joint ventures had $1.79 billion of outstanding indebtedness, of which our share was $635,256,000. In August 2024, the joint venture that owns Market Center, in which we have a 67.0% ownership interest, ceased making debt service payments on the non-recourse mortgage loan due to insufficient property cash flows. In January 2025, the joint venture defaulted on the $416,544,000 mortgage loan, as it was not repaid at maturity. The joint venture is currently working with the lenders to sell the property. We do not guarantee the indebtedness of our unconsolidated joint ventures other than providing customary environmental indemnities and guarantees of specified non-recourse carve outs relating to specified covenants and representations; however, we may elect to fund additional capital to a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans in order to enable the joint venture to repay this indebtedness upon maturity.

Stock Repurchase Program

We currently have $15,000,000 of capacity under a $200,000,000 stock repurchase program which was approved by our board of directors in November 2019, and allows us to repurchase shares of our common stock from time to time, in the open market or in privately negotiated transactions. We did not repurchase any shares in the year ended December 31, 2024. The amount and timing of repurchases, if any, will depend on a number of factors, including, the price and availability of our shares, trading volume, general market conditions and available funding. The stock repurchase program may be suspended or discontinued at any time.

Insurance

We carry commercial general liability coverage on our properties, with limits of liability customary within the industry. Similarly, we are insured against the risk of direct and indirect physical damage to our properties including coverage for perils such as floods, earthquakes and windstorms. Our policies also cover the loss of rental income during an estimated reconstruction period. Our policies reflect limits and deductibles customary in the industry and specific to the buildings and portfolio. We also obtain title insurance policies when acquiring new properties. We currently have coverage for losses incurred in connection with both domestic and foreign terrorist-related activities, as well as cybersecurity incidents. While we do carry commercial general liability insurance, property insurance, terrorism insurance and cybersecurity insurance, these policies include limits and terms we consider commercially reasonable. In addition, there are certain losses (including, but not limited to, losses arising from known environmental conditions or acts of war) that are not insured, in full or in part, because they are either uninsurable or the cost of insurance makes it, in our belief, economically impractical to maintain such coverage. Should an uninsured loss arise against us, we would be required to use our own funds to resolve the issue, including litigation costs. We believe the policy specifications and insured limits are adequate given the relative risk of loss, the cost of the coverage and industry practice and, in consultation with our insurance advisors, we believe the properties in our portfolio are adequately insured.

Other Commitments and Contingencies

We are a party to various claims and routine litigation arising in the ordinary course of business. Some of these claims or others to which we may be subject from time to time may result in defense costs, settlements, fines or judgments against us, some of which are not, or cannot be, covered by insurance. Payment of any such costs, settlements, fines or judgments that are not insured could have an adverse impact on our financial position and results of operations. Should any litigation arise, we would contest it vigorously. In addition, certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage, which could adversely impact our results of operations and cash flow, expose us to increased risks that would be uninsured, and/or adversely impact our ability to attract officers and directors.

The terms of our consolidated mortgage debt agreements in place include certain restrictions and covenants which may limit, among other things, certain investments, the incurrence of additional indebtedness and liens and the disposition or other transfer of assets and interests in the borrower and other credit parties, and require compliance with certain debt yield, debt service coverage and loan to value ratios. In addition, our revolving credit facility contains representations, warranties, covenants, other agreements and events of default customary for agreements of this type with comparable companies. As of December 31, 2024, we believe we are in compliance with all of our covenants.

On March 29, 2024, the joint venture that owns 60 Wall Street, in which we have a 5.0% ownership interest, modified the existing $575,000,000 non-recourse mortgage loan and extended the maturity to May 2029. In connection with the modification, the joint venture committed to redevelop the property and fund the necessary costs to complete the project. On behalf of the joint venture, we have provided the lender with certain guarantees, including a completion guarantee. We have agreements with our joint venture partners that indemnify us for their share of guarantees we provided. In accordance with GAAP, we are required to record a liability equal to the fair value of the obligations undertaken in issuing the guarantees and record an asset equal to the fair value of the indemnification we have received. As of December 31, 2024, we have an $18,028,000 asset and liability, which are included as a component of “other assets” and “other liabilities,” on our consolidated balance sheets.

Transfer Tax Assessments

During 2017, the New York City Department of Finance (“NYCDOF”) issued Notices of Determination (“Notices”) assessing additional transfer taxes (including interest and penalties) in connection with the transfer of interests in certain properties during our 2014 initial public offering (“IPO”). We disagreed with the assessment and strongly contested the Notices. While we estimated that the range of loss from these Notices could have been between $0 and $62,500,000, we concluded, after consultation with legal counsel, that it was not possible to predict any estimate within that range and as such we did not accrue any liability in our consolidated financial statements for potential losses that may arise relating to such Notices. In February 2024, the NYCDOF completed its assessment and concluded that no additional taxes were due.

Inflation

Substantially all of our leases provide for separate real estate tax and operating expense escalations. In addition, many of the leases provide for fixed base rent increases. We believe inflationary increases in expenses may be at least partially offset by the contractual rent increases and expense escalations described above. We do not believe inflation has had a material impact on our historical financial position or results of operations.

Cash Flows

Cash and cash equivalents and restricted cash were $555,447,000, $509,599,000, $449,817,000 and $529,666,000 as of December 31, 2024, 2023, 2022 and 2021, respectively. Cash and cash equivalents and restricted cash increased by $45,848,000 for the year ended December 31, 2024, increased by $59,782,000 for the year ended December 31, 2023, and decreased by $79,849,000 for the year ended December 31, 2022. The following table sets forth the changes in cash flows.

	For the Year Ended December 31,		
(Amount in thousands)	2024	2023	2022
Net cash provided by (used in):			
Operating activities	$ 264,926	$ 277,859	$ 246,637
Investing activities	(109,106)	(160,098)	(152,583)
Financing activities	(109,972)	(57,979)	(173,903)

Operating Activities

Year Ended December 31, 2024 – We generated $264,926,000 of cash from operating activities for the year ended December 31, 2024, primarily from (i) $251,878,000 of net income (before $290,272,000 of non-cash adjustments), (ii) $759,000 of distributions from unconsolidated joint ventures and real estate related funds, and (iii) $12,289,000 of net changes in operating assets and liabilities. Non-cash adjustments of $290,272,000 were primarily comprised of depreciation and amortization, non-cash gain on extinguishment of a tax liability related to our initial public offering, loss from investments in unconsolidated joint ventures (including our share of real estate impairment losses), straight-lining of rental revenue, amortization of above and below-market leases, net and amortization of stock-based compensation.

Year Ended December 31, 2023 – We generated $277,859,000 of cash from operating activities for the year ended December 31, 2023, primarily from (i) $275,142,000 of net income (before $646,445,000 of non-cash adjustments) and (ii) $17,213,000 of distributions from unconsolidated joint ventures and real estate related funds, partially offset by (iii) $14,496,000 of net changes in operating assets and liabilities. Non-cash adjustments of $646,445,000 were primarily comprised of depreciation and amortization, realized and unrealized losses on real estate related fund investments, loss from investments in unconsolidated joint ventures (including our share of real estate impairment losses), straight-lining of rental revenue, amortization of above and below-market leases, net and amortization of stock-based compensation.

Year Ended December 31, 2022 – We generated $246,637,000 of cash from operating activities for the year ended December 31, 2022, primarily from (i) $272,434,000 of net income (before $300,631,000 of non-cash adjustments) and (ii) $2,642,000 of distributions from unconsolidated joint ventures and real estate related funds, partially offset by (iii) $28,439,000 of net changes in operating assets and liabilities. Non-cash adjustments of $300,631,000 were primarily comprised of depreciation and amortization, loss from investments in unconsolidated joint ventures (including our share of real estate impairment losses), straight-lining of rental revenue, amortization of above and below-market leases, net and amortization of stock-based compensation.

Investing Activities

Year Ended December 31, 2024 – We used $109,106,000 of cash for investing activities for the year ended December 31, 2024, for (i) $118,158,000 for additions to real estate, which were comprised of spending for tenant improvements and other building improvements and (ii) $2,740,000 for contributions of capital to an unconsolidated joint venture, partially offset by (iii) $10,000,000 of proceeds from the repayment of a mezzanine loan investment, and (iv) $1,792,000 of a distribution of capital from an unconsolidated joint venture.

Year Ended December 31, 2023 – We used $160,098,000 of cash for investing activities for the year ended December 31, 2023, primarily (i) $100,526,000 for additions to real estate, which were comprised of spending for tenant improvements and other building improvements, (ii) $40,715,000 for contributions to an unconsolidated joint venture, (iii) $35,715,000 for advances to a partner in One Steuart Lane, (iv) $20,000,000 for an investment in a mezzanine loan, and (v) $2,077,000 for contributions of capital to Fund VIII, partially offset by (v) $38,935,000 from repayment of advances by a partner in One Steuart Lane.

Year Ended December 31, 2022 – We used $152,583,000 of cash for investing activities for the year December 31, 2022, primarily (i) $125,805,000 for additions to real estate, which were comprised of spending for tenant improvements and other building improvements, (ii) $15,812,000 for investments in unconsolidated joint ventures, (iii) $7,454,000 for investment in Fund X and (iv) $3,512,000 for contributions of capital to unconsolidated real estate related funds, net of distributions received.

Financing Activities

Year Ended December 31, 2024 – We used $109,972,000 of cash for financing activities for the year ended December 31, 2024, primarily for (i) $975,000,000 for repayment of notes and mortgages payable in connection with the modification and extension of the One Market Plaza non-recourse mortgage loan and $10,649,000 for payment of the related debt issuance costs, (ii) $25,118,000 for dividends and distributions to common stockholders and unitholders, (iii) $18,311,000 for distributions to noncontrolling interests in Fund X and RDF, (iv) $3,267,000 for distributions to noncontrolling interests in 1633 Broadway, and (v) $186,000 for the repurchase of shares related to stock compensation agreements and related tax withholdings, partially offset by (vi) $850,000,000 of proceeds from notes and mortgages payable in connection with the modification and extension of the One Market Plaza non-recourse mortgage loan, (vii) $62,220,000 of contributions from noncontrolling interests in One Market Plaza, (viii) $9,450,000 of a deposit received for the sale of a 45.0% equity interest in 900 Third Avenue and (ix) $889,000 of contributions from noncontrolling interests in Fund X.

Year Ended December 31, 2023 – We used $57,979,000 of cash for financing activities for the year ended December 31, 2023, primarily (i) $273,000,000 for the repayment of notes and mortgages payable in connection with the refinancing of 300 Mission Street, (ii) $52,681,000 for payment of dividends and distributions to common stockholders and unitholders, (iii) $8,828,000 for distributions to noncontrolling interests in Fund X, (iv) $8,657,000 for distributions to noncontrolling interests in 300 Mission Street and 1633 Broadway, (v) $1,847,000 for the settlement of accounts payable in connection with repurchases of common shares in 2022, (vi) $648,000 primarily for the payment of debt issuance costs in connection with the refinancing of 300 Mission Street and (vii) $205,000 for the repurchase of shares related to stock compensation agreements and related tax withholdings, partially offset by (viii) $232,050,000 of proceeds from notes and mortgages payable in connection with the refinancing of 300 Mission Street and (ix) $55,837,000 of contributions from noncontrolling interests in consolidated real estate related funds.

Year Ended December 31, 2022 – We used $173,903,000 of cash for financing activities for the year ended December 31, 2022, primarily (i) $73,024,000 for dividends and distributions to common stockholders and unitholders, (ii) $63,153,000 for the repurchases of common shares under our stock repurchase program, (iii) $40,699,000 for distributions to noncontrolling interests, (iv) $284,000 for the repurchase of shares related to stock compensation agreements and related tax withholdings, partially offset by (v) $3,257,000 of contributions from noncontrolling interests in consolidated real estate related funds.

Non-GAAP Financial Measures

We use and present NOI, Same Store NOI, FFO and Core FFO, as supplemental measures of our performance. The summary below describes our use of these measures, provides information regarding why we believe these measures are meaningful supplemental measures of our performance and reconciles these measures from net income or loss, the most directly comparable GAAP measure. Other real estate companies may use different methodologies for calculating these measures, and accordingly, our presentation of these measures may not be comparable to other real estate companies. These non-GAAP measures should not be considered a substitute for, and should only be considered together with and as a supplement to, financial information presented in accordance with GAAP.

Net Operating Income ("NOI")

We use NOI to measure the operating performance of our properties. NOI consists of rental revenue (which includes property rentals, tenant reimbursements and lease termination income) and certain other property-related revenue less operating expenses (which includes property-related expenses such as cleaning, security, repairs and maintenance, utilities, property administration and real estate taxes). We also use Cash NOI, which deducts from NOI, straight-line rent adjustments and the amortization of above and below-market leases, including our share of such adjustments of unconsolidated joint ventures. In addition, we present Paramount's share of NOI and Cash NOI, which represents our share of NOI and Cash NOI of consolidated and unconsolidated joint ventures, based on our percentage ownership in the underlying assets. We use NOI and Cash NOI internally as performance measures and believe they provide useful information to investors regarding our financial condition and results of operations because they reflect only those income and expense items that are incurred at property level. The following tables present reconciliations of our net income or loss to NOI and Cash NOI for the years ended December 31, 2024, 2023 and 2022.

	For the Year Ended December 31, 2024			
(Amounts in thousands)	**Total**	**New York**	**San Francisco**	**Other**
Reconciliation of net (loss) income to NOI and Cash NOI:				
Net (loss) income	**$ (38,394)**	**$ (21,707)**	**$ 33,047**	**$ (49,734)**
Adjustments to arrive at NOI:				
Fee income	(21,880)	-	-	(21,880)
Depreciation and amortization	239,542	161,708	73,013	4,821
General and administrative	66,333	-	-	66,333
Loss from real estate related fund investments	128	-	-	128
Loss from unconsolidated joint ventures	47,359	1,524	30,221	15,614
NOI from unconsolidated joint ventures	23,666	16,148	7,445	73
Interest and other income, net	(30,455)	(3,706)	(1,727)	(25,022)
Interest and debt expense	166,952	114,880	49,027	3,045
Income tax expense	2,058	16	84	1,958
Other, net	650	-	-	650
Amounts attributable to noncontrolling interests in consolidated joint ventures	(92,096)	(10,081)	(82,015)	-
Paramount's share of NOI	**$ 363,863**	**$ 258,782**	**$ 109,095**	**$ (4,014)**
Adjustments to arrive at Cash NOI:				
Straight-line rent adjustments (including our share of unconsolidated joint ventures)	(8,082)	(19,911)	11,829	-
Amortization of above and below-market leases, net (including our share of unconsolidated joint ventures)	(6,446)	(3,043)	(3,403)	-
Amounts attributable to noncontrolling interests in consolidated joint ventures	(3,566)	(537)	(3,029)	-
Paramount's share of Cash NOI	**$ 345,769**	**$ 235,291**	**$ 114,492**	**$ (4,014)**

(Amounts in thousands)	For the Year Ended December 31, 2023 Total	New York	San Francisco	Other
Reconciliation of net loss to NOI and Cash NOI:				
Net loss	**$ (371,303)**	**$ (31,921)**	**$ (169,650)**	**$ (169,732)**
Adjustments to arrive at NOI:				
Fee income	(21,597)	-	-	(21,597)
Depreciation and amortization	250,644	166,868	78,734	5,042
General and administrative	61,986	-	-	61,986
Loss from real estate related fund investments	96,375	-	-	96,375
Loss from unconsolidated joint ventures	270,298	25,001	216,532	28,765
NOI from unconsolidated joint ventures	20,694	12,880	7,681	133
Interest and other income, net	(14,837)	(2,445)	(2,108)	(10,284)
Interest and debt expense	152,990	98,906	51,043	3,041
Income tax expense (benefit)	1,426	5	(75)	1,496
Other, net	1,244	-	-	1,244
Amounts attributable to noncontrolling interests in consolidated joint ventures	(89,948)	(11,007)	(78,941)	-
Paramount's share of NOI	**$ 357,972**	**$ 258,287**	**$ 103,216**	**$ (3,531)**
Adjustments to arrive at Cash NOI:				
Straight-line rent adjustments (including our share of unconsolidated joint ventures)	(5,635)	1,625	(7,260)	-
Amortization of above and below-market leases, net (including our share of unconsolidated joint ventures)	(6,662)	(2,509)	(4,153)	-
Accounts attributable to noncontrolling interests in consolidated joint ventures	9,139	(552)	9,691	-
Paramount's share of Cash NOI	**$ 354,814**	**$ 256,851**	**$ 101,494**	**$ (3,531)**

(Amounts in thousands)	For the Year Ended December 31, 2022 Total	New York	San Francisco	Other
Reconciliation of net (loss) income to NOI and Cash NOI:				
Net (loss) income	**$ (28,197)**	**$ 23,925**	**$ 251**	**$ (52,373)**
Adjustments to arrive at NOI:				
Fee income	(28,421)	-	-	(28,421)
Depreciation and amortization	232,517	156,036	72,190	4,291
General and administrative	59,487	-	-	59,487
Loss from real estate related fund investments	2,233	-	-	2,233
Loss from unconsolidated joint ventures	53,251	98	48,538	4,615
NOI from unconsolidated joint ventures	21,278	13,257	7,733	288
Interest and other income, net	(5,174)	(712)	(669)	(3,793)
Interest and debt expense	143,864	89,964	50,850	3,050
Income tax expense	3,265	13	4	3,248
Other, net	1,709	-	-	1,709
Amounts attributable to noncontrolling interests in consolidated joint ventures	(82,587)	(10,384)	(72,203)	-
Paramount's share of NOI	**$ 373,225**	**$ 272,197**	**$ 106,694**	**$ (5,666)**
Adjustments to arrive at Cash NOI:				
Straight-line rent adjustments (including our share of unconsolidated joint ventures)	(13,997)	(17)	(13,980)	-
Amortization of above and below-market leases, net (including our share of unconsolidated joint ventures)	(2,941)	1,916	(4,857)	-
Amounts attributable to noncontrolling interests in consolidated joint ventures	5,246	(818)	6,064	-
Paramount's share of Cash NOI	**$ 361,533**	**$ 273,278**	**$ 93,921**	**$ (5,666)**

Same Store NOI

The tables below set forth the reconciliations of our share of NOI to our share of Same Store NOI and Same Store Cash NOI for the years ended December 31, 2024 and 2023. These metrics are used to measure the operating performance of our properties that were owned by us in a similar manner during both the current and prior reporting periods, and represent our share of Same Store NOI and Same Store Cash NOI from consolidated and unconsolidated joint ventures based on our percentage ownership in the underlying assets. Same Store NOI also excludes lease termination income, impairment of receivables arising from operating leases and certain other items that vary from period to period. Same Store Cash NOI excludes the effect of non-cash items such as the straight-line rent adjustments and the amortization of above and below-market leases.

