



CHIRON

2025 ANNUAL REPORT



**Delivering value at the intersection  
of care, capital and real estate.**

**XRN**  
LISTED  
**NYSE**

7373 Wisconsin Avenue  
Suite 800  
Bethesda, MD 20814

**ChironRE.com**

## **Fellow Shareholders,**

2025 was a pivotal year as we dove headfirst into repositioning the platform for long-term success. Over the course of the year, we reevaluated and force-ranked our portfolio, collaborated to draw up a new strategy and committed to our new mission: to create value at the intersection of care, capital and real estate. I couldn't be more excited about our mission, and our success will be further defined around developing a culture of continuous improvement, capital allocation acumen, growing free cash flow and maintaining a growth-enabling balance sheet.

## **New Brand and Strategic Direction**

Early in 2026, we formally launched Chiron, a brand designed to reflect both who we are today and where we are going. The name is inspired by the Greek centaur Chiron, the father of medicine and architect of medical education—a fitting symbol for our new mission. The rebrand was not just cosmetic. It coincided with a comprehensive review of our portfolio, operating approach and long-term objectives. That work resulted in a clear strategic mandate: broaden our aperture beyond medical office to include other essential healthcare-related real estate to generate meaningfully higher earnings growth over time. Most notably, this will include exposure to retirement living. We believe that clarity of purpose—and accountability to that purpose—is essential to our thriving as a team and enterprise.

## **Building a Winning Culture**

Everything starts with our team. We are reinvigorating the team and endeavoring to build a culture that emphasizes teamwork, growth, learning, results and having fun. Many of the ingredients exist, but we can be more intentional and measure them. We are seeking to serve as a "first call" partner to operators and build a great place to work and grow a career.

## **Relentless Focus on Capital Allocation**

We are carefully evaluating where we can be most valuable and are equally disciplined in addressing assets that no longer meet our standards. During the year, we sold select non-core properties that carried disproportionate capital requirements and execution risk. This focus will continue, and we have more work to do in 2026 as we transition.

## **Free Cash Flow**

Just before my arrival, the Board elected to cut the dividend. This was a difficult decision and the right thing to do, demonstrating long-term thinking that will allow us to retain capital. We have big goals for growth and growth in free cash flow. The REIT vehicle was designed to give individuals exposure to real estate, and we believe in that—in fact, early in 2026, we switched from a quarterly dividend to a monthly dividend. Building strong and growing free cash flow will allow us to fund growth and distributions.

## **Balance Sheet**

We also materially strengthened our balance sheet. As of March 31, 2026, we have no debt maturities before 2028, and we believe our maturity schedule is well-laddered and manageable—a noticeable improvement from this time last year, when approximately 55 percent of our debt was set to mature within twelve months. Balance sheet durability is not a defensive posture; it is what allows us to play offense responsibly when opportunities arise.

## **Broadening Across Essential Healthcare Real Estate**

We continue to believe strongly in the durability of our outpatient medical investments, but we are equally concerned about this segment's modest rent growth and ongoing capital demands. To achieve our earnings growth and free cash flow objectives, we must complement stability with select sources of higher growth.

With that in mind, we are expanding into Active Adult and Seniors Housing—sectors supported by powerful demographic tailwinds, constrained new supply and rising replacement costs. Our approach

is intentionally selective. We are focused on newer, high-quality assets, strong operators and partnership structures that allow us to scale relationships over time. Our initial Active Adult investment exemplifies this strategy: a newly built community, sourced off-market through a long-standing relationship and underwritten to attractive unlevered returns. Importantly, we are funding this growth primarily through capital recycling, ensuring that growth remains accretive and sustainable.

### **Looking Ahead**

As we enter 2026, Chiron is a more focused and better-positioned organization. We have a clear strategy, a durable balance sheet and multiple avenues to compound value—through disciplined asset management, thoughtful capital allocation and selective investment across essential healthcare real estate.

We are not pursuing growth for its own sake. Our objective is to build a company that can consistently deliver attractive, risk-adjusted returns on a per-share basis across market cycles. We believe the actions taken in 2025 meaningfully advance that goal.

On behalf of the Board and the entire Chiron team, thank you for your continued trust and support. I look forward to measuring our progress at this time next year.

**Sincerely,**



**Mark Decker, Jr.**  
**Chief Executive Officer**

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, 2025**

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: **001-37815**

**Chiron Real Estate Inc.**

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of  
incorporation or organization)

**7373 Wisconsin Avenue, Suite 800  
Bethesda, MD**

(Address of principal executive offices)

46-4757266

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

20814

(Zip Code)

**Registrant's telephone number, including area code: 202-524-6851**

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

| Title of each class:                                  | Trading Symbol(s): | Name of each exchange on which registered: |
|---|--------------------|--|
| Common Stock, par value \$0.001 per share             | XRN                | NYSE                                       |
| Series A Preferred Stock, par value \$0.001 per share | XRN PrA            | NYSE                                       |
| Series B Preferred Stock, par value \$0.001 per share | XRN PrB            | NYSE                                       |

**Securities registered pursuant to Section 12(g) of the Act: 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 a check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). 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 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 | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |
|                         |                          | Emerging growth company   | <input type="checkbox"/>            |

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 management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$436 million as of June 30, 2025.

As of February 20, 2026, there were 13,234,830 shares of the registrant's common stock, par value of \$0.001 per share, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement filed in connection with the registrant's 2026 Annual Meeting of Stockholders are incorporated by reference into Part III of the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025. The Registrant expects to file its definitive Proxy Statement with the United States Securities and Exchange Commission within 120 days after December 31, 2025.

## TABLE OF CONTENTS

### PART I

|          |                           |    |
|----------|---------------------------|----|
| Item 1.  | Business                  | 5  |
| Item 1A. | Risk Factors              | 11 |
| Item 1B. | Unresolved Staff Comments | 34 |
| Item 1C. | Cybersecurity             | 34 |
| Item 2.  | Properties                | 36 |
| Item 3.  | Legal Proceedings         | 36 |
| Item 4.  | Mine Safety Disclosures   | 36 |

### PART II

|          |  |    |
|----------|--|----|
| Item 5.  | Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 36 |
| Item 6.  | [Reserved]   | 38 |
| Item 7.  | Management's Discussion and Analysis of Financial Condition and Results of Operations                        | 38 |
| Item 7A. | Quantitative and Qualitative Disclosures About Market Risk   | 51 |
| Item 8.  | Financial Statements and Supplementary Data  | 52 |
| Item 9.  | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure                         | 81 |
| Item 9A. | Controls and Procedures  | 81 |
| Item 9B. | Other Information  | 84 |
| Item 9C. | Disclosure Regarding Foreign Jurisdictions that Prevent Inspections  | 84 |

### PART III

|          |  |    |
|----------|--|----|
| Item 10. | Directors, Executive Officers and Corporate Governance   | 84 |
| Item 11. | Executive Compensation   | 84 |
| Item 12. | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 84 |
| Item 13. | Certain Relationships and Related Transactions, and Director Independence                      | 84 |
| Item 14. | Principal Accounting Fees and Services   | 84 |

### PART IV

|          |  |    |
|----------|--|----|
| Item 15. | Exhibits and Financial Statement Schedules | 85 |
| Item 16. | Form 10-K Summary                          | 90 |
|          | Signatures                                 | 91 |