	For the Year Ended December 31, 2024			
(Amounts in thousands)	**Total**	**New York**	**San Francisco**	**Other**
Paramount's share of NOI for the year ended December 31, 2024 [1]	$ 363,863	$ 258,782	$ 109,095	$ (4,014)
Non-same store adjustments:				
Lease termination income	(4,345)	(4,320)	(25)	-
Other, net	7,358	3,335	9	4,014
Paramount's share of Same Store NOI for the year ended December 31, 2024	**$ 366,876**	**$ 257,797**	**$ 109,079**	**$ -**

	For the Year Ended December 31, 2023			
(Amounts in thousands)	**Total**	**New York**	**San Francisco**	**Other**
Paramount's share of NOI for the year ended December 31, 2023 [1]	$ 357,972	$ 258,287	$ 103,216	$ (3,531)
Non-same store adjustments:				
Lease termination income	(6,887)	(6,887)	-	-
Non-cash write-offs of straight-line rent receivables	14,346	6,917 [2]	7,429 [2]	-
Other, net	4,744	1,089	124	3,531
Paramount's share of Same Store NOI for the year ended December 31, 2023	**$ 370,175**	**$ 259,406**	**$ 110,769**	**$ -**
% Decrease	**(0.9%)**	**(0.6%)**	**(1.5%)**	

(1) See page 58 "*Non-GAAP Financial Measures – NOI*" for a reconciliation to net income or loss in accordance with GAAP and the reasons why we believe these non-GAAP measures are useful.

(2) Includes write-offs related to the terminated SVB Securities lease at 1301 Avenue of the Americas in our New York portfolio and the surrendered JPMorgan Chase space at One Front Street in our San Francisco portfolio.

(Amounts in thousands)	For the Year Ended December 31, 2024 Total	New York	San Francisco	Other
Paramount's share of Cash NOI for the year ended December 31, 2024 [(1)]	$ 345,769	$ 235,291	$ 114,492	$ (4,014)
Non-same store adjustments:				
Lease termination income	(4,345)	(4,320)	(25)	-
Other, net	7,358	3,335	9	4,014
Paramount's share of Same Store Cash NOI for the year ended December 31, 2024	**$ 348,782**	**$ 234,306**	**$ 114,476**	**$ -**

(Amounts in thousands)	For the Year Ended December 31, 2023 Total	New York	San Francisco	Other
Paramount's share of Cash NOI for the year ended December 31, 2023 [(1)]	$ 354,814	$ 256,851	$ 101,494	$ (3,531)
Non-same store adjustments:				
Lease termination income	(6,887)	(6,887)	-	-
Other, net	4,744	1,089	124	3,531
Paramount's share of Same Store Cash NOI for the year ended December 31, 2023	**$ 352,671**	**$ 251,053**	**$ 101,618**	**$ -**
% Decrease	**(1.1%)**	**(6.7%)**	**12.7%**	

(1) See page 58 "*Non-GAAP Financial Measures – NOI*" for a reconciliation to net income or loss in accordance with GAAP and the reasons why we believe these non-GAAP measures are useful.

Funds from Operations ("FFO") and Core Funds from Operations ("Core FFO")

FFO is a supplemental measure of our performance. We present FFO in accordance with the definition adopted by the National Association of Real Estate Investment Trusts ("Nareit"). Nareit defines FFO as net income or loss, calculated in accordance with GAAP, adjusted to exclude depreciation and amortization from real estate assets, impairment losses on certain real estate assets and gains or losses from the sale of certain real estate assets or from change in control of certain real estate assets, including our share of such adjustments of unconsolidated joint ventures. FFO is commonly used in the real estate industry to assist investors and analysts in comparing results of real estate companies 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. In addition, we present Core FFO as an alternative measure of our operating performance, which adjusts FFO for certain other items that we believe enhance the comparability of our FFO across periods. Core FFO, when applicable, excludes the impact of certain items, including, transaction related costs and adjustments, realized and unrealized gains or losses on real estate related fund investments, unrealized gains or losses on interest rate swaps, severance costs and gains or losses on early extinguishment of debt, in order to reflect the Core FFO of our real estate portfolio and operations. In future periods, we may also exclude other items from Core FFO that we believe may help investors compare our results.

FFO and Core FFO are presented as supplemental financial measures and do not fully represent our operating performance. Neither FFO nor Core FFO is intended to be a measure of cash flow or liquidity. Please refer to our consolidated financial statements, prepared in accordance with GAAP, for purposes of evaluating our financial condition, results of operations and cash flows.

The following table presents a reconciliation of net income or loss to FFO and Core FFO.

	For the Year Ended December 31,		
	2024	2023	2022
Reconciliation of net loss to FFO and Core FFO:			
Net loss	**$ (38,394)**	**$ (371,303)**	**$ (28,197)**
Real estate depreciation and amortization (including our share of unconsolidated joint ventures)	250,986	286,410	271,789
Our share of non-cash real estate impairment losses related to unconsolidated joint ventures	33,733	226,230	31,685
Amounts attributable to noncontrolling interests in consolidated joint ventures and real estate related funds	(51,085)	50,142	(48,115)
FFO attributable to the Operating Partnership	195,240	191,479	227,162
Amounts attributable to noncontrolling interests in the Operating Partnership	(16,419)	(13,481)	(17,063)
FFO attributable to common stockholders	$ 178,821	$ 177,998	$ 210,099
Per diluted share	$ 0.82	$ 0.82	$ 0.95
FFO attributable to the Operating Partnership	$ 195,240	$ 191,479	$ 227,162
Adjustments for non-core items:			
Non-cash gain on extinguishment of IPO related tax liability	(15,437)	-	-
Non-core assets [1]	-	(2,122)	(11,166)
Our share of realized and unrealized gains and losses from consolidated and unconsolidated real estate related funds	69	14,978	2,890
Other, net (primarily adjustments related to unconsolidated joint ventures)	9,139	(3,301)	4,298
Core FFO attributable to the Operating Partnership	189,011	201,034	223,184
Amounts attributable to noncontrolling interests in the Operating Partnership	(15,905)	(14,237)	(17,412)
Core FFO attributable to common stockholders	**$ 173,106**	**$ 186,797**	**$ 205,772**
Per diluted share	**$ 0.80**	**$ 0.86**	**$ 0.93**
Reconciliation of weighted average shares outstanding:			
Weighted average shares outstanding	217,240,620	216,922,235	221,309,938
Effect of dilutive securities	31,354	20,527	31,487
Denominator for FFO and Core FFO per diluted share	217,271,974	216,942,762	221,341,425

(1) Represents Market Center and 111 Sutter Street.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss from adverse changes in market prices and interest rates. Our future earnings, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Our primary market risk results from our indebtedness, which bears interest at both fixed and variable rates. We manage our market risk on variable rate debt by entering into interest rate swap agreements to fix the rate or interest rate cap agreements to limit exposure to increase in rates, on all or a portion of the debt for varying periods through maturity. This in turn, reduces the risks of variability of cash flows created by variable rate debt and mitigates the risk of increases in interest rates. Our objective when undertaking such arrangements is to reduce our floating rate exposure and we do not enter into hedging arrangements for speculative purposes. Subject to maintaining our status as a REIT federal income tax purposes, we may utilize swap and cap arrangements in the future.

The following table summarizes our consolidated debt, the weighted average interest rates and the fair value as of December 31, 2024.

Property	Rate	2025	2026	2027	2028	2029	Thereafter	Total	Fair Value
(Amounts in thousands)									
Fixed Rate Debt:									
31 West 52nd Street	3.80%	$ -	$ 500,000	$ -	$ -	$ -	$ -	$ 500,000	$ 481,158
300 Mission Street	4.50%	-	232,050	-	-	-	-	232,050	223,320
One Market Plaza	4.08%	-	-	850,000	-	-	-	850,000	827,569
1633 Broadway	2.99%	-	-	-	-	1,250,000	-	1,250,000	1,018,513
Total Fixed Rate Debt	3.58%	**$ -**	**$ 732,050**	**$ 850,000**	**$ -**	**$ 1,250,000**	**$ -**	**$ 2,832,050**	**$ 2,550,560**
Variable Rate Debt:									
1301 Avenue of the Americas (1)	6.27%	$ -	$ 860,000	$ -	$ -	$ -	$ -	$ 860,000	$ 861,566
Revolving Credit Facility	n/a	-	-	-	-	-	-	-	-
Total Variable Rate Debt	6.27%	**$ -**	**$ 860,000**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 860,000**	**$ 861,566**
Total Consolidated Debt	4.21%	**$ -**	**$ 1,592,050**	**$ 850,000**	**$ -**	**$ 1,250,000**	**$ -**	**$ 3,692,050**	**$ 3,412,126**

(1) Represents variable rate loans, where SOFR has been capped at 3.50% through August 2025. See table below.

In addition to the above, our unconsolidated joint ventures had $1.79 billion of outstanding indebtedness as of December 31, 2024, of which our share was $635,256,000.

The tables below provide additional details on our interest rate swaps and caps as of December 31, 2024.

Property	Notional Amount	Effective Date	Maturity Date	Benchmark Rate	Strike Rate	Fair Value as of December 31, 2024	Fair Value as of December 31, 2023
(Amounts in thousands)							
1301 Avenue of the Americas	$ 500,000	Jul-2021	Aug-2024	SOFR	0.49%	$ -	$ 13,726
Total interest rate swap assets designated as cash flow hedges (included in "other assets")						**$ -**	**$ 13,726**

Property	Notional Amount	Effective Date	Maturity Date	Benchmark Rate	Strike Rate	Fair Value as of December 31, 2024	Fair Value as of December 31, 2023
(Amounts in thousands)							
1301 Avenue of the Americas	$ 860,000	Aug-2024	Aug-2025	SOFR	3.50%	$ 3,650	$ -
1301 Avenue of the Americas	360,000	Aug-2023	Aug-2024	SOFR	4.50%	-	1,263
Total interest rate cap assets designated as cash flow hedges (included in "other assets")						**$ 3,650**	**$ 1,263**

The following table summarizes our share of total indebtedness and the effect to interest expense of a 100 basis point increase in variable interest rates.

	December 31, 2024			December 31, 2023	
(Amounts in thousands, except per share amount)	Balance	Weighted Average Interest Rate	Effect of 1% Increase in Base Rates	Balance	Weighted Average Interest Rate
Paramount's share of consolidated debt:					
Variable rate	$ 860,000	6.27%	$ 8,600	$ 360,000	8.18%
Fixed rate	2,113,680	3.45%	-	2,674,930 [(1)]	3.27%
	$2,973,680	4.26%	$ 8,600	$3,034,930	3.86%
Paramount's share of debt of non-consolidated entities (non-recourse):					
Variable rate	$ 379,216	6.31%	$ 3,792	$ 117,913	7.51%
Fixed rate	256,040	4.03%	-	511,025	3.32%
	$ 635,256	5.39%	$ 3,792	$ 628,938	4.11%
Noncontrolling interests' share of above			$ (1,045)		
Total change in annual net income			$ 11,347		
Per diluted share			$ 0.05		

(1) Includes floating rate debt that had been swapped to fixed.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of Paramount Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Paramount Group, Inc. 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 27, 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.

Impairment of real estate properties – Refer to Note 2 to the financial statements

Critical Audit Matter Description

The Company's real estate properties are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of a real estate property may not be recoverable. The Company uses significant judgment in (i) assessing events or circumstances which might indicate impairment, including but not limited to, anticipated hold periods and current market conditions, (ii) estimating future undiscounted cash flows used to test real estate properties for recoverability, including but not limited to terminal capitalization rates and future market rents, and (iii) measuring an impairment loss, including but not limited to discount rates and available market information.

Evaluating the judgments made by the Company to perform these analyses involved especially subjective judgment. This required a high degree of auditor judgment and extensive auditor effort, especially given the inherent unpredictability involved in the future market or industry considerations.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the assessment of the Company's impairment analysis included, among others, the following:

- We tested the effectiveness of controls over management's identification of changes in circumstances that could indicate the carrying amounts of real estate assets may not be recoverable, including controls over management's assessments of significant judgments.

- We evaluated management's assumptions, including management's intended hold periods. We engaged in discussions with management, including the Chief Executive Officer and Chief Financial Officer to evaluate the assumptions utilized in determining the intended hold periods. We corroborated whether an asset is being actively marketed for sale with external tools utilized by our fair value specialists, including industry intelligence and marketing platforms.

- With the assistance of our fair value specialists, we evaluated the reasonableness of the assumptions used by management, including discount rates, future market rents, down-time leasing period and terminal capitalization rates for certain properties, for which impairment indicators have been identified.

- We evaluated the reasonableness of management's projected estimated future cash flow analyses by comparing management's projections to historical results.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 27, 2025

We have served as the Company's auditor since 2014.

PARAMOUNT GROUP, INC.
CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share, unit and per share amounts) Assets	December 31, 2024	December 31, 2023
Real estate, at cost		
Land	$ 1,966,237	$ 1,966,237
Buildings and improvements	6,325,097	6,250,379
	8,291,334	8,216,616
Accumulated depreciation and amortization	(1,639,529)	(1,471,819)
Real estate, net	6,651,805	6,744,797
Cash and cash equivalents	375,056	428,208
Restricted cash	180,391	81,391
Accounts and other receivables	18,229	18,053
Real estate related fund investments	-	775
Investments in unconsolidated real estate related funds	4,649	4,549
Investments in unconsolidated joint ventures	85,952	132,239
Deferred rent receivable	356,425	351,209
Deferred charges, net of accumulated amortization of $91,818 and $82,265	100,684	108,751
Intangible assets, net of accumulated amortization of $147,133 and $194,536	50,492	68,005
Other assets	47,820	68,238
Total assets [(1)]	**$ 7,871,503**	**$ 8,006,215**
Liabilities and Equity		
Notes and mortgages payable, net of unamortized deferred financing costs of $15,420 and $13,566	$ 3,676,630	$ 3,803,484
Revolving credit facility	-	-
Accounts payable and accrued expenses	119,881	114,463
Dividends and distributions payable	-	8,360
Intangible liabilities, net of accumulated amortization of $93,748 and $108,817	20,870	28,003
Other liabilities	44,625	37,017
Total liabilities [(1)]	**3,862,006**	**3,991,327**
Commitments and contingencies		
Paramount Group, Inc. equity:		
Common stock $0.01 par value per share; authorized 900,000,000 shares; issued and outstanding 217,527,797 and 217,366,089 shares in 2024 and 2023, respectively	2,175	2,173
Additional paid-in-capital	4,144,301	4,133,801
Earnings less than distributions	(1,005,627)	(943,935)
Accumulated other comprehensive income	428	11,246
Paramount Group, Inc. equity	3,141,277	3,203,285
Noncontrolling interests in:		
Consolidated joint ventures	495,340	413,925
Consolidated real estate related funds	82,875	110,589
Operating Partnership (20,057,699 and 19,468,095 units outstanding)	290,005	287,089
Total equity	**4,009,497**	**4,014,888**
Total liabilities and equity	**$ 7,871,503**	**$ 8,006,215**

(1) Represents the consolidated assets and liabilities of Paramount Group Operating Partnership LP, a Delaware limited partnership (the "Operating Partnership"). The Operating Partnership is a consolidated variable interest entity ("VIE"), of which we are the sole general partner and own approximately 91.6% as of December 31, 2024. As of December 31, 2024, the assets and liabilities of the Operating Partnership include $3,834,072 and $2,393,672 of assets and liabilities, respectively, of certain VIEs that are consolidated by the Operating Partnership. See Note 12, *Variable Interest Entities ("VIEs")*.