## Special Note Regarding Forward-Looking Statements

This Report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In particular, statements pertaining to our trends, liquidity, capital resources, and the healthcare industry and the healthcare real estate markets and opportunity, among others, contain forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology including, but not limited to, “believes,” “expects,” “may,” “will,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates” or “anticipates” or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

Forward-looking statements involve numerous risks and uncertainties, and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- difficulties in identifying assets to acquire (due to increased cost of capital, competition or otherwise) and completing such acquisitions;
- defaults on or non-renewal of leases by tenants;
- our ability to collect rents;
- increases in interest rates and increased operating costs;
- macroeconomic and geopolitical factors, including, but not limited to, inflationary pressures, tariffs and international trade policies, elevated interest rates, distress in the banking sector, global supply chain disruptions and ongoing geopolitical conflicts and war;
- changes in current healthcare and healthcare real estate trends and costs, including wage inflation;
- an epidemic or pandemic (such as the COVID-19 epidemic), and the measures that international, federal, state and local governments, agencies, law enforcement and/or health authorities implement to address it;
- our ability to satisfy the covenants in our existing and any future debt agreements;
- our ability to refinance our existing debt when needed or on favorable terms;
- decreased rental rates or increased vacancy rates, including expected rent levels on acquired properties;
- adverse economic or real estate conditions or developments, either nationally or in the markets in which our facilities are located;
- our failure to generate sufficient cash flows to service our outstanding obligations;
- our ability to satisfy our short and long-term liquidity requirements;
- our ability to deploy the debt and equity capital we raise;
- our ability to hedge our interest rate risk;
- our ability to raise additional equity and debt capital on attractive terms or at all;
- our ability to make distributions on shares of our common and preferred stock or to redeem our preferred stock;

- expectations regarding the timing and/or completion of any acquisition;
- expectations regarding the timing and/or completion of dispositions, and the expected use of proceeds therefrom;
- our use of joint ventures may limit our returns on and our flexibility with jointly-owned investments;
- general volatility of the market price of our common and preferred stock;
- changes in our business or our investment or financing strategy;
- our dependence upon key personnel, whose continued service is not guaranteed;
- our ability to identify, hire and retain highly qualified personnel in the future;
- the degree and nature of our competition;
- changes in healthcare laws, governmental regulations, tax laws and similar matters;
- changes in expected trends in Medicare, Medicaid and commercial insurance reimbursement trends, including changes in Medicaid reimbursement rates pursuant to the One Big Beautiful Bill Act (the “OBBA”);
- competition for investment opportunities;
- our failure to successfully integrate acquired healthcare facilities;
- our expected capital and tenant improvement expenditures;
- changes in accounting policies generally accepted in the United States of America (“GAAP”);
- lack of, or insufficient amounts of, insurance;
- other factors affecting the real estate industry generally;
- changes in the tax treatment of our distributions;
- our failure to maintain our qualification as a real estate investment trust (“REIT”) for U.S. federal income tax purposes;
- our ability to qualify for the safe harbor from the 100% prohibited transactions tax under the REIT rules with respect to our property dispositions; and
- limitations imposed on our business due to, and our ability to satisfy, complex rules relating to REIT qualification for U.S. federal income tax purposes.

See Item 1A. Risk Factors in this Report for further discussion of these and other risks, as well as the risks, uncertainties and other factors discussed in this Report and identified in other documents we may file with the United States Securities and Exchange Commission (the “SEC”) from time to time. You should carefully consider these risks before making any investment decisions in our company. New risks and uncertainties may also emerge from time to time that could materially and adversely affect us. While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any obligation to update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes after the date of this Report, except as required by applicable law. You should not place undue reliance on any forward-looking statements that are based on information currently available to us or the third parties making the forward-looking statements.

## PART I

### ITEM 1. BUSINESS

#### Organization

Chiron Real Estate Inc. (the “Company,” “us,” “we,” or “our”) is a Maryland corporation and internally managed REIT that primarily acquires healthcare facilities leased to physician groups and regional and national healthcare systems. The Company’s common stock is listed on the New York Stock Exchange. On February 23, 2026, the Company changed its name from Global Medical REIT Inc. to Chiron Real Estate Inc.

We elected to be taxed as a REIT for U.S. federal income tax purposes commencing with our taxable year ended December 31, 2016. We hold our facilities and conduct our operations through a Delaware limited partnership subsidiary, Chiron Real Estate LP (the “Operating Partnership”). Our wholly owned subsidiary, Chiron Real Estate GP LLC, is the sole general partner of our Operating Partnership and, as of December 31, 2025, we owned 92.0% of the outstanding common operating partnership units (“OP Units”) of our Operating Partnership, with an aggregate of 8.0% of the Operating Partnership owned by holders of long-term incentive plan units (“LTIP Units”) and third-party limited partners who contributed properties or services to the Operating Partnership in exchange for OP Units.

On September 19, 2025, the Company completed a one-for-five reverse stock split of its outstanding shares of common stock, with a corresponding adjustment to the outstanding partnership units of the Operating Partnership (the “Reverse Stock Split”). Unless otherwise noted, all common share and unit amounts shown herein are shown on a split-adjusted basis.

#### Business Overview and Strategy

Our business strategy is to invest primarily in healthcare properties that provide an attractive rate of return relative to our cost of capital and are operated by profitable physician groups, regional or national healthcare systems or combinations thereof. We believe this strategy allows us to attain our goals of providing stockholders with (i) attractive dividends and (ii) stock price appreciation. To implement this strategy, we seek to invest:

- in off-campus medical facilities and other decentralized components of the healthcare delivery system because we believe that healthcare delivery trends in the U.S. are increasingly moving away from centralized hospital locations;
- in small to mid-sized healthcare facilities located in secondary markets and suburbs of primary markets and that provide services needed for an aging population, such as cardiovascular treatment, rehabilitation, eye surgery, gastroenterology, oncology treatment and orthopedics. We believe these facilities and markets are typically overlooked by larger REITs and other healthcare investors but contain tenant credit profiles that are like those of larger, more expensive facilities in primary markets; and
- active adult and other seniors residential facilities that are in attractive markets.

Most of our healthcare facilities are leased to single-tenants under triple-net leases. Our portfolio also contains some multi-tenant properties with gross lease or modified gross lease structures. In addition, as of December 31, 2025, we had an interest in an unconsolidated joint venture that owns two healthcare facilities.

#### Our Properties

As of December 31, 2025, we had gross investments of approximately \$1.5 billion in real estate properties, consisting of 189 buildings with an aggregate of (i) approximately 5.1 million leasable square feet and (ii) approximately \$118.8 million of annualized base rent. The tables below summarize information about our portfolio as of December 31, 2025. Also see “Schedule III – Consolidated Real Estate and Accumulated Depreciation,” for additional information about our properties. In addition, as of December 31, 2025, we had an investment in an unconsolidated joint venture of approximately \$1.8 million. The information in the tables below does not include data based on properties held in our unconsolidated joint venture.

### Summary of Investments by Type

The following table contains information about our portfolio by type of property as of December 31, 2025:

| Type   | Leasable Square Feet (LSF) | % of LSF       | Annualized Base Rent (ABR) (in thousands) <sup>(1)</sup> | % of ABR       |
|--|----------------------------|----------------|--|----------------|
| Medical Office Building (MOB) <sup>(2)</sup> | 4,035,663                  | 79.1 %         | \$ 85,397  | 71.9 %         |
| Inpatient Rehab. Facility (IRF)              | 515,119                    | 10.1 %         | 19,580   | 16.5 %         |
| Surgical Hospital                            | 108,674                    | 2.1 %          | 4,436  | 3.7 %          |
| Other  | 439,696                    | 8.7 %          | 9,426 <sup>(3)</sup>                                     | 7.9 %          |
| <b>Total</b>                                 | <b>5,099,152</b>           | <b>100.0 %</b> | <b>\$ 118,839</b>  | <b>100.0 %</b> |

- <sup>(1)</sup> Monthly base rent for December 2025, multiplied by 12 (or base rent net of annualized expenses for properties with gross leases).  
<sup>(2)</sup> Our MOB category includes buildings with special uses such as surgery centers, imaging, labs, urgent care, dialysis, and plasma centers, among others.  
<sup>(3)</sup> Other ABR includes long-term acute care hospital (\$2,680), acute-care hospital (\$2,678), healthcare administrative office (\$1,478), behavioral hospital (\$1,414), free-standing emergency department (\$1,053) and retail space (\$123).

### Geographic Concentration

The following table contains information regarding the geographic concentration of our portfolio as of December 31, 2025. Adverse economic or other conditions (including significant weather events) in the states that contain a high concentration of our facilities could adversely affect us. See “Risk Factors— *We have significant geographic concentration in a small number of states, including Texas, Florida, Ohio, Arizona, Pennsylvania, and Illinois. Economic and other conditions that negatively affect those states and our tenants in those states could have a greater effect on our revenues than if our properties were more geographically diverse.*”

| State                | Leasable Square Feet (LSF) | % of LSF       | Annualized Base Rent (ABR) (in thousands) <sup>(1)</sup> | % of ABR       |
|----------------------|----------------------------|----------------|--|----------------|
| Texas                | 709,092                    | 13.9 %         | \$ 20,147  | 17.0 %         |
| Florida              | 513,029                    | 10.1 %         | 12,991   | 10.9 %         |
| Ohio                 | 422,768                    | 8.3 %          | 9,475  | 8.0 %          |
| Arizona              | 359,771                    | 7.1 %          | 8,785  | 7.4 %          |
| Pennsylvania         | 313,065                    | 6.1 %          | 7,668  | 6.5 %          |
| Illinois             | 258,789                    | 5.1 %          | 6,022  | 5.1 %          |
| Other <sup>(2)</sup> | 2,522,638                  | 49.4 %         | 53,751   | 45.1 %         |
| <b>Total</b>         | <b>5,099,152</b>           | <b>100.0 %</b> | <b>\$ 118,839</b>  | <b>100.0 %</b> |

- <sup>(1)</sup> Monthly base rent for December 2025, multiplied by 12 (or base rent net of annualized expenses for properties with gross leases).  
<sup>(2)</sup> Our remaining properties are located in 29 other states, with no state accounting for more than 5% of our ABR.

### ***Significant Tenants***

The following tenants each account for at least 5% of our annualized base rent as of December 31, 2025. Adverse changes to any of their financial conditions or our failure to renew our leases with these tenants could adversely affect us. See “Risk Factors—*The inability of any of our significant tenants to pay rent to us could have a disproportionate negative affect on our revenues*” and “Risk Factors—*Most of our healthcare facilities are occupied by a single tenant, and we may have difficulty finding suitable replacement tenants in the event of a tenant default or non-renewal of our leases, especially for our healthcare facilities located in smaller markets.*”

| <b>Tenant</b>                | <b>Leasable Square Feet (LSF)</b> | <b>% of LSF</b> | <b>Annualized Base Rent (ABR) (in thousands)<sup>(1)</sup></b> | <b>% of ABR</b> |
|------------------------------|-----------------------------------|-----------------|--|-----------------|
| LifePoint Health             | 157,151                           | 3.1 %           | \$ 8,113   | 6.8 %           |
| Encompass Health Corporation | 268,038                           | 5.3 %           | 7,462  | 6.3 %           |
| Memorial Health System       | 155,600                           | 3.1 %           | 5,938  | 5.0 %           |
| <b>Total</b>                 | <b>580,789</b>                    | <b>11.5 %</b>   | <b>\$ 21,513</b>   | <b>18.1 %</b>   |

<sup>(1)</sup> Monthly base rent for December 2025, multiplied by 12 (or base rent net of annualized expenses for properties with gross leases).

### ***Lease Expirations***

The following table contains information regarding the lease expiration dates of the leases in our portfolio as of December 31, 2025.

| <b>Year</b>  | <b>Number of Leases</b> | <b>Leased Square Feet</b>       | <b>Annualized Base Rent (ABR) (in thousands)<sup>(1)</sup></b> | <b>% of ABR</b> |
|--------------|-------------------------|---------------------------------|--|-----------------|
| 2026         | 79                      | 402,895                         | \$ 8,854   | 7.4 %           |
| 2027         | 60                      | 707,226                         | 16,293   | 13.7 %          |
| 2028         | 52                      | 286,240                         | 7,527  | 6.3 %           |
| 2029         | 61                      | 749,883                         | 18,758   | 15.8 %          |
| 2030         | 68                      | 720,447                         | 15,551   | 13.1 %          |
| 2031         | 45                      | 647,675                         | 14,827   | 12.5 %          |
| 2032         | 11                      | 87,981                          | 2,165  | 1.8 %           |
| 2033         | 19                      | 184,415                         | 5,408  | 4.6 %           |
| 2034         | 14                      | 266,633                         | 8,114  | 6.8 %           |
| 2035         | 12                      | 245,711                         | 7,476  | 6.3 %           |
| Thereafter   | 23                      | 597,048                         | 13,866   | 11.7 %          |
| <b>Total</b> | <b>444</b>              | <b>4,896,154</b> <sup>(2)</sup> | <b>\$ 118,839</b>  | <b>100.0 %</b>  |

<sup>(1)</sup> Monthly base rent for December 2025, multiplied by 12 (or base rent net of annualized expenses for properties with gross leases).

<sup>(2)</sup> The remaining 202,998 leasable square feet, or 4.0% of our overall leasable square feet, is vacant.

### ***Joint Venture***

As of December 31, 2025, we had a 12.5% investment in, and served as managing member of, a joint venture with Heitman, a real estate investment firm with over \$48 billion of assets under management (the “Heitman Joint Venture”). As the managing member, we source new investments and manage the day-to-day activities for the Heitman Joint Venture and earn fees as compensation for such services. The Heitman Joint Venture was formed in December 2024 and, as of December 31, 2025, consisted of two assets that were initially sold to it by us for aggregate gross proceeds of \$35.2 million. In connection with the acquisition of the two assets, the Heitman Joint Venture entered into a mortgage loan with a principal amount of \$17.6 million.