See notes to consolidated financial statements.

PARAMOUNT GROUP, INC.
CONSOLIDATED STATEMENTS OF INCOME

(Amounts in thousands, except share and per share amounts)	For the Year Ended December 31, 2024	2023	2022
Revenues:			
Rental revenue	$ 721,750	$ 711,470	$ 702,819
Fee and other income	35,701	31,318	37,558
Total revenues	757,451	742,788	740,377
Expenses:			
Operating	303,278	293,965	277,422
Depreciation and amortization	239,542	250,644	232,517
General and administrative	66,333	61,986	59,487
Transaction related costs	923	422	470
Total expenses	610,076	607,017	569,896
Other income (expense):			
Loss from real estate related fund investments	(128)	(96,375)	(2,233)
Income (loss) from unconsolidated real estate related funds	273	(822)	(1,239)
Loss from unconsolidated joint ventures	(47,359)	(270,298)	(53,251)
Interest and other income, net	30,455	14,837	5,174
Interest and debt expense	(166,952)	(152,990)	(143,864)
Loss before income taxes	(36,336)	(369,877)	(24,932)
Income tax expense	(2,058)	(1,426)	(3,265)
Net loss	(38,394)	(371,303)	(28,197)
Less net (income) loss attributable to noncontrolling interests in:			
Consolidated joint ventures	(22,462)	(20,464)	(13,981)
Consolidated real estate related funds	10,292	109,795	3,342
Operating Partnership	4,276	22,228	2,433
Net loss attributable to common stockholders	**$ (46,288)**	**$ (259,744)**	**$ (36,403)**
Loss per Common Share - Basic:			
Net loss per common share	$ (0.21)	$ (1.20)	$ (0.16)
Weighted average common shares outstanding	217,240,620	216,922,235	221,309,938
Loss per Common Share - Diluted:			
Net loss per common share	$ (0.21)	$ (1.20)	$ (0.16)
Weighted average common shares outstanding	217,240,620	216,922,235	221,309,938

See notes to consolidated financial statements.

PARAMOUNT GROUP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the Year Ended December 31,		
(Amounts in thousands)	2024	2023	2022
Net loss	$ (38,394)	$ (371,303)	$ (28,197)
Other comprehensive income (loss):			
Change in value of interest rate swaps and interest rate caps	(12,433)	(25,444)	31,839
Pro rata share of other comprehensive income (loss) of unconsolidated joint ventures	712	(14,584)	18,485
Comprehensive (loss) income	(50,115)	(411,331)	22,127
Less comprehensive (income) loss attributable to noncontrolling interests in:			
Consolidated joint ventures	(22,462)	(20,464)	(13,981)
Consolidated real estate related funds	10,292	109,795	3,342
Operating Partnership	5,179	25,206	(1,733)
Comprehensive (loss) income attributable to common stockholders	**$ (57,106)**	**$ (296,794)**	**$ 9,755**

See notes to consolidated financial statements.

PARAMOUNT GROUP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in thousands, except per share and unit amounts)	Common Shares		Additional Paid-in-Capital	Earnings Less than Distributions	Accumulated Other Comprehensive Income	Noncontrolling Interests in			Total Equity
	Shares	Amount				Consolidated Joint Ventures	Consolidated Real Estate Related Funds	Operating Partnership	
Balance as of December 31, 2021	**218,992**	**$ 2,190**	**$ 4,122,680**	**$ (538,845)**	**$ 2,138**	**$ 428,833**	**$ 81,925**	**$ 356,111**	**$ 4,455,032**
Net (loss) income	-	-	-	(36,403)	-	13,981	(3,342)	(2,433)	(28,197)
Common shares issued upon redemption of common units	7,844	79	128,664	-	-	-	-	(128,743)	-
Common shares issued under Omnibus share plan, net of shares withheld for taxes	94	-	-	(284)	-	-	-	-	(284)
Repurchases of common shares	(10,371)	(104)	(64,896)	-	-	-	-	-	(65,000)
Dividends and distributions ($0.31 per share and unit)	-	-	-	(68,560)	-	-	-	(5,595)	(74,155)
Contributions from noncontrolling interests	-	-	-	-	-	-	3,257	-	3,257
Distributions to noncontrolling interests	-	-	-	-	-	(40,699)	-	-	(40,699)
Change in value of interest rate swaps and interest rate caps	-	-	-	-	29,194	-	-	2,645	31,839
Pro rata share of other comprehensive income of unconsolidated joint ventures	-	-	-	-	16,964	-	-	1,521	18,485
Amortization of equity awards	-	-	1,302	-	-	-	-	17,887	19,189
Consolidation of real estate related fund investments that were previously unconsolidated	-	-	-	-	-	-	91,535	-	91,535
Reallocation of noncontrolling interest	-	-	(1,589)	-	-	-	-	1,589	-
Other	-	-	-	(239)	-	3	-	-	(236)
Balance as of December 31, 2022	**216,559**	**$ 2,165**	**$ 4,186,161**	**$ (644,331)**	**$ 48,296**	**$ 402,118**	**$ 173,375**	**$ 242,982**	**$ 4,410,766**
Net (loss) income	-	-	-	(259,744)	-	20,464	(109,795)	(22,228)	(371,303)
Common shares issued upon redemption of common units	715	8	11,863	-	-	-	-	(11,871)	-
Common shares issued under Omnibus share plan, net of shares withheld for taxes	92	-	-	(205)	-	-	-	-	(205)
Dividends and distributions ($0.1825 per share and unit)	-	-	-	(39,655)	-	-	-	(3,360)	(43,015)
Contributions from noncontrolling interests	-	-	-	-	-	-	55,837	-	55,837
Distributions to noncontrolling interests	-	-	-	-	-	(8,657)	(8,828)	-	(17,485)
Change in value of interest rate swaps and interest rate caps	-	-	-	-	(23,623)	-	-	(1,821)	(25,444)
Pro rata share of other comprehensive loss of unconsolidated joint ventures	-	-	-	-	(13,427)	-	-	(1,157)	(14,584)
Amortization of equity awards	-	-	1,222	-	-	-	-	19,099	20,321
Reallocation of noncontrolling interest	-	-	(65,445)	-	-	-	-	65,445	-
Balance as of December 31, 2023	**217,366**	**$ 2,173**	**$ 4,133,801**	**$ (943,935)**	**$ 11,246**	**$ 413,925**	**$ 110,589**	**$ 287,089**	**$ 4,014,888**

See notes to consolidated financial statements.

PARAMOUNT GROUP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY - CONTINUED

(Amounts in thousands, except per share and unit amounts)	Common Shares		Additional Paid-in-Capital	Earnings Less than Distributions	Accumulated Other Comprehensive Income	Noncontrolling Interests in			Total Equity
	Shares	Amount				Consolidated Joint Ventures	Consolidated Real Estate Related Funds	Operating Partnership	
Balance as of December 31, 2023	**217,366**	**$ 2,173**	**$ 4,133,801**	**$ (943,935)**	**$ 11,246**	**$ 413,925**	**$ 110,589**	**$ 287,089**	**$ 4,014,888**
Net (loss) income	-	-	-	(46,288)	-	22,462	(10,292)	(4,276)	(38,394)
Common shares issued upon redemption of common units	151	2	2,228	-	-	-	-	(2,230)	-
Common shares issued under Omnibus share plan, net of shares withheld for taxes	11	-	-	(186)	-	-	-	-	(186)
Dividends and distributions ($0.07 per share and unit)	-	-	-	(15,218)	-	-	-	(1,540)	(16,758)
Contributions from noncontrolling interests	-	-	-	-	-	62,220	889	-	63,109
Distributions to noncontrolling interests	-	-	-	-	-	(3,267)	(18,311)	-	(21,578)
Change in value of interest rate swaps and interest rate caps	-	-	-	-	(11,387)	-	-	(1,046)	(12,433)
Pro rata share of other comprehensive income of unconsolidated joint ventures	-	-	-	-	569	-	-	143	712
Amortization of equity awards	-	-	988	-	-	-	-	19,149	20,137
Reallocation of noncontrolling interest	-	-	7,284	-	-	-	-	(7,284)	-
Balance as of December 31, 2024	**217,528**	**$ 2,175**	**$ 4,144,301**	**$ (1,005,627)**	**$ 428**	**$ 495,340**	**$ 82,875**	**$ 290,005**	**$ 4,009,497**

See notes to consolidated financial statements.

PARAMOUNT GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year Ended December 31,		
(Amounts in thousands)	2024	2023	2022
Cash Flows from Operating Activities:			
Net loss	$ (38,394)	$ (371,303)	$ (28,197)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	239,542	250,644	232,517
Straight-lining of rental revenue	(6,543)	(4,874)	(13,602)
Amortization of stock-based compensation expense	20,137	20,321	19,003
Amortization of deferred financing costs	10,250	6,219	6,156
Loss from unconsolidated joint ventures	2,298	20,126	21,566
Real estate impairment losses related to investments in unconsolidated joint ventures	45,061	250,172	31,685
Distributions of earnings from unconsolidated joint ventures	586	17,096	1,324
Realized and unrealized losses on real estate related fund investments	775	107,722	-
(Income) loss from unconsolidated real estate related funds	(273)	822	1,239
Distributions of earnings from unconsolidated real estate related funds	173	117	1,318
Amortization of above and below-market leases, net	(5,825)	(5,376)	(1,748)
Non-cash gain on extinguishment of IPO related tax liability	(15,437)	-	-
Loss recognized upon consolidation of real estate related fund investments that were previously unconsolidated	-	-	2,627
Other non-cash adjustments	287	669	1,188
Changes in operating assets and liabilities:			
Real estate related fund investments	-	(3,128)	-
Accounts and other receivables	(176)	5,813	(8,284)
Deferred charges	(9,610)	(12,200)	(15,083)
Other assets	73	(3,542)	(7,545)
Accounts payable and accrued expenses	8,254	(13,663)	3,658
Other liabilities	13,748	12,224	(1,185)
Net cash provided by operating activities	264,926	277,859	246,637
Cash Flows from Investing Activities:			
Additions to real estate	(118,158)	(100,526)	(125,805)
Proceeds from repayment of a mezzanine loan investment	10,000	-	-
Investment in a mezzanine loan	-	(20,000)	-
Investment in and contributions of capital to unconsolidated joint ventures	(2,740)	(40,715)	(15,812)
Distribution of capital from an unconsolidated joint venture	1,792	-	-
Advances to a partner in One Steuart Lane	-	(35,715)	-
Repayment of advances by a partner in One Steuart Lane	-	38,935	-
Contributions of capital to unconsolidated real estate related funds	-	(2,077)	(5,018)
Due from affiliates	-	-	(59,000)
Repayment of amounts due from affiliates	-	-	59,000
Distributions of capital from unconsolidated real estate related funds	-	-	1,506
Investment in real estate related funds	-	-	(7,454)
Net cash used in investing activities	(109,106)	(160,098)	(152,583)

See notes to consolidated financial statements.

PARAMOUNT GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS – CONTINUED

	For the Year Ended December 31,		
(Amounts in thousands)	2024	2023	2022
Cash Flows from Financing Activities:			
Repayment of notes and mortgages payable	$ (975,000)	$ (273,000)	$ -
Proceeds from notes and mortgages payable	850,000	232,050	-
Debt issuance costs	(10,649)	(648)	-
Contributions from noncontrolling interests in consolidated joint ventures	62,220	-	-
Distributions to noncontrolling interests in consolidated joint ventures	(3,267)	(8,657)	(40,699)
Contributions from noncontrolling interests in consolidated real estate related funds	889	55,837	3,257
Distributions to noncontrolling interests in consolidated real estate related funds	(18,311)	(8,828)	-
Dividends paid to common stockholders	(22,826)	(48,873)	(67,062)
Distributions paid to common unitholders	(2,292)	(3,808)	(5,962)
Deposit received for the sale of a 45.0% equity interest in 900 Third Avenue	9,450	-	-
Repurchase of shares related to stock compensation agreements and related tax withholdings	(186)	(205)	(284)
Repurchases of common shares	-	-	(63,153)
Settlement of accounts payable in connection with repurchases of common shares	-	(1,847)	-
Net cash used in financing activities	(109,972)	(57,979)	(173,903)
Net increase (decrease) in cash and cash equivalents and restricted cash	45,848	59,782	(79,849)
Cash and cash equivalents and restricted cash at beginning of period	509,599	449,817	529,666
Cash and cash equivalents and restricted cash at end of period	$ 555,447	$ 509,599	$ 449,817
Reconciliation of Cash and Cash Equivalents and Restricted Cash:			
Cash and cash equivalents at beginning of period	$ 428,208	$ 408,905	$ 524,900
Restricted cash at beginning of period	81,391	40,912	4,766
Cash and cash equivalents and restricted cash at beginning of period	$ 509,599	$ 449,817	$ 529,666
Cash and cash equivalents at end of period	$ 375,056	$ 428,208	$ 408,905
Restricted cash at end of period	180,391	81,391	40,912
Cash and cash equivalents and restricted cash at end of period	$ 555,447	$ 509,599	$ 449,817
Supplemental Disclosure of Cash Flow Information:			
Cash payments for interest	$ 156,194	$ 144,388	$ 139,332
Cash payments for income taxes, net of refunds	2,029	893	2,711
Non-Cash Transactions:			
Write-off of fully amortized and/or depreciated assets	$ 41,781	$ 34,317	$ 11,386
Change in value of interest rate swaps and interest rate caps	(12,433)	(25,444)	31,839
Additions to real estate included in accounts payable and accrued expenses	16,988	21,815	14,595
Common shares issued upon redemption of common units	2,230	11,871	128,743
Dividends and distributions declared but not yet paid	-	8,360	18,026
Transfer of deposit to investment in unconsolidated joint ventures	-	-	6,230
Repurchases of common shares included in accounts payable and accrued expenses	-	-	1,847
Increase (decrease) due to consolidation of real estate related fund investments that were previously unconsolidated:			
Real estate related fund investments	-	-	100,500
Investments in unconsolidated real estate related funds	-	-	(8,965)
Noncontrolling interests in consolidated real estate related funds	-	-	91,535

See notes to consolidated financial statements.

PARAMOUNT GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Business

As used in these consolidated financial statements, unless otherwise indicated, all references to "we," "us," "our," the "Company," and "Paramount" refer to Paramount Group, Inc., a Maryland corporation, and its consolidated subsidiaries, including Paramount Group Operating Partnership LP, a Delaware limited partnership (the "Operating Partnership"). We are a fully-integrated real estate investment trust ("REIT") focused on owning, operating, managing, acquiring and redeveloping high-quality, Class A office properties in select central business district submarkets of New York City and San Francisco. We conduct our business through, and substantially all of our interests in properties and investments are held by, the Operating Partnership. We are the sole general partner of, and owned approximately 91.6% of, the Operating Partnership as of December 31, 2024.

As of December 31, 2024, we owned and/or managed a portfolio of 18 properties aggregating 13.8 million square feet comprised of:

- Eight wholly and partially owned Class A properties aggregating 8.7 million square feet in New York, comprised of 8.2 million square feet of office space and 0.5 million square feet of retail and theater space;

- Six wholly and partially owned Class A properties aggregating 4.3 million square feet in San Francisco, comprised of 4.1 million square feet of office space and 0.2 million square feet of retail space; and

- Four managed properties aggregating 0.8 million square feet in New York and Washington, D.C.

Additionally, we have an investment management business, where we serve as the general partner of several real estate related funds for institutional investors and high net-worth individuals.

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and with the rules and regulations of the Securities and Exchange Commission (the "SEC"). These consolidated financial statements include the accounts of Paramount and its consolidated subsidiaries, including the Operating Partnership. All significant intercompany balances and transactions have been eliminated in consolidation.