### ***Ground Leases***

As of December 31, 2025, we had 12 buildings located on land that is subject to operating ground leases, representing approximately 13.2% of our total leasable square feet and approximately 9.6% of our December 2025 annualized base rent. The ground

leases subject these properties to certain restrictions, including restrictions on our ability to re-let such facilities to tenants not affiliated with the ground lessor, rights of first offer and refusal with respect to sales of the facilities and restrictions that limit the types of medical procedures that may be performed at the facilities.

## **Government Programs, Laws and Regulations**

### ***Medicare and Medicaid Programs***

Sources of revenue for our tenants typically include the Medicare and Medicaid programs. Healthcare providers continue to face increased government pressure to control or reduce healthcare costs and ongoing adjustments to healthcare reimbursement, including payment rate changes and payment methodology reforms by the Centers for Medicare & Medicaid Services (“CMS”), as well as targeted efforts to strengthen program integrity and value-based care models. Recent and proposed rules include modest updates to Medicare physician and hospital payment rates amid persistent cost pressures, while providers note that reimbursement increases often lag actual cost growth for care delivery, creating financial strain for many practices and facilities. In January 2026, CMS announced proposed rate increases for 2027 to Medicare Advantage health plans of less than a tenth of a percent, which was less than market expectations. If finalized, this modest rate increase could result in benefit cuts or higher premiums for Medicare Advantage participants.

The need to control Medicaid expenditures may be exacerbated by recent federal changes that restrict states’ use of provider taxes to support Medicaid funding and impose new administrative eligibility requirements, including work or community engagement conditions for some adults, potentially reducing overall enrollment and increasing coverage losses in certain populations. States have historically sought to manage Medicaid spending through benefit limits and eligibility tightening; current federal policy changes may further constrain state flexibility in Medicaid financing and reimbursement.

Efforts by Medicare and Medicaid to refine and restrain reimbursement growth and implement integrity safeguards, combined with broader changes enacted in 2025 affecting Medicaid financing and Affordable Care Act marketplaces, are likely to continue, which could negatively affect our tenants’ revenues and their ability to pay rent to us.

### ***Affordable Care Act***

The Affordable Care Act is a comprehensive healthcare reform law that contains various provisions that may directly impact our tenants. The primary goal of the Affordable Care Act is to broaden insurance coverage for the uninsured population by expanding Medicaid coverage, creating health insurance exchanges and mandating that uninsured individuals purchase health insurance. The Affordable Care Act also contains provisions aimed at lowering the cost of healthcare, including lowering increases in Medicare payment rates and promoting alternate reimbursement methods for providers that focus on patient outcomes rather than volume. In addition to expanding coverage and controlling costs, the Affordable Care Act also contains provisions intended to combat healthcare fraud, including Medicare fraud and abuse. Recent CMS final rules continue to refine Affordable Care Act marketplace standards to improve enrollment integrity and consumer protections. Beginning on January 1, 2026, premium tax credits that were intended to assist certain participants in purchasing health insurance expired, which could result in significant premium increases for these participants. A significant increase in premiums could result in many participants dropping their health insurance, which could negatively affect our tenants.

Although the Affordable Care Act’s expansion of insurance coverage may benefit our tenants by increasing their number of insured patients, these benefits may be offset by the fact that (i) many of the newly insured under the Affordable Care Act are insured by policies that have high deductibles (and, thus, create higher patient credit risks for our tenants), (ii) some states have not implemented the Medicaid expansion or have implemented Medicaid expansion in such ways that may reduce potential enrollment (such as implementing work requirements), and, (iii) even if states have expanded Medicaid, Medicaid may not be accepted by some of our tenants. For our tenants that do accept Medicaid, they may receive lower reimbursements for Medicaid patients than for patients with Medicare or commercial insurance. Additionally, although the migration from Medicare fee-for-service, or volume-based, payments to an outcome-based reimbursement model may lower overall healthcare costs, these changes could negatively affect our tenants if they are unable to adapt to a more outcome-oriented healthcare delivery model.

The future of the Affordable Care Act is uncertain and any changes to existing laws and regulations, including the Affordable Care Act’s repeal, modification or replacement, could have a long-term financial impact on the delivery of and payment for healthcare. Both our tenants and us may be adversely affected by the law or its repeal, modification or replacement.

### ***Fraud and Abuse Laws***

There are various federal and state laws prohibiting fraudulent and abusive business practices by healthcare providers who participate in, receive payments from, or are able to make referrals in connection with, government-sponsored healthcare programs, including the Medicare and Medicaid programs. Our leases with certain tenants may also be subject to these fraud and abuse laws. These laws include, without limitation:

- The Federal Anti-Kickback Statute, which prohibits, among other things, the offer, payment, solicitation or receipt of any form of remuneration in return for, or to induce, the referral of any U.S. federal or state healthcare program patients;
- The Federal Physician Self-Referral Prohibition (commonly called the “Stark Law”), which, subject to specific exceptions, restricts physicians who have financial relationships with healthcare providers from making referrals for designated health services for which payment may be made under Medicare or Medicaid programs to an entity with which the physician, or an immediate family member, has a financial relationship;
- The False Claims Act, which prohibits any person from knowingly presenting false or fraudulent claims for payment to the federal government, including under the Medicare and Medicaid programs;
- The Civil Monetary Penalties Law, which authorizes the Department of Health and Human Services to impose monetary penalties for certain fraudulent acts; and
- State anti-kickback, anti-inducement, anti-referral and insurance fraud laws which may be generally similar to, and potentially more expansive than, the federal laws set forth above.

Violations of these laws may result in criminal and/or civil penalties that range from punitive sanctions, damage assessments, penalties, imprisonment, denial of Medicare and Medicaid payments and/or exclusion from the Medicare and Medicaid programs. In addition, the Affordable Care Act clarifies that the submission of claims for items or services generated in violation of the Anti-Kickback Statute constitutes a false or fraudulent claim under the False Claims Act. The federal government has taken the position, and some courts have held, that violations of other laws, such as the Stark Law, can also be a violation of the False Claims Act. Additionally, certain laws, such as the False Claims Act, allow for individuals to bring whistleblower actions on behalf of the government for violations thereof. Imposition of any of these penalties upon one of our tenants could jeopardize that tenant’s ability to operate or to make rent payments to us. Further, we enter into leases and other financial relationships with healthcare delivery systems that are subject to or impacted by these laws. We also have investors who are healthcare providers in our operating partnership. If any of our relationships, including those related to the other investors in our subsidiaries, are found not to comply with these laws, we and our physician investors may be subject to civil and/or criminal penalties.

### ***Other Regulations***

The healthcare industry is heavily regulated by U.S. federal, state and local governmental authorities. Our tenants generally will be subject to laws and regulations covering, among other things, licensure, and certification for participation in government programs, billing for services, privacy and security of health information, including the Health Insurance Portability and Accountability Act of 1996, which provides for the privacy and security of certain individually identifiable health information, and relationships with physicians and other referral sources. In addition, new laws and regulations, changes in existing laws and regulations or changes in the interpretation of such laws or regulations could negatively affect our financial condition and the financial condition of our tenants. These changes, in some cases, could apply retroactively. The enactment, timing or effect of legislative or regulatory changes cannot be predicted.

Many states regulate the construction of healthcare facilities, the expansion of healthcare facilities, the construction or expansion of certain services, including by way of example specific bed types and medical equipment, as well as certain capital expenditures through certificate of need, or CON, laws. Under such laws, the applicable state regulatory body must determine a need exists for a project before the project can be undertaken. If one of our tenants seeks to undertake a CON-regulated project but is not authorized by the applicable regulatory body to proceed with the project, the tenants would be prevented from operating in its intended manner.

Failure to comply with these laws and regulations could adversely affect us directly and our tenants' ability to make rent payments to us.

### **Environmental Regulations**

Under various U.S. federal, state and local laws, ordinances and regulations, current and prior owners and tenants of real estate may be jointly and severally liable for the costs of investigating, remediating, and monitoring certain hazardous substances or other regulated materials on or in such healthcare facility. In addition to these costs, the past or present owner or tenant of a healthcare facility from which a release emanates could be liable for any personal injury or property damage that results from such release, including for the unauthorized release of asbestos-containing materials and other hazardous substances into the air, as well as any damages to natural resources or the environment that arise from such releases. These environmental laws often impose such liability without regard to whether the current or prior owner or tenant knew of, or was responsible for, the presence or release of such substances or materials. Moreover, the release of hazardous substances or materials, or the failure to properly remediate such substances or materials, may adversely affect the owner's or tenant's ability to lease, sell, develop or rent such healthcare facility or to borrow by using such healthcare facility as collateral.

Certain environmental laws impose compliance obligations on owners and tenants of real property with respect to the management of hazardous substances and other regulated materials. For example, environmental laws govern the management and removal of asbestos-containing materials and lead-based paint. Failure to comply with these laws can result in penalties or other sanctions.

### **Qualification as a REIT**

We elected to be taxed as a REIT commencing with our taxable year ended December 31, 2016. Subject to a number of significant exceptions, a corporation that qualifies as a REIT generally is not subject to U.S. federal income tax on income and gains that it distributes to its stockholders, thereby reducing its corporate-level taxes. In order to maintain our qualification as a REIT, a substantial percentage of our assets must be qualifying real estate assets and a substantial percentage of our income must be rental revenue from real property or interest on mortgage loans. We believe that we have been organized and have operated in such a manner as to qualify for taxation as a REIT, and we intend to continue to operate in such a manner. However, we cannot provide assurances that we will continue to operate in a manner to remain qualified as a REIT.

### **Competition**

We compete with many other real estate investors for acquisitions of healthcare properties, including healthcare operators, and real estate investors such as private equity firms and other REITs, some of whom may have greater financial resources and lower costs of capital than we do.

Additionally, our healthcare facilities and tenants often face competition from nearby hospitals, other medical practices, and other healthcare facilities, including urgent care and other primary care facilities, that provide comparable services. If our tenants' competitors have greater geographic coverage, improved access and convenience to physicians and patients, provide or are perceived to provide higher quality services, recruit physicians to provide competing services at their facilities, expand or improve their services or obtain more favorable managed-care contracts, our tenants may not be able to successfully compete.

### **Corporate Sustainability and Social Responsibility**

Our business values integrate environmental sustainability, social responsibility, and strong governance practices throughout our Company. Our Board of Directors' (the "Board") approach to these practices is viewed through the lens of reducing and controlling the Company's risk profile.

Our Board continues to lead our sustainability efforts, and our Board has a standing committee focused on such efforts. The primary purpose of this committee is to assist the Board in fulfilling its responsibilities to provide oversight and support of our efforts and goals regarding sustainability matters by overseeing: (1) our general sustainability strategy and policies as set by our management, (2) communications with our employees, investors, and other stakeholders with respect to sustainability matters, (3) developments

relating to, and improving our understanding of, sustainability matters, (4) our compliance with certain sustainability-related legal and regulatory requirements, and (5) coordination with our other Board committees on sustainability matters of common import.

Our commitment to employee engagement remains a high-priority, as we continue to make accommodations for health, safety, and work-life balance, including at our headquarters which is LEED platinum certified and includes a fitness center, café and roof-top lounge.

### **Climate Change Risk**

We take climate change and the risks associated with climate change seriously, including both physical and transitional risks. We utilize software to help us identify and measure the potential climate risk exposure for our properties. The software analysis summarizes the climate change-related risks, groups them by onset potential and identifies opportunities for risk mitigation. We monitor our portfolio for climate risk factors. The energy consumption data that we collect is used to calculate our facilities' carbon emission levels. Capturing and tracking this information may help inform future mitigation and remediation efforts when possible. To that end, we continue to explore ways to mitigate climate risk, should it be present as well as ways to contribute to the reduction of climate impact through proactive asset management that looks for ways to incorporate renewable energy resources and energy utilization reduction.

We stand with our communities, tenants, and stockholders in supporting meaningful solutions that address this global challenge and contribute to the sustainability of our business objectives.

### **Human Capital Resources**

Our success is dependent on the success of our employees. As of December 31, 2025, the Company had 30 employees.

As of December 31, 2025, 63% of our workforce were men and 37% of our workforce were women. We believe we offer a competitive pay and benefits package, with nearly all of our employees participating in our equity incentive plans. We also foster the development of our employees' expertise and skillsets, and encourage our employees to build new skill sets, such as in the sustainability space. We have established policies to provide a safe, harassment-free work environment and have fostered a corporate culture based on fair and equal treatment. As a result, we believe our employees are committed to building strong, innovative and long-term relationships with each other and with our tenants. Our employees at our corporate office are permitted to work remotely.

### **Available Information**

We maintain a website at [www.chironre.com](http://www.chironre.com). The information on our website is not incorporated by reference in this Annual Report on Form 10-K, and our web address is included as an inactive textual reference only.

We file registration statements, proxy statements, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, with the SEC. We make available, free of charge through the Investor Relations portion of the website, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Reports of beneficial ownership filed pursuant to Section 16(a) of the Exchange Act are also available on our website. These reports and other information are also available, free of charge, at [www.sec.gov](http://www.sec.gov).

## **ITEM 1A. RISK FACTORS**

The following summarizes the material risks of purchasing or owning our securities. Our business, financial condition and/or results of operations and our ability to make distributions to our stockholders may be materially adversely affected by the nature and impact of these risks. In such case, the market value of our securities could be detrimentally affected, and investors may lose part or all of the value of their investment. You should carefully consider the risks and uncertainties described below in this Item 1A, "Risk Factors" included in this Annual Report on Form 10-K. These risks include, but are not limited to, the following:

- *We are dependent on our tenants for our revenues. Our tenants face a wide range of business risks, including economic, competitive, government reimbursement and regulatory risks, any of which could cause our tenants to be unable to pay rent to us.*