Significant Accounting Policies

Real Estate

Real estate is carried at cost less accumulated depreciation and amortization. Betterments, major renovations and certain costs directly related to the improvement of real estate are capitalized. Maintenance and repair expenses are charged to expense as incurred. Depreciation is recognized on a straight-line basis over estimated useful lives of the assets, which range from 5 to 40 years. Tenant improvements 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 the fair value of acquired assets (including land, buildings and improvements, identified intangibles, such as acquired above-market leases and acquired in-place leases) and acquired liabilities (such as acquired below-market leases) and allocate the purchase price based on these assessments. 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 record acquired intangible assets (including acquired above-market leases and acquired in-place leases) and acquired intangible liabilities (including below-market leases) at their estimated fair value. We amortize acquired above-market and below-market leases as a decrease or increase to rental revenue, respectively, over the lives of the respective leases. Amortization of acquired in-place leases is included as a component of "depreciation and amortization".

Our properties, including any related intangible assets, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment analyses are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. 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. Estimates of fair value are determined using discounted cash flow models, which consider, among other things, anticipated holding periods, current market conditions and utilize unobservable quantitative inputs, including appropriate capitalization and discount rates. If our estimates of the projected future cash flows, anticipated holding periods, or market conditions change, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

Real estate and related intangibles are classified as held for sale when all the necessary criteria are met. The criteria include (i) management, having the authority to approve action, commits to a plan to sell the property in its present condition, (ii) the sale of the property is at a price reasonable in relation to its current fair value and (iii) the sale is probable and expected to be completed within one year. Real estate and the related intangibles held for sale are carried at the lower of carrying amounts or estimated fair value less disposal costs. Depreciation and amortization is not recognized on real estate and related intangibles classified as assets held for sale.

Variable Interest Entities ("VIEs") and Investments in Unconsolidated Joint Ventures and Funds

We consolidate VIEs in which we are considered to be the primary beneficiary. Entities are considered to be the primary beneficiary if they have both of the following characteristics: (i) the power to direct the activities that, when taken together, most significantly impact the VIE's performance, and (ii) the obligation to absorb losses and the right to receive returns from the VIE that would be significant to the VIE. Our judgment with respect to our level of influence or control of an entity involves the consideration of various factors including the form of our ownership interest, our representation in the entity's governance, the size of our investment, estimates of future cash flows, our ability to participate in policy making decisions and the rights of the other investors to participate in the decision making process and to replace us as manager and/or liquidate the joint venture, if applicable.

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, which consist of investments in unconsolidated joint ventures and funds are initially recorded at cost and subsequently adjusted for (i) our share of net income or loss, (ii) our share of other comprehensive income or loss, and (iii) cash contributions and distributions.

To the extent that our cost basis is different than our share of the equity in the equity method investment, the basis difference allocated to depreciable assets is amortized into "loss from unconsolidated joint ventures" over the estimated useful life of the related asset. The agreements that govern our equity method investments may designate different percentage allocations among investors for profits and losses; however, our recognition of income or loss generally follows the investment's distribution priorities, which may change upon the achievement of certain investment return thresholds.

We may discontinue applying the equity method of accounting when the investment in the joint venture is reduced to zero and when we have no obligation to provide financial support to the joint venture. Upon discontinuing equity method accounting, we recognize income only to the extent we receive cash distributions from the joint venture and recognize losses to the extent we make cash contributions to the joint venture. We review our investments in unconsolidated joint ventures for impairment whenever events or changes and circumstances indicate a decline in the fair value of the investment below the investment carrying amount and such decline is other than temporary.

Investments that do not qualify for consolidation or equity method accounting are accounted for under the cost method.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and short-term highly liquid investments with original maturities of three months or less. The majority of our cash and cash equivalents are held at major commercial banks, which may at times exceed the Federal Deposit Insurance Corporation limit. To date, we have not experienced any losses on our invested cash.

Restricted Cash

Restricted cash consists primarily of cash restricted or escrowed under loan agreements for debt service, real estate taxes, property insurance, capital improvements and security deposits held on behalf of our tenants.

Deferred Charges

Deferred charges include deferred leasing costs related to successful leasing activities and deferred financing costs related to our revolving credit facility. Deferred leasing costs consist of fees and direct costs related to successful leasing activities. Such deferred costs are amortized on a straight-line basis over the lives of the related leases and recognized in our consolidated statements of income as a component of "depreciation and amortization". Deferred financing costs consist of fees and direct costs incurred in obtaining our revolving credit facility. Such deferred financing costs are amortized over the term of the revolving credit facility and are recognized as a component of "interest and debt expense" in our consolidated statements of income.

Deferred Financing Costs Related to Notes and Mortgages Payable

Deferred financing costs related to notes and mortgages payable consist of fees and direct costs incurred in obtaining such financing and are recorded as a reduction of our notes and mortgages payable. Such costs are amortized over the terms of the related debt agreements and recognized as a component of "interest and debt expense" in our consolidated statements of income.

Derivative Instruments and Hedging Activities

We record all derivatives on our consolidated balance sheets at fair value in accordance with Accounting Standards Codification ("ASC") Topic 815, *Derivatives and Hedging*. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether we have designated a derivative as a hedge and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. We use derivative financial instruments in the normal course of business to selectively manage or hedge a portion of the risk associated with our indebtedness and interest payments. Our objectives in using interest rate derivatives are to add stability to interest expense and to manage our exposure to interest rate movements. To accomplish these objectives, we primarily use interest rate swaps and interest rate caps. Interest rate swaps and interest rate caps that are designated as hedges are so designated at the inception of the contract. We require that hedging derivative instruments be highly effective in reducing the risk exposure that they are designated to hedge. The changes in the fair value of interest rate swaps and interest rate caps that are designated as hedges are recognized in other comprehensive income or loss (outside of earnings) and subsequently reclassified to earnings over the term that the hedged transaction affects earnings.

Fair Value of Financial Instruments

ASC Topic 820, *Fair Value Measurement and Disclosures*, defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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 Topic 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; 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 or settlement of these liabilities.

We use the following methods and assumptions in estimating fair value for financial instruments that are presented at fair value on our consolidated balance sheets:

Interest Rate Swaps and Interest Rate Caps

Interest rate swaps and interest rate caps are valued by a third-party specialist using widely accepted valuation techniques.

The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed and variable cash payments or receipts. The variable cash payments or receipts are based on future interest rates derived from observable market interest rate curves.

The fair values of interest rate caps are determined using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates rise above the strike rate of the interest rate caps. The variable interest rates used in the calculation of expected cash receipts are based on future interest rates derived from observable market interest rate curves and volatilities.

We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs. We have determined that the significance of the impact of the credit valuation adjustments made to our derivative contracts was not significant to the overall valuation. As a result, all of our derivatives held as December 31, 2024, are classified as Level 2 in the fair value hierarchy.

Real Estate Related Fund Investments

Our real estate related fund investments include mezzanine loan investments made by Paramount Group Real Estate Fund X, LP ("Fund X"). Fund X qualifies as an investment company pursuant to ASC Topic 946, *Financial Services - Investment Companies.* Accordingly, the underlying investments are generally carried at fair value, except investments that have a fair value above par value and where the borrower has the option to prepay the loan are carried at par value. These investments are classified as Level 3 in the fair value hierarchy.

We use the following methods and assumptions in estimating fair value for financial instruments that are not presented at fair value on our consolidated balance sheets, but are disclosed in the notes to our consolidated financial statements:

Notes and Mortgages Payable

Notes and mortgages payable are valued by a third-party specialist using 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. For floating rate debt, we use forward rates derived from observable market yield curves to project the expected cash payments we would be required to make under the instrument. The notes and mortgages payable are classified as Level 2 in the fair value hierarchy.

The carrying values of all other financial instruments on our consolidated balance sheets, including cash and cash equivalents, restricted cash, accounts and other receivables and accounts payable and accrued expenses, approximate their fair values due to the short-term nature of these instruments.

Revenue Recognition

Rental Revenue

We lease office, retail and storage space to tenants, primarily under non-cancellable operating leases which generally have terms ranging from five to fifteen years. Most of our leases provide tenants with extension options at either fixed or market rates and few of our leases provide tenants with options to early terminate, but such options generally impose an economic penalty on the tenant upon exercising. Rental revenue is recognized in accordance with ASC Topic 842, *Leases,* and includes (i) fixed payments of cash rents, which represents revenue each tenant pays in accordance with the terms of its respective lease and that is recognized on a straight-line basis over the non-cancellable term of the lease, and includes the effects of rent steps and rent abatements under the leases, (ii) variable payments of tenant reimbursements, which are recoveries of all or a portion of the operating expenses and real estate taxes of the property and are recognized in the same period as the expenses are incurred, (iii) amortization of acquired above and below-market leases, net and (iv) lease termination income.

We evaluate the collectability of our tenant receivables for payments required under the lease agreements. If we determine that collectability is not probable, the difference between rental revenue recognized and rental payments received is recorded as an adjustment to “rental revenue” in our consolidated statements of income.

Fee and Other Income

Fee income includes (i) asset management fees, (ii) property management fees, (iii) fees relating to acquisitions, dispositions and leasing services and (iv) other fee income, and is recognized in accordance with ASC Topic 606, *Revenue from Contracts with Customers*. Fee income is generated from the various services we provide to our customers and is disaggregated based on the types of services we provide pursuant to ASC Topic 606. Fee income is recognized as and when we satisfy our performance obligations pursuant to contractual agreements. Property management and asset management services are provided continuously over time and revenue is recognized over that time. Fee income relating to acquisitions, dispositions and leasing services is recognized upon completion of the acquisition, disposition or leasing services as required in the contractual agreements. The amount of fee income to be recognized is stated in the contract as a fixed price or as a stated percentage of revenues, contributed capital or transaction price. Other income includes income from tenant requested services, including cleaning, overtime heating and cooling and parking income.

Stock-Based Compensation

We account for stock-based compensation in accordance with ASC Topic 718, *Compensation – Stock Compensation*. The fair value of the award on the date of grant (adjusted for estimated forfeitures) is ratably amortized into expense over the vesting period of the respective grants. The determination of fair value of these awards involves the use of significant estimates and assumptions, including expected volatility of our stock, expected dividend yield, expected term, and assumptions of whether these awards achieve the requisite performance criteria.

Income Taxes

We operate and have been organized in conformity with the requirements for qualification and taxation as a REIT for U.S. federal income tax purposes. So long as we qualify as a REIT, we generally will not be subject to U.S. federal income tax on our net income that we distribute currently to our stockholders. In order to maintain our qualification as a REIT, we are required under the Internal Revenue Code of 1986, as amended, to distribute at least 90% of our taxable income (without regard to the deduction for dividends paid and excluding net capital gains) to our stockholders and meet certain other requirements. If, with respect to any taxable year, we fail to maintain our qualification as a REIT, and we are not entitled to relief under the relevant statutory provisions, we would be subject to income tax at regular corporate tax rates. Even if we qualify as a REIT, we may also be subject to certain state, local and franchise taxes. Under certain circumstances, U.S. federal income tax may be due on our undistributed taxable income.

We treat certain consolidated subsidiaries, and may in the future elect to treat newly formed subsidiaries, as taxable REIT subsidiaries ("TRSs"). TRSs 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. Our TRSs had a combined current income tax expense of approximately $2,056,000, $484,000, and $1,942,000 for the years ended December 31, 2024, 2023 and 2022, respectively. In addition, our TRSs had a combined deferred income tax benefit of $76,000 for the year ended December 31, 2024, and combined expense of $181,000 and $101,000 for the years ended December 31, 2023 and 2022, respectively.

The following table reconciles net loss attributable to Paramount Group, Inc. to estimated taxable income for the years ended December 31, 2024, 2023 and 2022.

	For the Year Ended December 31,		
(Amounts in thousands)	2024	2023	2022
Net loss attributable to Paramount Group, Inc.	$ (46,288)	$ (259,744)	$ (36,403)
Book to tax differences:			
Straight-lining of rents and amortization of above and below-market leases, net	(18,266)	6,832	(5,780)
Depreciation and amortization	39,091	39,037	54,892
Stock-based compensation	18,460	19,052	17,607
Our share of real estate impairment losses of unconsolidated joint ventures	33,733	226,230	31,685
Other, net	(13,941)	3,014	20,352
Estimated taxable income	**$ 12,789**	**$ 34,421**	**$ 82,353**

The following table sets forth the characterization of dividend distributions for federal income tax purposes for the years ended December 31, 2024, 2023 and 2022.

	For the Year Ended December 31,					
	2024		2023		2022	
	Amount	%	Amount	%	Amount	%
Ordinary income	$ 0.059 (1)	56.2%	$ 0.158 (1)	89.3%	$ 0.373 (1)	100.0%
Long-term capital gain	-	0.0%	-	0.0%	-	0.0%
Return of capital	0.046	43.8%	0.019	10.7%	-	0.0%
Total	**$ 0.105 (2)**	**100.0%**	**$ 0.177 (2)(3)**	**100.0%**	**$ 0.373 (3)**	**100.0%**

(1) Represents amounts treated as "qualified REIT dividends" for purposes of Internal Revenue Code Section 199A.
(2) Dividends declared in the fourth quarter of the year ended December 31, 2023 of $0.035 per share, that were paid in January 2024, were attributable to the year ended December 31, 2024 for federal income tax purposes.
(3) Dividends declared in the fourth quarter of the year ended December 31, 2022 of $0.0775 per share, that were paid in January 2023, were a split-year dividend with $0.070425 per share attributable to the year ended December 31, 2022 for federal income tax purposes and the remaining $0.007075 per share attributable to the year ended December 31, 2023.

Segments

Our operating segments, which consist of each one of our properties, are aggregated into two reportable segments based on two geographic regions in which we conduct our business: New York and San Francisco. Our determination of segments is aligned with our method of internal reporting and the way our Chief Executive Officer, who is also our Chief Operating Decision Maker ("CODM"), makes key operating decisions, evaluates financial results and manages our business. See Note 22, *Segments.*

Use of Estimates

The preparation of financial statements in conformity with GAAP requires 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 materially from those estimates. Certain prior year balances have been reclassified to conform to current year presentation.

Recently Issued Accounting Pronouncements

In August 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-05, an update to ASC Topic 805, *Business Combinations*. ASU 2023-05 clarifies existing guidance by requiring a joint venture to recognize and initially measure assets contributed and liabilities assumed at fair value, upon its formation, in the joint venture's separate financial statements. These amendments are effective prospectively for all joint venture formations with a formation date on or after January 1, 2025, with early adoption permitted. We will apply the provisions of ASU 2023-05 to new joint ventures, as applicable, but do not believe the adoption of ASU 2023-05 will have a material impact on our consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, an update to ASC Topic 280, *Segment Reporting*. ASU 2023-07 enhances the segment reporting by requiring disclosures of (i) the significant segment expenses that are regularly provided to the CODM and included within each reported measure of segment profit or loss, (ii) the composition of the other segment items, including the nature and type of the other segment items, and (iii) the title and position of the CODM. ASU 2023-07 is effective for our year ending December 31, 2024 and for our interim periods that begin on January 1, 2025, with early adoption permitted. We adopted the provisions of ASU 2023-07 and accordingly have added disclosure of the significant segment expenses retrospectively for all periods presented. See Note 22, *Segments*.

In December 2023, the FASB issued ASU 2023-09, an update to ASC Topic 740, *Income Taxes*. ASU 2023-09 enhances income tax disclosures by expanding the effective tax rate reconciliation and requiring disaggregated income tax information by jurisdictions. ASU 2023-09 is effective for fiscal years that begin after December 15, 2024, with early adoption permitted. We will adopt the provisions of ASU 2023-09 on January 1, 2025, and do not believe that the adoption of ASU 2023-09 will have a material impact on our consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, an update to ASC Topic 220, *Income Statement - Reporting Comprehensive Income*. ASU 2024-03 requires disaggregated disclosures in the notes to the financial statements of each income statement line item that contain certain categories of expenses, including employee compensation, depreciation and amortization. ASU 2024-03 is effective for our year ending December 31, 2027, and interim periods beginning after December 15, 2027, with early adoption permitted. We are evaluating the impact of ASU 2024-03 on our consolidated financial statements and the related disclosures.

3. Consolidated Real Estate Related Funds

Real Estate Related Fund Investments (Fund X)

Real estate related fund investments on our consolidated balance sheets represent the investments of Fund X, which invests in mezzanine loans. We are the general partner and investment manager of Fund X, which, prior to December 12, 2022, was accounted for under the equity method of accounting (see Note 4, *Investments in Unconsolidated Real Estate Related Funds*). Subsequent to December 12, 2022, we increased our ownership interest in Fund X to 13.0% and began consolidating Fund X into our consolidated financial statements.

The following table sets forth the details of income or loss from real estate related fund investments for the years ended December 31, 2024, 2023, and for the period from December 12, 2022 to December 31, 2022.