- *We finance a portion of our portfolio with unhedged floating-rate debt from our Credit Facility. Since 2022, market interest rates have generally increased, which materially increased the interest rate on our floating rate debt. In addition to interest rate risk, we are subject to additional risks associated with our Credit Facility generally, including covenant restrictions.*
- *Our assets are concentrated in healthcare-related facilities, making us more economically vulnerable to specific industry-related risks than if our assets were diversified across different industries.*
- *The inability of any of our significant tenants to pay rent to us could have a disproportionate negative affect on our business.*
- *Most of our healthcare facilities are occupied by a single tenant, and we may have difficulty finding suitable replacement tenants in the event of a tenant default or non-renewal of our leases, especially for our healthcare facilities located in smaller markets.*
- *We have significant geographic concentration in a small number of states, including Texas, Florida, Ohio, Arizona, Pennsylvania, and Illinois. Economic and other conditions that negatively affect those states and our tenants in those states could have a greater effect on our revenues than if our properties were more geographically diverse.*
- *We rely on external sources of capital to fund future capital needs, and, if we encounter difficulty in obtaining such capital, we may not be able to make future acquisitions necessary to grow our business or meet maturing obligations.*
- *Subject to certain requirements under Maryland law and REIT requirements, the Board has sole discretion to determine if we will pay distributions and the amount and frequency of such distributions, and past distribution amounts may not be indicative of future distribution amounts.*
- *Failure to remain qualified as a REIT would cause us to be taxed as a regular corporation, which would substantially reduce funds available for distributions to our stockholders.*

#### **Risks Related to our Business and Healthcare Facilities**

***We are dependent on our tenants for our revenues. Our tenants face a wide range of business risks, including economic, competitive, government reimbursement and regulatory risks, any of which could cause our tenants to be unable to pay rent to us.***

We are dependent on our tenants for our revenues. Our tenants face a wide range of business risks, including economic, competitive, government reimbursement and regulatory risks, which may adversely affect their businesses and, in turn, their ability to pay rent to us. If any of our tenants were unable to pay their rent to us, our revenues and operating cash flows could be materially adversely affected, which in turn could affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our assets are concentrated in healthcare-related facilities, making us more economically vulnerable to specific industry-related risks than if our assets were diversified across different industries.***

We acquire and own healthcare-related facilities. We are subject to risks inherent in concentrating investments in real estate, and specifically healthcare real estate. Any adverse effects that result from these risks could be more pronounced than if we diversified our investments outside of the healthcare industry. Any healthcare industry downturn could adversely affect the ability of our tenants to pay us rents and our ability to maintain current rental and occupancy rates. Our tenant mix could become even more concentrated if a significant portion of our tenants practice in a particular medical field or are reliant upon a particular healthcare delivery system. Accordingly, a downturn in the healthcare industry generally, or a particular medical field or healthcare delivery system specifically, could materially adversely affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***The inability of any of our significant tenants to pay rent to us could have a disproportionate negative effect on our business.***

As of December 31, 2025, the annualized base rent from our top three tenants represented approximately 18.1% of our portfolio-wide annualized base rent, including our LifePoint Health facilities, which comprised approximately 6.8% of our annualized base rent; our Encompass facilities, which comprised approximately 6.3% of our annualized base rent; and our Memorial Health facilities, which comprised approximately 5.0% of our annualized base rent.

We have no control over the success or failure of our significant tenants' businesses, and, at any time, our significant tenants may fail to make rent payments when due, which, in turn, may have a disproportionate adverse effect on our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our leases are generally medium-to-long-term leases with annual rent escalators, however, some of our debt financing is subject to floating interest rates. Recent increases in interest rates have not been matched by an increase in our rent payments, which has exposed us to a funding imbalance.***

Our revenues are generated by our leases, which are typically medium-to-long-term leases with fixed rental rates, subject to annual rent escalators. The unhedged portion of our debt under our Third Amended and Restated Credit Facility (the "Credit Facility") is subject to the secured overnight financing rate ("SOFR"), which increased substantially beginning in early 2022 and remained elevated through the first half of 2025, before beginning to decline during the second half of 2025. The generally fixed nature of revenues and the variable rate of our debt obligations create interest rate risk for us. Increases in interest rates have not been matched by increases in our rental income, which has increased our expenses and has materially, adversely affected our business, financial condition, results of operations and the trading price of our common and preferred stock. Further increases in interest rates may exacerbate the aforementioned effects and have a material, adverse effect on our ability to make distributions to our stockholders.

***The bankruptcy of any of our tenants could bar our efforts to collect pre-bankruptcy debts from the tenant or evict the tenant and take back control of the property.***

Any bankruptcy filings by or relating to one of our tenants could bar all efforts by us to collect pre-bankruptcy debts from that tenant or evict the tenant and take back control of the property, unless we receive an order permitting us to do so from a bankruptcy court, which we may be unable to obtain. A tenant bankruptcy could also delay our efforts to collect past-due balances under the relevant leases and could ultimately preclude full collection of these sums. If a tenant rejects the lease while in bankruptcy, we would have only a general unsecured claim for pre-petition damages. Any unsecured claim that we hold may be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. It is possible that we may recover substantially less than the full value of any unsecured claims that we hold, or nothing at all, which may have a material adverse effect on our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common stock and preferred stock. Furthermore, dealing with a tenant bankruptcy or other default may divert management's attention and cause us to incur substantial legal and other costs.

On May 6, 2024, our former tenant, Steward Health Care ("Steward"), filed for Chapter 11 bankruptcy reorganization. As of December 31, 2025, the Steward bankruptcy was still ongoing and Steward owed us \$1.7 million in pre-petition rent and other amounts, of which we have a general, unsecured claim.

On January 11, 2025, our tenant, Prospect Medical Group ("Prospect"), filed for Chapter 11 bankruptcy reorganization. As of December 31, 2025, the Prospect bankruptcy was still ongoing and Prospect owed us \$0.2 million in pre-and post-petition rents and other amounts. As of February 20, 2026, Prospect had filed a notice of lease rejection with respect to its remaining leases with us. If Prospect's notice of lease rejection is approved by the court, we would have a general unsecured claim with respect to amounts owed under any rejected lease.

In January 2026, one of our tenants, White Rock Medical Center, LLC ("White Rock") filed for Chapter 11 bankruptcy protection. See "Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations—Recent Developments—Chapter 11 Reorganization Filing of White Rock Medical Center, LLC," for a description of the White Rock bankruptcy.

We may only receive a fraction, or may not receive any, of amounts owed to us by Stewart, Prospect and White Rock if there are not enough assets in each bankruptcy estate to satisfy these claims.

***The physical effects of climate change could have a material adverse effect on our properties.***

The physical effects of climate change could have a material adverse effect on our facilities, operations, and business. To the extent climate change causes changes in weather patterns, markets where our properties are located could experience increases in storm intensity, rising sea-levels, and changes in precipitation, temperature, and air quality. Over time, these conditions could result in physical damage to, or declining demand for, our properties or our inability to operate the facilities at all. Climate change may also indirectly affect our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy and increasing the risk of flooding our properties. Should the impact of climate change be severe or occur for lengthy periods of time, our business, financial condition, results of operations, or our ability to make distributions to our stockholders and the trading price of our common and preferred stock could be materially adversely impacted.

***Adverse economic or other conditions in our geographic markets could negatively affect our tenants' ability to pay rent to us.***

Adverse economic or other conditions in our geographic markets, including periods of economic slowdown or recession, industry slowdowns, periods of deflation, relocation of businesses, changing demographics, earthquakes and other natural disasters, fires, terrorist acts, public health crisis, pandemics and epidemics, such as the COVID-19 pandemic, and civil disturbances or acts of war and other man-made disasters which may result in uninsured or underinsured losses, and changes in tax, real estate, zoning and other laws and regulations, may negatively affect our tenants' businesses and ability to pay rents to us and, therefore, could have a material adverse effect on our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Most of our healthcare facilities are occupied by a single tenant, and we may have difficulty finding suitable replacement tenants in the event of a tenant default or non-renewal of our leases, especially for our healthcare facilities located in smaller markets.***

As of December 31, 2025, leases representing 7.4%, 13.7% and 6.3% of our portfolio annualized base rent expire in 2026, 2027 and 2028, respectively. Most of our healthcare facilities are occupied by a single tenant. Following expiration of a lease term or if we exercise our right to replace a tenant in default, rental payments on the related healthcare facilities could decline or cease altogether while we reposition such healthcare facility with a suitable replacement tenant. We also might not be successful in identifying suitable replacement tenants or entering into triple-net leases with new tenants on a timely basis, on favorable terms, or at all. Additionally, we may be required to fund certain expenses and obligations (e.g., real estate taxes, debt costs and maintenance expenses) to preserve the value of, and avoid the imposition of liens on, our healthcare facilities while they are being repositioned. Our ability to reposition our healthcare facilities with a suitable tenant could be significantly delayed or limited by state licensing, receivership, CON or other laws, as well as by the Medicare and Medicaid change-of-ownership rules. We could also incur substantial additional expenses in connection with any licensing, receivership or change-of-ownership proceedings. In addition, our ability to locate suitable replacement tenants could be impaired by the specialized healthcare uses or contractual restrictions on use of the healthcare facilities, and we may be required to spend substantial amounts to adapt the healthcare facilities to other uses. Any such delays, limitations and expenses could adversely impact our ability to collect rent, obtain possession of leased healthcare facilities or otherwise exercise remedies for tenant default, which, in turn, could have a material adverse effect on our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

All these risks may be greater in smaller markets, where there may be fewer potential replacement tenants, making it more difficult to replace tenants, especially for specialized space.

***We have significant geographic concentration in a small number of states, including Texas, Florida, Ohio, Arizona, Pennsylvania, and Illinois. Economic and other conditions that negatively affect those states and our tenants in those states could have a greater effect on our revenues than if our properties were more geographically diverse.***

As of December 31, 2025, approximately 17.0%, 10.9%, 8.0%, 7.4%, 6.5%, and 5.1% of our total annualized base rent was derived from properties located in Texas, Florida, Ohio, Arizona, Pennsylvania, and Illinois, respectively. As a result of this geographic concentration, we are particularly exposed to downturns in these states' economies or other changes in local real estate market conditions. Any material changes in the current payment programs or regulatory, economic, environmental or competitive conditions in these states

could have an amplified effect on our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock than if our properties were more geographically diverse.

***We may be unable to successfully enter into definitive purchase or sale agreements for, or close the acquisition or sale of, the properties in our investment pipeline or our portfolio.***

There is no assurance that we will successfully enter into definitive purchase agreements for the facilities in our investment pipeline or definitive sale agreements for current properties we wish to sell. We or a counterparty could also determine through due diligence that a prospective facility does not meet our or their investment standards. We also may be unable to come to an agreement with the seller or buyer for the purchase or sale of the facility. Additionally, there is no assurance that we will successfully close an acquisition or sale once a purchase or sale agreement has been signed. After a purchase or sale agreement has been signed, we (or the buyer in the case of a sale transaction) typically have a due diligence period of 45 to 60 days. If we or a buyer identify problems with the property or the operator during our or their due diligence review, we or they may terminate the purchase or sale agreement and not close. Failure to close acquisitions or dispositions under contract could make it more difficult to grow or manage our portfolio, which could materially adversely affect on our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our use of joint ventures may limit our returns on and our flexibility with jointly owned investments.***

As of February 20, 2026, we have two joint ventures, and we may enter into other joint ventures in the future. Our participation in joint ventures is subject to risks that may not be present with other methods of ownership, including:

- our joint venture partners could have investment and financing goals that are inconsistent with our objectives, including the timing, terms, and strategies for any investments, and what levels of debt to incur or carry;
- we, as managing member of our Heitman Joint Venture, may have liability for any mortgage indebtedness held by the joint venture if we violate certain “bad actor” representations and warranties in the related credit agreement;
- because we lack sole decision-making authority, we could experience impasses or disputes relating to certain decisions, including those related to budget approvals, entitlements, construction and development, sales of assets, debt financing, execution of lease agreements, and vendor approvals, which could result in delayed decisions and missed opportunities and could require us to expend additional resources on litigation or arbitration to resolve;
- our joint venture partners may have competing interests that create conflicts of interest in our markets;
- our ability to transfer our interest in a joint venture to a third party may be restricted;
- the market for our interest may be limited and/or valued lower than fair market value;
- our joint venture partners may be structured differently than us for tax purposes, and this could create conflicts of interest and risks to our REIT status or could restrict the ways in which we are able to exit investments;
- our joint venture partners might become insolvent, fail to fund their share of required capital contributions or fail to fulfill their obligations as a joint venture partner, which may require us to infuse our own capital into the venture on behalf of the partner despite other competing uses for such capital;
- our joint venture agreements may give our partners management rights that allow them to make operational or other decisions with which we disagree or that we would manage differently; and
- our joint venture agreements may impose limitations or caps on the property management fees that we otherwise would have been entitled to receive if the underlying property were wholly owned.

In addition, in some instances, our joint venture partners will have the right to cause us to sell our interest, or acquire their interest, at a time when we otherwise would not have initiated such a transaction. Our ability to acquire our partner's interest will be limited if we lack sufficient capital resources. This could require us to sell our interest in the joint venture when we might otherwise prefer to retain it. Any of the foregoing risks could materially adversely affect our business, financial condition, results of operations, our ability to pay distributions to our stockholders and the trading price of our common and preferred stock.

***Our property development joint venture (See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Recent Developments— Inaugural Active Adult Investment,") and future development joint ventures, property redevelopment and tenant improvement risks can render a project less profitable or unprofitable and delay or prevent its undertaking or completion.***

Our property development joint venture, and future development joint ventures, redevelopment and tenant improvement projects could be canceled, abandoned, delayed or, if the development project is completed, fail to perform in accordance with expectations due to, among other things:

- the inability to obtain financing on favorable terms or at all, or the lack of liquidity we deem necessary or appropriate for the project;
- legal and regulatory hurdles, including moratoriums on development and redevelopment activities, climate regulatory requirements or expectations (such as net zero or carbon neutrality), or other building and energy performance requirements;
- the failure to obtain, or costs associated with obtaining, necessary zoning, entitlements, and permits;
- cost increases; and
- other factors over which we have limited or no control, including: (i) changes in market and economic conditions; (ii) decline in demand, including after construction has commenced; (iii) natural disasters and other catastrophic events or physical climate risks, such as floods, wildfires, earthquakes, and wind storms; (iv) pandemics or other health crises; (v) labor conditions, including a labor shortage or work stoppage; (vi) shortages of construction materials; (vii) environmental conditions; or (viii) civil unrest and acts of war or terrorism.