(Amounts in thousands)	For the Year Ended December 31, 2024	For the Year Ended December 31, 2023	Period from December 12, 2022 to December 31, 2022
Net investment income	$ 647	$ 11,347	$ 394
Net realized losses	-	(46,894)	-
Net unrealized losses	(775)	(60,828)	-
Loss recognized upon consolidation of real estate related fund investments that were previously unconsolidated	-	-	(2,627)
Loss from real estate related fund investments	**(128)**	**(96,375)**	**(2,233)**
Less: noncontrolling interests in consolidated real estate related fund	124	84,784	(420)
Loss from real estate related fund investments attributable to Paramount Group, Inc.	**$ (4)**	**$ (11,591)**	**$ (2,653)**

Residential Development Fund ("RDF")

We are also the general partner of RDF in which we own a 7.4% interest. RDF owns a 35.0% interest in One Steuart Lane, a for-sale residential condominium project, in San Francisco, California. We consolidate the financial results of RDF into our consolidated financial statements and reflect the 92.6% interest that we do not own as noncontrolling interests in consolidated real estate related funds. RDF accounts for its 35.0% interest in One Steuart Lane under the equity method of accounting. Accordingly, our economic interest in One Steuart Lane (based on our 7.4% ownership interest in RDF) is 2.6%. See Note 5, *Investments in Unconsolidated Joint Ventures*.

4. Investments in Unconsolidated Real Estate Related Funds

We are the general partner and investment manager of Paramount Group Real Estate Fund VIII, LP ("Fund VIII") which invests in real estate and related investments. As of December 31, 2024, our ownership interest in Fund VIII was approximately 1.3%. We account for our investment in Fund VIII under the equity method of accounting.

Prior to December 12, 2022, we owned an 8.2% interest in Fund X and accounted for our investment in Fund X under the equity method of accounting. Subsequent to December 12, 2022, we began consolidating Fund X into our consolidated financial statements (see Note 3, *Consolidated Real Estate Related Funds*).

As of December 31, 2024 and 2023, our share of the investments in unconsolidated real estate related funds was $4,649,000 and $4,549,000, respectively, which is reflected as "investments in unconsolidated real estate related funds" on our consolidated balance sheets. We recognized income of $273,000 for the year ended December 31, 2024 and losses of $822,000 and $1,239,000 for the years ended December 31, 2023 and 2022, respectively, for our share of earnings, which is reflected as "income (loss) from unconsolidated real estate related funds" in our consolidated statements of income.

5. Investments in Unconsolidated Joint Ventures

On March 29, 2024, the joint venture that owns 60 Wall Street, in which we have a 5.0% ownership interest, modified the existing $575,000,000 non-recourse mortgage loan and extended the maturity to May 2029. In connection with the modification, the loan was split into (i) a $316,250,000 A-Note that bears interest at Term Secured Overnight Financing Rate ("SOFR") plus 245 basis points, of which 4.0% is current pay and the remaining is accrued, and (ii) a $258,750,000 B-Note that accrues interest at 12.0%. The joint venture is redeveloping the property and all amounts funded by the joint venture will be senior to the B-Note and all accrued interest.

On April 30, 2024, the joint venture that owns 111 Sutter Street, in which we have a 49.0% ownership interest, modified the existing $164,775,000 non-recourse mortgage loan to extend the maturity date to December 2025. The loan bears interest at a rate of SOFR plus 215 basis points and all interest shortfalls will continue to accrue to the principal balance of the loan.

In August 2024, the joint venture that owns Market Center, in which we have a 67.0% ownership interest, ceased making debt service payments on the non-recourse mortgage loan due to insufficient property cash flows. In January 2025, the joint venture defaulted on the $416,544,000 mortgage loan, as it was not repaid at maturity. The joint venture is currently working with the lenders to sell the property.

The following tables summarize our investments in unconsolidated joint ventures as of the dates thereof and the income or loss from these investments for the periods set forth below.

(Amounts in thousands)	Paramount	As of December 31,	
Our Share of Investments:	**Ownership**	**2024**	**2023**
712 Fifth Avenue [(1)]	50.0%	$ -	$ -
Market Center [(1)]	67.0%	-	-
55 Second Street [(1)]	44.1%	-	30,322
111 Sutter Street [(1)]	49.0%	-	-
1600 Broadway [(2)]	9.2%	8,161	8,646
60 Wall Street [(3)]	5.0%	1,212	-
One Steuart Lane [(2)]	35.0% [(4)]	76,579	89,949
Oder-Center, Germany	9.5%	-	3,322
Investments in unconsolidated joint ventures		**$ 85,952**	**$ 132,239**

(Amounts in thousands)	For the Year Ended December 31,		
Our Share of Net (Loss) Income:	**2024**	**2023**	**2022**
712 Fifth Avenue [(1)]	$ -	$ -	$ -
Market Center [(1)]	-	(161,514) [(5)]	(10,405)
55 Second Street [(1)]	(30,221) [(6)]	(55,018) [(6)]	(2,943)
111 Sutter Street [(1)]	-	-	(35,190) [(7)]
1600 Broadway [(2)]	1	-	(9)
60 Wall Street [(3)]	(1,525)	(25,001)	(89)
One Steuart Lane [(2)]	(11,577) [(8)]	(28,727) [(8)]	(4,696)
Oder-Center, Germany	(4,037) [(9)]	(38)	81
Loss from unconsolidated joint ventures	**$ (47,359)**	**$ (270,298)**	**$ (53,251)**

(1) As of December 31, 2024, our basis in the joint ventures that own 712 Fifth Avenue, Market Center, 55 Second Street and 111 Sutter Street were negative. Since we have no further obligation to fund additional capital to these joint ventures, we have discontinued the equity method of accounting, and accordingly, we no longer recognize our proportionate share of earnings. Instead, we recognize income only to the extent we receive cash distributions from the joint ventures and recognize losses to the extent we make cash contributions to the joint ventures.

(2) As of December 31, 2024, the carrying amount of our investments in 1600 Broadway and One Steuart Lane was greater than our share of equity in these investments by $299 and $511, respectively, and primarily represents the unamortized portion of our capitalized acquisition costs.

(3) In the second quarter of 2023, the joint venture recognized a $455,893 real estate impairment loss. Accordingly, we recognized a $24,734 impairment loss on our investment in 60 Wall Street. This impairment, together with our share of operating losses recognized in that quarter, reduced our investment balance below zero as of June 30, 2023. As a result, in the second quarter of 2023, we discontinued the equity method of accounting. In the first quarter of 2024, the non-recourse mortgage loan was modified and the joint venture committed to fund the development costs related to the project. As a result, in the first quarter of 2024, we resumed the equity method of accounting and recognized all previously deferred losses.

(4) Represents RDF's economic interest in One Steuart Lane, a for-sale residential condominium project. Our economic interest in One Steuart Lane (based on our 7.4% ownership interest in RDF) is 2.6%.

(5) In the fourth quarter of 2023, the joint venture that owns Market Center recognized a $341,872 real estate impairment loss, of which our 67.0% share was $229,054. Given that our share of the real estate impairment loss together with our share of operating and other losses recognized in the fourth quarter brought the basis of our investment in the joint venture below zero, in accordance with GAAP, we were limited to recognizing $148,906 of the real estate impairment loss during the year ended December 31, 2023.

(6) In the fourth quarter of 2023, the joint venture that owns 55 Second Street recognized a $119,279 real estate impairment loss, of which our share was $52,590. In the fourth quarter of 2024, the joint venture also recognized an additional $87,160 real estate impairment loss, of which our share was $38,429. Given that our share of the real estate impairment loss together with our share of operating and other losses recognized in the year brought the basis of our investment in the joint venture below zero, in accordance with GAAP, we were limited to recognizing $29,818 of the real estate impairment loss during the year ended December 31, 2024.

(7) In the fourth quarter of 2022, the joint venture that owns 111 Sutter Street recognized a $64,663 real estate impairment loss, of which our share was $31,685.

(8) In the third quarter of 2023, One Steuart Lane recognized $68,407 of impairment losses related to residential condominium units, of which RDF's share was $23,942. In the fourth quarter of 2024, One Steuart Lane also recognized an additional $32,366 of impairment losses related to residential condominium units, of which RDF's share was $11,328.

(9) In the fourth quarter of 2024, we recorded an impairment loss on our investment in Oder-Center, Germany of $3,915.

The following tables provide the combined summarized financial information of our unconsolidated joint ventures as of the dates thereof and for the periods set forth below.

(Amounts in thousands)	As of December 31,	
Balance Sheets:	**2024**	**2023**
Real estate, net	$ 1,567,771	$ 1,528,595
Cash and cash equivalents and restricted cash	154,669	167,355
Intangible assets, net	42,672	52,164
For-sale residential condominium units [1]	195,113	246,824
Deferred rent receivable	42,128	35,448
Other assets	26,813	48,731
Total assets	**$ 2,029,166**	**$ 2,079,117**
Notes and mortgages payable, net	$ 1,783,587	$ 1,744,706
Accounts payable and accrued expenses	59,860	92,770
Intangible liabilities, net	2,480	5,026
Other liabilities	73,129	5,692
Total liabilities	**1,919,056**	**1,848,194**
Equity	110,110	230,923
Total liabilities and equity	**$ 2,029,166**	**$ 2,079,117**

(Amounts in thousands)	For the Year Ended December 31,		
Income Statements:	**2024**	**2023**	**2022**
Revenues:			
Rental revenue	$ 138,390	$ 155,549	$ 194,031
Other income [2]	34,782	11,234	65,850
Total revenues	173,172	166,783	259,881
Expenses:			
Operating [2]	138,121 [3]	169,826 [3]	152,313
Depreciation and amortization	46,522	67,727	85,949
Total expenses	184,643	237,553	238,262
Other income (expense):			
Interest and other income, net	6,187	3,035	991
Interest and debt expense	(62,234)	(73,485)	(62,173)
Gain on settlement of interest rate swap	2,498	-	-
Real estate impairment loss	(87,160) [4]	(917,044) [5]	(64,663) [6]
Loss before income taxes	(152,180)	(1,058,264)	(104,226)
Income tax expense	(26)	(32)	(60)
Net loss	**$ (152,206)**	**$ (1,058,296)**	**$ (104,286)**

(1) Represents residential condominium units at One Steuart Lane that are available for sale.
(2) Includes proceeds and cost of sales from the sale of residential condominium units at One Steuart Lane.
(3) Includes impairment losses related to condominium units at One Steuart Lane of $32,366 and $68,407 in the years ended December 31, 2024 and 2023, respectively, of which RDF's share was $11,328 and $23,942, respectively. See note 8 on page 84.
(4) Represents real estate impairment losses related to 55 Second Street of which our share was $29,818. See note 6 on page 84.
(5) Represents real estate impairment losses related to 60 Wall Street, Market Center and 55 Second Street of which our share was $24,734, $148,906 and $52,590, respectively. See notes 3, 5, and 6 on page 84.
(6) Represents a real estate impairment loss on 111 Sutter Street, of which our share was $31,685. See note 7 on page 84.

6. Intangible Assets and Liabilities

The following tables summarize our intangible assets (acquired above-market leases and acquired in-place leases) and intangible liabilities (acquired below-market leases) and the related amortization as of the dates thereof and for the periods set forth below.

(Amounts in thousands)	As of December 31, 2024	As of December 31, 2023
Intangible assets:		
Gross amount	$ 197,625	$ 262,541
Accumulated amortization	(147,133)	(194,536)
	$ 50,492	$ 68,005
Intangible liabilities:		
Gross amount	$ 114,618	$ 136,820
Accumulated amortization	(93,748)	(108,817)
	$ 20,870	$ 28,003

(Amounts in thousands)	For the Year Ended December 31, 2024	2023	2022
Amortization of above and below-market leases, net (component of "rental revenue")	$ 5,825	$ 5,376	$ 1,748
Amortization of acquired in-place leases (component of "depreciation and amortization")	$ 15,355	$ 19,563	$ 21,645

The following table sets forth annual amortization of acquired above and below-market leases, net and amortization of acquired in-place leases for each of the five succeeding years commencing from January 1, 2025.

(Amounts in thousands) For the Year Ending December 31,	Above and Below-Market Leases, Net	In-Place Leases
2025	$ 4,328	$ 10,034
2026	2,947	7,137
2027	2,635	6,493
2028	2,554	6,414
2029	2,117	5,756

7. Debt

On February 1, 2024, we, together with our joint venture partner, modified and extended the existing non-recourse mortgage loan at One Market Plaza, a 1.6 million square-foot two-building trophy asset in San Francisco, California. The existing $975,000,000 loan, which bore interest at a fixed rate of 4.03%, was scheduled to mature on February 6, 2024. In connection with the modification, the loan balance was reduced to $850,000,000, following a $125,000,000 paydown by the joint venture, of which our 49.0% share was $61,250,000. The modified loan bears interest at a fixed rate of 4.08%, matures in February 2027 and has an option to extend for an additional year, subject to certain conditions.

The following table summarizes our consolidated outstanding debt.

(Amounts in thousands)	Paramount Ownership	Maturity Date	Fixed/ Variable Rate	Interest Rate as of December 31, 2024	As of December 31, 2024	As of December 31, 2023
Notes and mortgages payable:						
1633 Broadway	90.0%	Dec-2029	Fixed	2.99%	$ 1,250,000	$ 1,250,000
One Market Plaza	49.0%	Feb-2027	Fixed	4.08%	850,000	975,000
1301 Avenue of the Americas	100.0%	Aug-2026	SOFR + 277 bps [(1)]	6.27%	860,000	860,000
31 West 52nd Street	100.0%	Jun-2026	Fixed	3.80%	500,000	500,000
300 Mission Street	31.1%	Oct-2026	Fixed	4.50%	232,050	232,050
Total notes and mortgages payable				**4.21%**	**3,692,050**	**3,817,050**
Less: unamortized deferred financing costs					(15,420)	(13,566)
Total notes and mortgages payable, net					**$ 3,676,630**	**$ 3,803,484**
Revolving Credit Facility	**100.0%**	**Mar-2026**	**SOFR + 135 bps**	**n/a**	**$ -**	**$ -**

(1) Represents variable rate loans, where SOFR has been capped at 3.50% through August 2025. See Note 8, *Derivative Instruments and Hedging Activities.*

The following table summarizes the principal repayments required for the next five years and thereafter in connection with our consolidated notes and mortgages payable and revolving credit facility as of December 31, 2024.

(Amounts in thousands)	Total	Notes and Mortgages Payable	Revolving Credit Facility
2025	$ -	$ -	$ -
2026	1,592,050	1,592,050	-
2027	850,000	850,000	-
2028	-	-	-
2029	1,250,000	1,250,000	-
Thereafter	-	-	-

8. Derivative Instruments and Hedging Activities

Prior to August 2024, we had interest rate swap agreements with an aggregate notional amount of $500,000,000 to fix SOFR at 0.49% through August 2024. We also had interest rate cap agreements with an aggregate notional amount of $360,000,000 to cap SOFR at 4.50% through August 2024. In August 2024, upon the expiration of these agreements, we entered into new interest rate cap agreements with an aggregate notional amount of $860,000,000 to cap SOFR at 3.50% through August 2025. These interest rate swaps and interest rate caps are designated as cash flow hedges and therefore changes in their fair values are recognized in other comprehensive income or loss (outside of earnings). We recognized other comprehensive losses of $12,433,000 and $25,444,000 for the years ended December 31, 2024 and 2023, respectively, and other comprehensive income of $31,839,000 for the year ended December 31, 2022, from the changes in the fair value of these derivative financial instruments, which are recorded as a component of other comprehensive income (loss) in our consolidated financial statements. See Note 10, *Accumulated Other Comprehensive Income*. During the next twelve months, we estimate that $665,000 of the amounts to be recognized in accumulated other comprehensive (loss) income will be reclassified as a decrease to interest expense.

The tables below provide additional details on our interest rate swaps and interest rate caps that are designated as cash flow hedges.

	Notional	Effective	Maturity	Benchmark	Strike	Fair Value as of	
Property	**Amount**	**Date**	**Date**	**Rate**	**Rate**	**December 31, 2024**	**December 31, 2023**
(Amounts in thousands)							
1301 Avenue of the Americas	$ 500,000	Jul-2021	Aug-2024	SOFR	0.49%	$ -	$ 13,726
Total interest rate swap assets designated as cash flow hedges (included in "other assets")						**$ -**	**$ 13,726**

	Notional	Effective	Maturity	Benchmark	Strike	Fair Value as of	
Property	**Amount**	**Date**	**Date**	**Rate**	**Rate**	**December 31, 2024**	**December 31, 2023**
(Amounts in thousands)							
1301 Avenue of the Americas	$ 860,000	Aug-2024	Aug-2025	SOFR	3.50%	$ 3,650	$ -
1301 Avenue of the Americas	360,000	Aug-2023	Aug-2024	SOFR	4.50%	-	1,263
Total interest rate cap assets designated as cash flow hedges (included in "other assets")						**$ 3,650**	**$ 1,263**

9. Equity

Stock Repurchase Program

We currently have $15,000,000 of capacity under a $200,000,000 stock repurchase program which was approved by our board of directors in November 2019, and allows us to repurchase shares of our common stock from time to time, in the open market or in privately negotiated transactions. We did not repurchase any shares in the year ended December 31, 2024. The amount and timing of repurchases, if any, will depend on a number of factors, including, the price and availability of our shares, trading volume, general market conditions and available funding. The stock repurchase program may be suspended or discontinued at any time.

10. Accumulated Other Comprehensive (Loss) Income

The following table sets forth changes in accumulated other comprehensive (loss) income by component for the years ended December 31, 2024, 2023 and 2022, respectively, including amounts attributable to noncontrolling interests in the Operating Partnership.

	For the Year Ended December 31,		
(Amounts in thousands)	2024	2023	2022
Amount of income related to the cash flow hedges recognized in other comprehensive (loss) income [1]	$ 2,945	$ 5,595	$ 39,865
Amount reclassified from accumulated other comprehensive income decreasing interest and debt expense [1]	(15,378)	(31,039)	(8,026)
Amount of income (loss) related to unconsolidated joint ventures recognized in other comprehensive (loss) income	712	(5,055) [2]	18,859 [2]
Amounts reclassified from accumulated other comprehensive income increasing (decreasing) loss from unconsolidated joint ventures	-	(9,529) [2]	(374) [2]

(1) Represents amounts related to interest rate caps and interest rate swaps which were designated as cash flow hedges.
(2) Primarily represents amounts related to our share of an unconsolidated joint venture's interest rate swap which was designated as a cash flow hedge.

11. Noncontrolling Interests

Consolidated Joint Ventures

Noncontrolling interests in consolidated joint ventures consist of equity interests held by third parties in 1633 Broadway, One Market Plaza and 300 Mission Street. As of December 31, 2024 and 2023, noncontrolling interests in our consolidated joint ventures aggregated $495,340,000 and $413,925,000, respectively.

Consolidated Real Estate Related Funds

Noncontrolling interests in our consolidated real estate related funds consist of equity interests held by third parties in our RDF and Fund X. As of December 31, 2024 and 2023, the noncontrolling interests in our consolidated real estate related funds aggregated $82,875,000 and $110,589,000, respectively.

Operating Partnership

Noncontrolling interests in the Operating Partnership represent common units of the Operating Partnership that are held by third parties, including management, and units issued to management under equity incentive plans. Common units of the Operating Partnership may be tendered for redemption to the Operating Partnership for cash. We, at our option, may assume that obligation and pay the holder either cash or common shares on a one-for-one basis. Since the number of common shares outstanding is equal to the number of common units owned by us, the redemption value of each common unit is equal to the market value of each common share and distributions paid to each common unitholder is equivalent to dividends paid to common stockholders. As of December 31, 2024 and 2023, noncontrolling interests in the Operating Partnership on our consolidated balance sheets had a carrying amount of $290,005,000 and $287,089,000, respectively, and a redemption value of $99,085,000 and $100,650,000, respectively, based on the closing share price of our common stock on the New York Stock Exchange at the end of each year.

12. Variable Interest Entities ("VIEs")

In the normal course of business, we are the general partner of various types of investment vehicles, which may be considered VIEs. We may, from time to time, own equity or debt securities through vehicles, each of which are considered variable interests. Our involvement in financing the operations of the VIEs is generally limited to our investments in the entity. We consolidate these entities when we are deemed to be the primary beneficiary.

Consolidated VIEs

We are the sole general partner of, and owned approximately 91.6% of, the Operating Partnership as of December 31, 2024. The Operating Partnership is considered a VIE and is consolidated in our consolidated financial statements. Since we conduct our business through and substantially all of our interests are held by the Operating Partnership, the assets and liabilities on our consolidated financial statements represent the assets and liabilities of the Operating Partnership. As of December 31, 2024 and 2023, the Operating Partnership held interests in consolidated VIEs owning properties and real estate related funds that were determined to be VIEs. The assets of these consolidated VIEs may only be used to settle the obligations of the entities and such obligations are secured only by the assets of the entities and are non-recourse to the Operating Partnership or us. The following table summarizes the assets and liabilities of consolidated VIEs of the Operating Partnership.

	As of December 31,	
(Amounts in thousands)	**2024**	**2023**
Real estate, net	$ 3,199,972	$ 3,284,532
Cash and cash equivalents and restricted cash	280,258	176,354
Accounts and other receivables	10,067	10,005
Real estate related fund investments	-	775
Investments in unconsolidated joint ventures	76,579	89,949
Deferred rent receivable	192,939	207,938
Deferred charges, net	38,610	45,190
Intangible assets, net	28,569	38,209
Other assets	7,078	7,374
Total VIE assets	**$ 3,834,072**	**$ 3,860,326**
Notes and mortgages payable, net	$ 2,320,880	$ 2,450,401
Accounts payable and accrued expenses	54,877	48,952
Intangible liabilities, net	12,581	17,180
Other liabilities	5,334	5,852
Total VIE liabilities	**$ 2,393,672**	**$ 2,522,385**

Unconsolidated VIEs

As of December 31, 2024, the Operating Partnership held variable interests in entities that own our unconsolidated real estate related funds and an unconsolidated joint venture that were deemed to be VIEs. The following table summarizes our investments in these entities and the maximum risk of loss from these investments.

	As of December 31,	
(Amounts in thousands)	**2024**	**2023**
Investments in unconsolidated real estate related funds	$ 4,649	$ 4,549
Investments in unconsolidated joint venture	1,212	-
Asset management fees and other receivables	482	18
Maximum risk of loss	**$ 6,343**	**$ 4,567**

13. Fair Value Measurements

Financial Assets Measured at Fair Value

The following table summarizes the fair value of our financial assets that are measured at fair value on our consolidated balance sheets as of the dates set forth below, based on their levels in the fair value hierarchy.

	As of December 31, 2024			
(Amounts in thousands)	Total	Level 1	Level 2	Level 3
Interest rate cap assets (included in "other assets")	$ 3,650	$ -	$ 3,650	$ -
Total assets	**$ 3,650**	**$ -**	**$ 3,650**	**$ -**

	As of December 31, 2023			
(Amounts in thousands)	Total	Level 1	Level 2	Level 3
Interest rate swap and cap assets (included in "other assets")	$ 14,989	$ -	$ 14,989	$ -
Total assets	**$ 14,989**	**$ -**	**$ 14,989**	**$ -**

Real Estate Related Fund Investments

Real estate related fund investments are comprised of investments in mezzanine loans made by Fund X. The investments are measured at fair value on our consolidated balance sheets and are classified as Level 3. As of December 31, 2024 and 2023, the fair value of the investments was $0. The table below summarizes the changes in the fair value of real estate related fund investments for the year ended December 31, 2023.

(Amounts in thousands)	For the Year Ended December 31, 2023
Beginning balance	$ 105,369
Additional investments	11,897
Proceeds from sale of an investment	(8,769)
Net realized losses	(46,894)
Net unrealized losses	(60,828)
Other, net	(775)
Ending balance	**$ -**

Financial Liabilities Not Measured at Fair Value

Financial liabilities not measured at fair value on our consolidated balance sheets consist of notes and mortgages payable and the revolving credit facility. The following table summarizes the carrying amounts and fair value of these financial instruments as of the dates set forth below.

	As of December 31, 2024		As of December 31, 2023	
(Amounts in thousands)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Notes and mortgages payable	$ 3,692,050	$ 3,412,126	$ 3,817,050	$ 3,517,549
Revolving credit facility	-	-	-	-
Total liabilities	**$ 3,692,050**	**$ 3,412,126**	**$ 3,817,050**	**$ 3,517,549**

14. Leases

The following table sets forth the details of our rental revenue.

(Amounts in thousands)	For the Year Ended December 31, 2024	2023	2022
Rental revenue:			
Fixed	$ 630,125	$ 635,314	$ 645,950
Variable	91,625	76,156	56,869
Total rental revenue	$ 721,750	$ 711,470	$ 702,819

The following table is a schedule of future undiscounted cash flows under non-cancelable operating leases in effect as of December 31, 2024, for each of the five succeeding years and thereafter commencing January 1, 2025.

(Amounts in thousands)	
2025	$ 585,746
2026	515,359
2027	464,412
2028	460,389
2029	440,166
Thereafter	1,751,259
Total	**$ 4,217,331**

15. Fee and Other Income

The following table sets forth the details of our fee and other income.

(Amounts in thousands)	For the Year Ended December 31, 2024	2023	2022
Fee income:			
Asset management	$ 8,840	$ 11,075	$ 12,270
Property management	6,660	7,278	7,981
Acquisition, disposition, leasing and other	6,380	3,244	8,170
Total fee income	21,880	21,597	28,421
Other income (1)	13,821	9,721	9,137
Total fee and other income	**$ 35,701**	**$ 31,318**	**$ 37,558**

(1) Primarily comprised of (i) tenant requested services, including cleaning, overtime heating and cooling and (ii) parking income.

The following table sets forth the amounts receivable from our customers under our various fee agreements and are included as a component of "accounts and other receivables" on our consolidated balance sheets.

(Amounts in thousands)	Total	Asset Management	Property Management	Acquisition, Disposition, Leasing and Other
Accounts and other receivables:				
Balance as of December 31, 2023	$ 2,554	$ 1,850	$ 586	$ 118
Balance as of December 31, 2024	1,954	1,326	447	181
(Decrease) increase	**$ (600)**	**$ (524)**	**$ (139)**	**$ 63**

16. Interest and Other Income, net

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

	For the Year Ended December 31,		
(Amounts in thousands)	2024	2023	2022
Interest income, net	$ 15,018	$ 14,837	$ 5,174
Non-cash gain on extinguishment of IPO related tax liability	15,437	-	-
Total interest and other income, net	**$ 30,455**	**$ 14,837**	**$ 5,174**

17. Interest and Debt Expense

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

	For the Year Ended December 31,		
(Amounts in thousands)	2024	2023	2022
Interest expense	$ 156,702	$ 146,771	$ 137,708
Amortization of deferred financing costs	10,250	6,219	6,156
Total interest and debt expense	**$ 166,952**	**$ 152,990**	**$ 143,864**

18. Incentive Compensation

Stock-Based Compensation

On May 16, 2024, our shareholders approved the 2024 Equity Incentive Plan (the "Plan"), which allows for a maximum of 24,778,731 shares to be issued under the plan. The Plan, which is scheduled to expire in March 2034, replaced our Amended and Restated 2014 Equity Incentive Plan. The Plan provides for grants of equity awards to our executive officers, non-employee directors and employees in order to attract and motivate talent for which we compete. In addition, equity awards are an effective management retention tool as they vest over multiple years based on continued employment. Equity awards are granted in the form of (i) restricted stock and (ii) long-term incentive plan ("LTIP") units, which represent a class of partnership interests in our Operating Partnership and are typically comprised of Time-Based LTIP ("T-LTIP") units, Performance-Based LTIP ("P-LTIP") units, Time-Based Appreciation Only LTIP ("T-AOLTIP") units and Performance-Based Appreciation Only LTIP ("P-AOLTIP") units. As of December 31, 2024, we have 13,949,540 shares available for future grants under the Plan.

During the years ended December 31, 2024, 2023 and 2022, we recognized $20,137,000, $20,321,000 and $19,003,000, respectively, of expense in connection with stock-based compensation awards.

Completion of the 2021 Performance-Based Awards Program ("2021 P-LTIPs")

On December 31, 2023, the three-year performance measurement period for our 2021 P-LTIPs ended. On January 30, 2024, the Compensation Committee of our board of directors (the "Compensation Committee") determined that 24.2%, or 409,046 of the LTIP units that were granted under the 2021 Performance Program, were earned. Of the LTIP units that were earned, 204,727 units vested immediately on January 30, 2024 and the remaining 204,319 units vested on December 31, 2024.

The following are additional details related to equity awards outstanding as of December 31, 2024.

T-LTIP Units

We grant our executive officers, non-employee directors and employees T-LTIP units which vest over a period of three to five years and are subject to a taxable book-up event, as defined. T-LTIP units are similar to common units of our Operating Partnership in that they are redeemable for cash, or at our election, may be converted on a one-for-one basis into shares of our common stock. The T-LTIP units granted in the year ended December 31, 2024 had a grant date fair value of $1,419,000, which is being amortized into expense on a straight-line basis over the vesting period. As of December 31, 2024, there was $14,822,000 of total unrecognized compensation cost related to unvested T-LTIP units, which is expected to be recognized over a weighted-average period of 2.1 years. The following table summarizes our T-LTIP unit activity for the year ended December 31, 2024.

	Units	Weighted-Average Grant-Date Fair Value (per unit)
Unvested as of December 31, 2023	6,474,471	$ 5.51
Granted	338,599	4.19
Vested	(1,051,992)	8.27
Cancelled or expired	(6,266)	8.66
Unvested as of December 31, 2024	5,754,812	$ 4.92

T-AOLTIP Units

We grant our executive officers T-AOLTIP units which vest over a period of three to four years. T-AOLTIP units are similar to stock options in that they permit the holder to realize the benefit of any increase in the per share value of our common stock above the value at the time the T-AOLTIP units were granted and can be converted into a number of common units of our Operating Partnership that have an aggregate value equal to such increase. The common units issued upon the conversion of T-AOLTIP units are redeemable for cash, or at our election, may be converted on a one-for-one basis into shares of our common stock. The T-AOLTIP units granted in the year ended December 31, 2024 had a grant date fair value of $836,000, which is being amortized into expense on a straight-line basis over the vesting period. The fair value of the T-AOLTIP unit is estimated using an option-pricing model with weighted average expected volatility of 42.0%, expected life of 3.5 years, risk free interest rate of 4.4% and expected dividend yield of 4.5%.

As of December 31, 2024, there was $2,208,000 of total unrecognized compensation cost related to unvested T-AOLTIP units, which is expected to be recognized over a weighted-average period of 1.7 years. The following table summarizes our T-AOLTIP unit activity for the year ended December 31, 2024.

	Shares	Weighted-Average Exercise Price (per unit)	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2023	6,642,144	$ 7.99		
Granted	685,041	4.43		
Exercised	-	-		
Cancelled or expired	-	-		
Outstanding as of December 31, 2024	7,327,185	$ 7.66	4.3	$ 349,000
T-AOLTIP units vested and expected to vest as of December 31, 2024	7,176,298	$ 7.66	4.3	$ 349,000
T-AOLTIP units exercisable as of December 31, 2024	5,171,648	$ 7.73	4.3	$ 349,000

P-LTIP Units

We grant our executive officers and employees P-LTIP units under multi-year performance-based long-term equity compensation programs. The purpose of these performance programs is to further align the interests of our stockholders with that of management by encouraging our senior officers to create stockholder value in a "pay for performance" structure. Under the performance programs, participants may earn P-LTIP units based on our performance over a three-year performance measurement period. If the designated performance objectives are achieved, awards earned under the program are subject to vesting over a period of four years and are also subject to a taxable book-up event, as defined.

We did not grant any P-LTIP units in the year ended December 31, 2024. As of December 31, 2024, there was $3,627,000 of total unrecognized compensation cost related to unvested P-LTIP units granted, which is expected to be recognized over a weighted average period of 1.5 years. The following table summarizes our P-LTIP unit activity for the year ended December 31, 2024.

	Units	Weighted-Average Grant-Date Fair Value (per unit)
Unvested as of December 31, 2023	5,933,697	$ 5.92
Granted	-	-
Earned and vested	(409,046)	4.44
Cancelled or expired	(1,145,491)	4.30
Unvested as of December 31, 2024	4,379,160	$ 6.48

P-AOLTIP Units

We grant our executive officers P-AOLTIP units which vest over a period of three to four years. P-AOLTIP units are similar to stock options in that they permit the holder to realize the benefit of any increase in the per share value of our common stock above the value at the time the P-AOLTIP units were granted; however, the P-AOLTIP units will only be earned and eligible to be converted into common units if the requisite performance objectives are achieved. P-AOLTIP units earned can be converted into a number of common units of our Operating Partnership that have an aggregate value equal to such increase. The common units issued upon the conversion of P-AOLTIP units are redeemable for cash, or at our election, may be converted on a one-for-one basis into shares of our common stock. We did not grant any P-AOLTIP units in the year ended December 31, 2024.

As of December 31, 2024, there was $6,970,000 of total unrecognized compensation cost related to unvested P-AOLTIP units granted, which is expected to be recognized over a weighted average period of 2.6 years. The following table summarizes our P-AOLTIP unit activity granted for the year ended December 31, 2024.

	Shares	Weighted-Average Exercise Price (per unit)	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2023	7,518,519	$ 5.12		
Granted	-	-		
Exercised	-	-		
Cancelled or expired	-	-		
Outstanding as of December 31, 2024	7,518,519	$ 5.12	8.7	$ -
P-AOLTIP units vested and expected to vest as of December 31, 2024	6,992,223	$ 5.12	8.7	$ -
P-AOLTIP units exercisable as of December 31, 2024	-	$ -	-	$ -

Restricted Stock

We grant shares of restricted stock to certain non-employee directors and our employees which vest over one to four years. The shares of restricted stock granted in the year ended December 31, 2024 had a grant date fair value of $240,000, which is being amortized into expense on a straight-line basis over the vesting period. As of December 31, 2024, there was $674,000 of total unrecognized compensation cost related to restricted stock, which is expected to be recognized over a weighted-average period of 1.3 years. The table below summarizes our restricted stock activity for the year ended December 31, 2024.

	Shares	Weighted-Average Grant-Date Fair Value (per share)
Unvested as of December 31, 2023	285,651	$ 7.49
Granted	50,000	4.80
Vested	(147,455)	7.18
Cancelled or expired	(1,687)	9.09
Unvested as of December 31, 2024	186,509	$ 7.00

Stock Options

We did not grant any stock options in the years ended December 31, 2024, 2023 and 2022. As of December 31, 2024, we had 966,693 stock options outstanding that had a weighted average exercise price of $16.58 per share and a remaining life of 1.7 years.

19. Earnings Per Share

The following table summarizes our net income or loss and the number of common shares used in the computation of basic and diluted income or loss per common share, which includes the weighted average number of common shares outstanding and the effect of dilutive potential common shares, if any.

(Amounts in thousands, except per share amounts)	For the Year Ended December 31, 2024	2023	2022
Numerator:			
Net loss attributable to common stockholders	$ (46,288)	$ (259,744)	$ (36,403)
Earnings allocated to unvested participating securities	(14)	(50)	(85)
Numerator for net loss per common share - basic and diluted	(46,302)	(259,794)	(36,488)
Denominator:			
Denominator for basic loss per common share - weighted average shares	217,241	216,922	221,310
Effect of dilutive stock-based compensation plans [1]	-	-	-
Denominator for diluted loss per common share - weighted average shares	217,241	216,922	221,310
Loss per common share - basic and diluted	$ (0.21)	$ (1.20)	$ (0.16)

[1] The effect of dilutive securities for the years ended December 31, 2024, 2023 and 2022 excludes 22,000, 18,749 and 20,064 weighted average share equivalents, respectively, as their effect was anti-dilutive.

20. Related Parties

HT Consulting GmbH

Albert Behler, our Chairman, Chief Executive Officer and President, owns 100% of HT Consulting GmbH ("HTC"), a licensed broker in Germany. We have an agreement with HTC to supervise selling efforts for our joint ventures and private equity real estate related funds (or investments in feeder vehicles for these funds) to investors in Germany. Pursuant to this agreement, we have agreed to pay HTC for the costs incurred plus a mark-up of 10%. We incurred costs aggregating $462,000, $392,000 and $713,000 for the years ended December 31, 2024, 2023 and 2022, respectively, in connection with this agreement. As of December 31, 2024 and 2023, we owed $113,000 and $102,000, respectively, to HTC under this agreement, which is included as a component of "accounts payable and accrued expenses" on our consolidated balance sheets.

Aircraft Services

Mr. Behler owns 50% of a private aviation company, in addition to owning a private aircraft that is managed by third-party aviation management companies. From time to time, Mr. Behler utilizes aircraft sourced from his private aviation company and his private aircraft for business travel. We incurred costs aggregating $1,667,000, $1,147,000 and $289,000 for the years ended December 31, 2024, 2023 and 2022, respectively, related to the charter by Mr. Behler of such aircraft for business purposes, which is included as a component of "general and administrative" in our consolidated statements of income.

Weingut Karthauserhof KG

Mr. Behler owns 100% of Weingut Karthauserhof KG ("Karthauserhof"), a winery in Germany. Mr. Behler authorizes the purchases of Karthauserhof wines for gifts and company events. We paid $12,000, for the year ended December 31, 2024 relating to these purchases.

Kramer Design Services

Kramer Design Services ("Kramer Design") is 100% owned by the spouse of Mr. Behler. We have entered into an agreement with Kramer Design to develop branding and signage for the Paramount Club, our amenity center at 1301 Avenue of the Americas, which opened in May 2024. We paid Kramer Design $42,000 and $165,000 for the years ended December 31, 2024 and 2023, respectively, in connection with services rendered pursuant to this agreement. In addition, Kramer Design was retained by one of our consultants to perform other services relating to the Paramount Club for which Kramer Design was paid $36,000, $41,000 and $137,000 for the years ended December 31, 2024, 2023 and 2022, respectively.

In February 2025, we entered into new agreements with Kramer Design to provide additional branding and design services relating to certain of our properties in San Francisco for an aggregate cost of $220,000 excluding expenses.

Mannheim Trust

The Mannheim Trust is for the benefit of the children of Dr. Martin Bussmann, who is a member of our board of directors. A subsidiary of Mannheim Trust leases 3,127 square feet of office space at 712 Fifth Avenue, our 50.0% owned unconsolidated joint venture, pursuant to a lease agreement which expires in June 2025. In November 2024, the joint venture extended the lease for an additional fourteen months at an annual base rent of $76.00 per square foot, with two months of free rent. We recognized $119,000, $183,000 and $364,000 for the years ended December 31, 2024, 2023 and 2022, respectively, for our share of rental income pursuant to this lease.

ParkProperty Capital, LP

ParkProperty Capital, LP ("ParkProperty"), an entity partially owned by Katharina Otto-Bernstein, who is a member of our board of directors, leases 4,233 square feet at 1325 Avenue of the Americas, pursuant to a lease agreement that expires in November 2027. We recognized rental revenue of $283,000, $276,000 and $220,000 for the years ended December 31, 2024, 2023 and 2022, respectively, pursuant to this lease.

Management Agreements

We provide property management, leasing and other related services to certain properties owned by members of the Otto Family. We recognized fee income of $695,000, $1,042,000 and $1,322,000 for the years ended December 31, 2024, 2023 and 2022, respectively, in connection with these agreements, which is included as a component of "fee and other income" in our consolidated statements of income. As of December 31, 2024 and 2023, amounts owed to us under these agreements aggregated $31,000 and $40,000, respectively, which are included as a component of "accounts and other receivables" on our consolidated balance sheets.

We also provide asset management, property management, leasing and other related services to our unconsolidated joint ventures and real estate related funds. We recognized fee income of $17,915,000, $16,567,000 and $24,315,000 for the years ended December 31, 2024, 2023 and 2022, respectively, in connection with these agreements, which is included as a component of "fee and other income" in our consolidated statements of income. As of December 31, 2024 and 2023, amounts owed to us under these agreements aggregated $1,652,000 and $2,552,000, respectively, which are included as a component of "accounts and other receivables" on our consolidated balance sheets.

21. Commitments and Contingencies

Insurance

We carry commercial general liability coverage on our properties, with limits of liability customary within the industry. Similarly, we are insured against the risk of direct and indirect physical damage to our properties including coverage for perils such as floods, earthquakes and windstorms. Our policies also cover the loss of rental income during an estimated reconstruction period. Our policies reflect limits and deductibles customary in the industry and specific to the buildings and portfolio. We also obtain title insurance policies when acquiring new properties. We currently have coverage for losses incurred in connection with both domestic and foreign terrorist-related activities, as well as cybersecurity incidents. While we do carry commercial general liability insurance, property insurance, terrorism insurance and cybersecurity insurance, these policies include limits and terms we consider commercially reasonable. In addition, there are certain losses (including, but not limited to, losses arising from known environmental conditions or acts of war) that are not insured, in full or in part, because they are either uninsurable or the cost of insurance makes it, in our belief, economically impractical to maintain such coverage. Should an uninsured loss arise against us, we would be required to use our own funds to resolve the issue, including litigation costs. We believe the policy specifications and insured limits are adequate given the relative risk of loss, the cost of the coverage and industry practice and, in consultation with our insurance advisors, we believe the properties in our portfolio are adequately insured.

Other Commitments and Contingencies

We are a party to various claims and routine litigation arising in the ordinary course of business. Some of these claims or others to which we may be subject from time to time may result in defense costs, settlements, fines or judgments against us, some of which are not, or cannot be, covered by insurance. Payment of any such costs, settlements, fines or judgments that are not insured could have an adverse impact on our financial position and results of operations. Should any litigation arise, we would contest it vigorously. In addition, certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage, which could adversely impact our results of operations and cash flow, expose us to increased risks that would be uninsured, and/or adversely impact our ability to attract officers and directors.

The terms of our consolidated mortgage debt agreements in place include certain restrictions and covenants which may limit, among other things, certain investments, the incurrence of additional indebtedness and liens and the disposition or other transfer of assets and interests in the borrower and other credit parties, and require compliance with certain debt yield, debt service coverage and loan to value ratios. In addition, our revolving credit facility contains representations, warranties, covenants, other agreements and events of default customary for agreements of this type with comparable companies. As of December 31, 2024, we believe we are in compliance with all of our covenants.

On March 29, 2024, the joint venture that owns 60 Wall Street, in which we have a 5.0% ownership interest, modified the existing $575,000,000 non-recourse mortgage loan and extended the maturity to May 2029. In connection with the modification, the joint venture committed to redevelop the property and fund the necessary costs to complete the project. On behalf of the joint venture, we have provided the lender with certain guarantees, including a completion guarantee. We have agreements with our joint venture partners that indemnify us for their share of guarantees we provided. In accordance with GAAP, we are required to record a liability equal to the fair value of the obligations undertaken in issuing the guarantees and record an asset equal to the fair value of the indemnification we have received. As of December 31, 2024, we have an $18,028,000 asset and liability, which are included as a component of “other assets” and “other liabilities,” on our consolidated balance sheets.

718 Fifth Avenue - Put Right

Prior to the Formation Transactions, an affiliate of our predecessor owned a 25.0% interest in 718 Fifth Avenue, a five-story building containing 19,050 square feet of prime retail space that is located on the southwest corner of 56th Street and Fifth Avenue in New York (based on its 50.0% interest in a joint venture that held a 50.0% tenancy-in-common interest in the property). Prior to the completion of the Formation Transactions, this interest was sold to its partner in the 718 Fifth Avenue joint venture, who is also our joint venture partner in 712 Fifth Avenue, New York, New York. In connection with this sale, we granted our joint venture partner a put right, pursuant to which the 712 Fifth Avenue joint venture would be required to purchase the entire direct or indirect interests then held by our joint venture partner or its affiliates in 718 Fifth Avenue at a purchase price equal to the fair market value of such interests. The put right may be exercised at any time with the actual purchase occurring no earlier than 12 months after written notice is provided. If the put right is exercised and the 712 Fifth Avenue joint venture acquires the 50.0% tenancy-in-common interest in the property by our joint venture partner, we will own a 25.0% interest in 718 Fifth Avenue based on current ownership interests.

Transfer Tax Assessments

During 2017, the New York City Department of Finance (“NYCDOF”) issued Notices of Determination (“Notices”) assessing additional transfer taxes (including interest and penalties) in connection with the transfer of interests in certain properties during our 2014 initial public offering (“IPO”). We disagreed with the assessment and strongly contested the Notices. While we estimated that the range of loss from these Notices could have been between $0 and $62,500,000, we concluded, after consultation with legal counsel, that it was not possible to predict any estimate within that range and as such we did not accrue any liability in our consolidated financial statements for potential losses that may arise relating to such Notices. In February 2024, the NYCDOF completed its assessment and concluded that no additional taxes were due.

22. Segments

Our operating segments, which consist of each one of our properties, are aggregated into two reportable segments based on two geographic regions in which we conduct our business: New York and San Francisco. Our determination of segments is aligned with our method of internal reporting and the way our Chief Executive Officer, who is also our CODM, makes key operating decisions, evaluates financial results and manages our business.

The following tables provide Paramount's share of Net Operating Income ("NOI") for each reportable segment for the periods set forth below.

	For the Year Ended December 31, 2024			
(Amounts in thousands)	Total	New York	San Francisco	Other
Property-related revenues	$ 735,571	$ 462,871	$ 272,486	$ 214
Real estate related taxes	(149,150)	(116,374)	(32,776)	-
Other operating expenses [(1)]	(154,128)	(93,782)	(56,045)	(4,301)
NOI attributable to noncontrolling interests in consolidated joint ventures	(92,096)	(10,081)	(82,015)	-
NOI from unconsolidated joint ventures	23,666	16,148	7,445	73
Paramount's share of NOI [(2)]	**$ 363,863**	**$ 258,782**	**$ 109,095**	**$ (4,014)**

	For the Year Ended December 31, 2023			
(Amounts in thousands)	Total	New York	San Francisco	Other
Property-related revenues	$ 721,191	$ 460,715	$ 261,954	$ (1,478)
Real estate related taxes	(145,870)	(113,309)	(32,561)	-
Other operating expenses [(1)]	(148,095)	(90,992)	(54,917)	(2,186)
NOI attributable to noncontrolling interests in consolidated joint ventures	(89,948)	(11,007)	(78,941)	-
NOI from unconsolidated joint ventures	20,694	12,880	7,681	133
Paramount's share of NOI [(2)]	**$ 357,972**	**$ 258,287**	**$ 103,216**	**$ (3,531)**

	For the Year Ended December 31, 2022			
(Amounts in thousands)	Total	New York	San Francisco	Other
Property-related revenues	$ 711,956	$ 468,409	$ 245,560	$ (2,013)
Real estate related taxes	(144,941)	(112,899)	(32,042)	-
Other operating expenses [(1)]	(132,481)	(86,186)	(42,354)	(3,941)
NOI attributable to noncontrolling interests in consolidated joint ventures	(82,587)	(10,384)	(72,203)	-
NOI from unconsolidated joint ventures	21,278	13,257	7,733	288
Paramount's share of NOI [(2)]	**$ 373,225**	**$ 272,197**	**$ 106,694**	**$ (5,666)**

(1) Primarily comprised of cleaning, security, repairs and maintenance, and utilities.

(2) NOI is used to measure the operating performance of our properties. NOI consists of rental revenue (which includes property rentals, tenant reimbursements and lease termination income) and certain other property-related revenue less operating expenses (which includes property-related expenses such as cleaning, security, repairs and maintenance, utilities, property administration and real estate taxes). We present Paramount's share of NOI which represents our share of NOI of consolidated and unconsolidated joint ventures, based on our percentage ownership in the underlying assets. We use NOI internally as a performance measure and believe it provides useful information to investors regarding our financial condition and results of operations because it reflects only those income and expense items that are incurred at the property level. Other real estate companies may use different methodologies for calculating NOI and, accordingly, our presentation of NOI may not be comparable to other real estate companies.

The following table provides a reconciliation of Paramount's share of NOI to net loss attributable to common stockholders for the periods set forth below.

(Amounts in thousands)	For the Year Ended December 31, 2024	2023	2022
Paramount's share of NOI	$ 363,863	$ 357,972	$ 373,225
NOI attributable to noncontrolling interests in consolidated joint ventures	92,096	89,948	82,587
Adjustments to arrive to net loss:			
Fee income	21,880	21,597	28,421
Depreciation and amortization expense	(239,542)	(250,644)	(232,517)
General and administrative expenses	(66,333)	(61,986)	(59,487)
Loss from real estate related fund investments	(128)	(96,375)	(2,233)
Loss from unconsolidated joint ventures	(47,359)	(270,298)	(53,251)
NOI from unconsolidated joint ventures	(23,666)	(20,694)	(21,278)
Interest and other income, net	30,455	14,837	5,174
Interest and debt expense	(166,952)	(152,990)	(143,864)
Other, net	(650)	(1,244)	(1,709)
Loss before income taxes	(36,336)	(369,877)	(24,932)
Income tax expense	(2,058)	(1,426)	(3,265)
Net loss	(38,394)	(371,303)	(28,197)
Less net (income) loss attributable to noncontrolling interests in:			
Consolidated joint ventures	(22,462)	(20,464)	(13,981)
Consolidated real estate related funds	10,292	109,795	3,342
Operating Partnership	4,276	22,228	2,433
Net loss attributable to common stockholders	**$ (46,288)**	**$ (259,744)**	**$ (36,403)**

The following table provides the total assets for each of our reportable segments as of the dates set forth below.

(Amounts in thousands)

Total Assets as of:	Total	New York	San Francisco	Other
December 31, 2024	$ 7,871,503	$ 5,138,087	$ 2,332,583	$ 400,833
December 31, 2023	8,006,215	5,214,504	2,342,395	449,316
December 31, 2022	8,453,254	5,311,636	2,631,265	510,353

23. Subsequent Events

On January 17, 2025, we entered into a consent agreement with the lenders of our revolving credit facility to permit the disposition of a 45.0% equity interest in 900 Third Avenue (as further described below). In connection therewith, we reduced the aggregate commitments under the credit facility to $450,000,000 and modified our credit facility to, among other things, (i) reduce the aggregate unencumbered asset value of all unencumbered eligible properties from $900,000,000 to $500,000,000, (ii) increase the secured leverage ratio as of the last day of any relevant fiscal quarter from 50% to 60%, and (iii) limit borrowings under the credit facility to $200,000,000 through June 30, 2025.

On January 17, 2025, we sold a 45.0% equity interest in 900 Third Avenue, a 600,000 square foot Class A office building located in New York, at a gross asset valuation of $210,000,000 and retained net proceeds of approximately $94,000,000 from the sale. Upon executing the contract in December 2024, we received a deposit of $9,450,000, which is included as a component of "restricted cash" on our consolidated balance sheet, and the balance was received at closing.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and regulations, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As of December 31, 2024, the end of the period covered by this Annual Report on Form 10-K, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of our disclosure controls and procedures. Based on the foregoing evaluation, as of the end of the period covered by this Annual Report, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports filed or submitted under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over our financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed under the supervision of our Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. Our internal control over financial reporting includes policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, use or disposition of our assets that could have a material effect on our financial statements.

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 (COSO). Based on this assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2024.

Deloitte & Touche LLP, an independent registered public accounting firm, has audited our financial statements and has issued a report on the effectiveness of our internal control over financial reporting, which is included herein.

Changes in Internal Control over Financial Reporting

There were no changes to our internal control over financial reporting in connection with the evaluation referenced above that occurred in the fourth quarter of the fiscal year ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of Paramount Group, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Paramount Group, Inc. 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 and financial statement schedule as of and for the year ended December 31, 2024, of the Company and our report dated February 27, 2025, expressed an unqualified opinion on those financial statements and financial statement schedule.

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 27, 2025

ITEM 9B. OTHER INFORMATION

Rule 10b5-1 Trading Arrangement

During the three months ended December 31, 2024, none of our directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in 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

The information required by Item 10 will be set forth in our Definitive Proxy Statement for our 2025 Annual Meeting of Stockholders (which is scheduled to be held on May 15, 2025), to be filed pursuant to Regulation 14A under the Securities and Exchange Act of 1934, as amended, or our Proxy Statement, and is incorporated herein by reference.

We have adopted an insider trading policy which governs the purchase, sale and other dispositions of our securities that applies to all our directors, officers, employees and other covered persons. We believe the insider trading policy is reasonably designed to promote compliance with insider trading laws, rules and regulations and applicable exchange listing standards. In addition, with regard to the Company’s trading in its own securities, the Company has implemented processes to promote compliance with insider trading laws, rules and regulations and applicable exchange listing standards. A copy of our insider trading policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 will be set forth in our Proxy Statement and is incorporated herein by reference.

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

The information required by Item 12 will be set forth in our Proxy Statement and is incorporated herein by reference.

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

The information required by Item 13 will be set forth in our Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 relating to our principal accountant, Deloitte & Touche LLP (PCAOB ID No. 34), will be set forth in our Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES

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

1. The consolidated financial statements are set forth in Item 8 of this Annual Report on Form 10-K.
2. The following financial statement schedules should be read in conjunction with the financial statements included:

	Pages in this Annual Report on Form 10-K
Schedule III – Real Estate and Accumulated Depreciation as of December 31, 2024, 2023 and 2022	106

(b) The exhibits required by Item 601 of Regulation S-K are listed in the Exhibit Index on page 108 of this Annual Report, on Form 10-K, and is incorporated herein by reference.

ITEM 16. FORM 10-K SUMMARY

None.

PARAMOUNT GROUP, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION

COLUMN A	COLUMN B	COLUMN C		COLUMN D		COLUMN E			COLUMN F	COLUMN G	COLUMN H	COLUMN I
(Amounts in thousands)		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 / renovation	Date acquired	Life on which depreciation in latest income statement is computed
Description	Encumbrances	Land	Building and improvements	Land	Building and improvements	Land	Building and improvements	Total [1]				
1633 Broadway	$ 1,250,000	$ 502,846	$ 1,398,341	$ -	$ 164,581	$ 502,846	$ 1,562,922	$ 2,065,768	$ (436,492)	1971 / 2015	11/2014	5 to 40 Years
1301 Avenue of the Americas	860,000	406,039	1,051,697	-	263,059	406,039	1,314,756	1,720,795	(325,737)	1963 / 2023	11/2014	5 to 40 Years
31 West 52nd Street	500,000	221,318	604,994	-	103,265	221,318	708,259	929,577	(178,050)	1987 / 2019	11/2014	5 to 40 Years
1325 Avenue of the Americas	-	174,688	370,553	-	68,150	174,688	438,703	613,391	(117,780)	1989 / 2019	11/2014	5 to 40 Years
900 Third Avenue	-	103,741	296,031	-	32,627	103,741	328,658	432,399	(86,677)	1983 / 2023	11/2014	5 to 40 Years
Total New York	**2,610,000**	**1,408,632**	**3,721,616**	**-**	**631,682**	**1,408,632**	**4,353,298**	**5,761,930**	**(1,144,736)**			
One Market Plaza	850,000	288,743	988,014	-	142,685	288,743	1,130,699	1,419,442	(310,769)	1976 / 2016	11/2014	5 to 40 Years
300 Mission Street	232,050	141,097	343,819	-	58,392	141,097	402,211	543,308	(87,145)	1968 / 2020	07/2017	5 to 40 Years
One Front Street	-	127,765	376,919	-	22,373	127,765	399,292	527,057	(86,904)	1979	12/2016	5 to 40 Years
Total San Francisco	**1,082,050**	**557,605**	**1,708,752**	**-**	**223,450**	**557,605**	**1,932,202**	**2,489,807**	**(484,818)**			
Other	-	-	-	-	39,597	-	39,597	39,597	(9,975)		11/2014	5 to 40 Years
Total	**$ 3,692,050**	**$ 1,966,237**	**$ 5,430,368**	**$ -**	**$ 894,729**	**$ 1,966,237**	**$ 6,325,097**	**$ 8,291,334**	**$ (1,639,529)**			

[1] The basis of the Company's assets for tax purposes is approximately $2.2 billion lower than the amount reported for financial statement purposes.

PARAMOUNT GROUP, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION

(Amounts in thousands)	For the Year Ended December 31, 2024	2023	2022
Real Estate:			
Beginning balance	$ 8,216,616	$ 8,143,777	$ 8,028,061
Acquisitions	-	-	-
Additions during the year:			
Land	-	-	-
Buildings and improvements	116,499	107,156	127,102
Assets sold and written-off	(41,781)	(34,317)	(11,386)
Ending balance	$ 8,291,334	$ 8,216,616	$ 8,143,777
Accumulated Depreciation:			
Beginning balance	$ 1,471,819	$ 1,297,553	$ 1,112,977
Additions charged to expense	209,491	208,583	195,962
Accumulated depreciation related to assets sold and written-off	(41,781)	(34,317)	(11,386)
Ending balance	$ 1,639,529	$ 1,471,819	$ 1,297,553

EXHIBIT INDEX

Exhibit Number	Exhibit Description
3.1	Second Articles of Amendment and Restatement of Paramount Group, Inc., effective May 17, 2019, incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K, filed with the SEC on May 20, 2019.
3.2	Seventh Amended and Restated Bylaws of Paramount Group, Inc., effective August 1, 2023, incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed with the SEC on August 4, 2023.
4.1	Specimen Certificate of Common Stock of Paramount Group, Inc., incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Form S-11 (Registration No. 333-198392) filed with the SEC on November 12, 2014.
4.2	Description of Securities of the Registrant, incorporated by reference to Exhibit 4.2 to the Registrants Form 10-K filed with the SEC on February 15, 2023.
10.1	Second Amended and Restated Limited Partnership Agreement of Paramount Group Operating Partnership LP, dated as of October 26, 2020, incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-K filed with the SEC on February 22, 2022.
10.2	Registration Rights Agreement by and among Paramount Group, Inc. and the holders named therein, dated November 6, 2014, incorporated by reference to Exhibit 10.2 to Amendment No. 3 to the Registrant's Form S-11 (Registration No. 333-198392) filed with the SEC on November 12, 2014.
10.3	Registration Rights Agreement among Paramount Group, Inc. and the persons named therein, dated November 6, 2014, incorporated by reference to Exhibit 10.3 to Amendment No. 3 to the Registrant's Form S-11 (Registration No. 333-198392) filed with the SEC on November 12, 2014.
10.4	Stockholders Agreement between Paramount Group, Inc. and Maren Otto, Alexander Otto and Katharina Otto-Bernstein, dated November 6, 2014, incorporated by reference to Exhibit 10.4 to Amendment No. 3 to the Registrant's Form S-11 (Registration No. 333-198392) filed with the SEC on November 12, 2014.
10.5	Amended and Restated Waiver of Ownership Limits granted to The Otto Family by Paramount Group, Inc., incorporated by reference to Exhibit 10.11 to the Registrant's Form 10-K filed with the SEC on February 12, 2020.
10.6	Form of Indemnification Agreement between Paramount Group, Inc. and each of its Directors and Executive Officers, incorporated by reference to Exhibit 10.6 to Amendment No. 3 to the Registrant's Form S-11 (Registration No. 333-198392) filed with the SEC on November 12, 2014.
10.7	Second Amended and Restated Credit Agreement dated as of December 17, 2021, among Paramount Group Operating Partnership LP, as the Borrower, Paramount Group, Inc., certain subsidiaries of Paramount Group, Inc. from time to time party thereto, as Guarantors, each lender from time to time party thereto, Bank of America, N.A., as Administrative Agent, and the financial institutions party thereto as L/C Issuers, incorporated by reference to Exhibit 10.1 to the Registrant's 8-K filed with the SEC on December 21, 2021.
10.8†	2024 Equity Incentive Plan, incorporated by reference to Exhibit 99.1 to the Registrant's Form S-8 filed with the SEC on May 17, 2024.
10.9†	Second Amended and Restated Employment Agreement among Paramount Group Operating Partnership LP, Paramount Group, Inc. and Albert Behler, dated as of October 26,2021, incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed with the SEC on October 29, 2021.
10.10†	Amended and Restated Employment Agreement among Paramount Group, Inc., Paramount Group Operating Partnership LP and Wilbur Paes, effective February 4, 2021, incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed with the SEC on February 5, 2021.
10.11†	Employment Agreement among Paramount Group, Inc., Paramount Group Operating Partnership LP and Peter Brindley, effective February 4, 2021, incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed with the SEC on February 5, 2021.

10.12†	Paramount Group, Inc. Executive Severance Plan, incorporated by reference to Exhibit 10.13 to the Registrant's Form 10-K filed with the SEC on February 22, 2022.
10.13†	Paramount Group, Inc. Non-Employee Director Compensation Plan, incorporated by reference to Exhibit 10.13 to the Registrants Form 10-K filed with the SEC on February 15, 2023.
10.14	Form of AOLTIP Unit Award Agreement, incorporated by reference to Exhibit 10.1 to the Registrant’s Form 8-K filed with the SEC on September 12, 2023.
10.15	Form of LTIP Unit Award Agreement, incorporated by reference to Exhibit 10.2 to the Registrant’s Form 8-K filed with the SEC on September 12, 2023.
19.1*	Paramount Group, Inc. Insider Trading Policy.
21.1*	List of Subsidiaries of the Registrant.
23.1*	Consent of Deloitte & Touche LLP.
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97.1	Paramount Group, Inc. Compensation Recovery Policy, incorporated by reference to Exhibit 97.1 to the Registrants Form 10-K filed with the SEC on February 14, 2024.
101*	The following materials from the Paramount Group, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2024 formatted in Inline XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the related Notes to Consolidated Financial Statements. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101.)

* Filed herewith.

** Furnished herewith.

† Indicates management contract or compensatory plan or arrangement required to be filed or incorporated by reference as an exhibit to this Form 10-K pursuant to Item 15(b) of Form 10-K.

SIGNATURES

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

Paramount Group, Inc.

Date:	February 27, 2025	By:	/s/ Wilbur Paes (Wilbur Paes)	Chief Operating Officer, Chief Financial Officer and Treasurer (duly authorized officer and principal financial officer)
Date:	February 27, 2025	By:	/s/ Ermelinda Berberi (Ermelinda Berberi)	Senior Vice President, Chief Accounting Officer (duly authorized officer and principal accounting officer)

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.

Signature	Title	Date
By: /s/ Albert Behler (Albert Behler)	Chairman, Chief Executive Officer and President (Principal Executive Officer)	February 27, 2025
By: /s/ Wilbur Paes (Wilbur Paes)	Chief Operating Officer, Chief Financial Officer and Treasurer (Principal Financial Officer)	February 27, 2025
By: /s/ Ermelinda Berberi (Ermelinda Berberi)	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	February 27, 2025
By: /s/ Thomas Armbrust (Thomas Armbrust)	Director	February 27, 2025
By: /s/ Martin Bussmann (Martin Bussmann)	Director	February 27, 2025
By: /s/ Karin Klein (Karin Klein)	Director	February 27, 2025
By: /s/ Katharina Otto-Bernstein (Katharina Otto-Bernstein)	Director	February 27, 2025
By: /s/ Mark Patterson (Mark Patterson)	Director	February 27, 2025
By: /s/ Hitoshi Saito (Hitoshi Saito)	Director	February 27, 2025
By: /s/ Paula Sutter (Paula Sutter)	Director	February 27, 2025
By: /s/ Greg Wright (Greg Wright)	Director	February 27, 2025

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-277583 on Form S-3 and Registration Statements No. 333-200351 and No. 333-279494 on Form S-8 of our reports dated February 27, 2025, relating to the financial statements of Paramount Group, Inc. and the effectiveness of Paramount Group, Inc.'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 27, 2025

Exhibit 31.1

CERTIFICATION

I, Albert Behler, certify that:

1. I have reviewed this Annual Report on Form 10-K of Paramount Group, Inc.;
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 27, 2025

/s/ Albert Behler

Albert Behler
Chairman, Chief Executive Officer and President

Exhibit 31.2

CERTIFICATION

I, Wilbur Paes, certify that:

1. I have reviewed this Annual Report on Form 10-K of Paramount Group, Inc.;
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 27, 2025

/s/ Wilbur Paes
Wilbur Paes
Chief Operating Officer, Chief Financial Officer and Treasurer

Exhibit 32.1

CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Paramount Group, Inc. (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.

This certification shall not be deemed "filed" for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 regardless of any general incorporation language in such filing.

February 27, 2025

/s/ Albert Behler
Name: Albert Behler
Title: Chairman, Chief Executive Officer and President

Exhibit 32.2

CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Paramount Group, Inc. (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.

This certification shall not be deemed "filed" for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 regardless of any general incorporation language in such filing.

February 27, 2025

/s/ Wilbur Paes
Name: Wilbur Paes
Title: Chief Operating Officer, Chief Financial Officer and Treasurer

Corporate Data

Paramount Group 2024 Annual Report

Board of Directors

Albert Behler
Chairman,
Chief Executive Officer & President

Thomas Armbrust
Chairman of the Supervisory Board,
CURA Vermögensverwaltung

Martin Bussmann
Former Trustee, Mannheim Trust

Karin Klein
Founding Partner, Bloomberg Beta

Katharina Otto-Bernstein
President, Film Manufacturers Inc.

Mark Patterson
President, MRP Holdings LLC

Hitoshi Saito
Former Senior Executive Managing
Director and Global Head,
Mitsui Fudosan Co. Ltd

Paula Sutter
Chief Executive Officer,
Paula Sutter LLC

Greg Wright
Chief Investment Officer,
Digital Realty Trust, Inc.

Management

Albert Behler
Chairman,
Chief Executive Officer & President

Wilbur Paes
Chief Operating Officer,
Chief Financial Officer & Treasurer

Peter Brindley
Executive Vice President,
Head of Real Estate

Gage Johnson
Senior Vice President,
General Counsel and Secretary

Ermelinda Berberi
Senior Vice President,
Chief Accounting Officer

About Our Stock

Our common stock is listed on the New York Stock Exchange under the symbol PGRE.

Annual Meeting
Thursday, May 15, 2025

Investor Relations Information
ir@pgre.com
(212) 492-2298

Registrar & Transfer Agent
Computershare Trust Company, N.A.
www.computershare.com/us/
(800) 962-4284

Corporate Counsel
Goodwin Procter LLP
New York, NY

Independent Registered Public Accounting Firm
Deloitte & Touche LLP
New York, NY

Creative direction and design: Odgis + Company; Printing: Sandy Alexander

PARAMOUNT GROUP

Corporate Headquarters

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