Project costs may materially exceed original estimates due to, among other things:

- higher interest rates;
- increased costs for materials, transportation, environmental remediation, labor, or other inputs, including those caused by a shortage of construction materials or labor;
- negligent construction or construction defects;
- damage, vandalism, or accidents; and
- increased operating costs, including insurance premiums, utilities, real estate taxes, and costs of complying with changes in government regulations or increases in tariffs.

Delays in project completion also delay the commencement of related rental payments, including increases in rental payments following tenant improvement projects, and may provide tenants the right to terminate leases or cause us to incur additional costs, including through rent abatement.

Demand for a project may decrease prior to a project's completion, and resulting lease-up rates, rental rates, lease commencement dates, and occupancy levels may fail to meet expectations. Tenants that have pre-leased at a project may file for bankruptcy or become insolvent, or elect to terminate their lease prior to delivery if they are acquired or for other reasons. Finally, a project may have defects that we do not discover through the inspection processes, including latent defects not discovered until after we put a property in service.

The foregoing risks could result in not achieving anticipated returns on investment and could materially adversely affect our business, financial condition, results of operations, our ability to pay distributions to our stockholders and the trading price of our common and preferred stock.

***We may obtain only limited warranties when we purchase a property, which, in turn, would only provide us with limited recourse against the seller if issues arise after our purchase of a property.***

The seller of a property often sells such property in its “as is” condition on a “where is” basis and “with all faults,” without any warranties of merchantability or fitness for a particular use or purpose. In addition, purchase and sale agreements may contain only limited warranties, representations and indemnifications that will only survive for a limited period after the closing. The purchase of properties with limited warranties increases the risk of having little or no recourse against a seller if issues were to arise at such property. This, in turn, could cause us to have to write off our investment in the property, which could materially adversely affect our business, financial condition, results of operations, our ability to pay distributions to our stockholders and the trading price of our common and preferred stock.

***Our healthcare buildings that are subject to ground leases could restrict our use of such healthcare facilities.***

As of December 31, 2025, we had 12 buildings located on land that is subject to operating ground leases, representing approximately 9.6% of our December 2025 annualized base rent. These ground leases contain certain restrictions. These restrictions include limits on our ability to re-let the facilities, rights of purchase and rights of first offer and refusal with respect to sales of the healthcare facility and limits on the types of medical procedures that may be performed at the facilities. These restrictions could affect our returns on these facilities which, in turn, could materially adversely affect our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our healthcare facilities and our tenants may be unable to compete successfully, which could negatively affect our tenants’ businesses and ability to pay rent to us.***

Our healthcare facilities often face competition from nearby hospitals and other healthcare facilities that provide comparable services, including urgent care and primary care facilities as well as home healthcare companies. These competitors may have greater geographic coverage, better access to physicians and patients and provide or are perceived to provide higher quality services. From time to time and for reasons beyond our control, managed care organizations may change their lists of preferred hospitals or in-network physicians, which may favor our tenants’ competitors. Furthermore, our tenants may lose physicians to their competitors or an increase in telehealth services could reduce the need for healthcare facilities. Any reduction in rental revenues resulting from the inability of our tenants or their associated healthcare delivery systems to compete or due to a reduced need for healthcare facilities generally may have a material adverse effect on our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***We may incur uninsured losses or losses in excess of our insurance coverage, which may result in us having to absorb all or a portion of such loss.***

Our tenants are generally required (either directly or through a reimbursement arrangement with us) to maintain comprehensive property and casualty insurance covering our properties. However, some types of losses may be uninsurable or too expensive to insure against, such as losses due to windstorms, terrorist acts, earthquakes, and toxic mold, among others. Accordingly, we may not have enough insurance coverage against certain types of losses and may experience decreases in the insurance coverage available. Should an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of our investment in a property, as well as the anticipated future revenue from the property. In such an event, we might remain obligated for any mortgage debt or other financial obligation related to the property. Further, if any of our insurance carriers were to become insolvent, we would be forced to replace the existing coverage with another suitable carrier, and any outstanding claims would be at risk for collection. In such an event, we cannot be certain that we would be able to replace the coverage at similar or otherwise favorable terms.

We have obtained title insurance policies for each of our properties, typically in an amount equal to its original price. However, these policies may be for amounts less than the current or future values of our properties. In such an event, if there is a title defect relating to any of our properties, we could lose some of our investment in and anticipated profits from such property.

If we were to experience uninsured losses or if any of our insurance carriers were unable to pay insurance claims, we may lose all or a portion of our investment in a property and the revenues associated with such property, which could materially adversely affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***We may incur environmental compliance costs and liabilities associated with owning, leasing, developing and operating our healthcare facilities.***

Under various U.S. federal, state and local laws, ordinances and regulations, current and prior owners and tenants of healthcare facilities may be jointly and severally liable for the costs of investigating, remediating and monitoring certain hazardous substances or other regulated materials on or in such healthcare facility. In addition to these costs, the past or present owner or tenant of a healthcare facility from which a release emanates could be liable for any personal injury or property damage that results from such releases, including for the unauthorized release of asbestos-containing materials and other hazardous substances into the air, as well as any damages to natural resources or the environment that arise from such releases. These environmental laws often impose such liability without regard to whether the current or prior owner or tenant knew of, or was responsible for, the presence or release of such substances or materials. Moreover, the release of hazardous substances or materials, or the failure to properly remediate such substances or materials, may adversely affect the owner's or tenant's ability to lease, sell, develop or rent such healthcare facility or to borrow against such healthcare facility. Persons who transport or arrange for the disposal or treatment of hazardous substances or other regulated materials may be liable for the costs of removal or remediation of such substances at a disposal or treatment facility, regardless of whether such facility is owned or operated by such person.

Certain environmental laws impose compliance obligations on owners and tenants of real property with respect to the management of hazardous substances and other regulated materials. For example, environmental laws govern the management and removal of asbestos-containing materials and lead-based paint. Failure to comply with these laws can result in penalties or other sanctions. If we are held liable under these laws, our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock may be materially adversely affected.

***The income from certain of our properties is dependent on the ability of our property managers to successfully manage those properties.***

We depend upon the performance of our property managers to effectively manage certain of our properties. We do not control these third-party property managers and are accordingly subject to various risks generally associated with outsourcing of management of day-to-day activities, including the risk that a property manager may not be able to successfully manage a property. Additionally, because we do not control our third-party property managers, any adverse events such as issues related to insufficient internal controls, cybersecurity incidents or other adverse events may impact the income we recognize from properties managed by such third-party property managers. We may be unable to anticipate such events or properly assess the magnitude of any such events because we do not control our third-party property managers. If our property managers are unable to successfully manage our properties, our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock may be materially adversely affected.

***We, our tenants, and our property managers face risks associated with security breaches through cyber-attacks, cyber-intrusions, or otherwise, as well as other significant disruptions of information technology networks and related systems.***

We and our tenants face risks associated with security breaches, whether through cyber-attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to emails, company insiders, or persons with access to our and our tenants' systems, and other significant disruptions of our and our tenants' information technology ("IT") networks and related systems. Also, remote work arrangements may increase the risk of cybersecurity incidents, data breaches or cyber-attacks. 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 and our tenants' IT networks and related systems are essential to the operation of each of our businesses and our and our tenants' ability to perform day-to-day operations (including maintaining confidential patient data). Although we make efforts to maintain the security and integrity of our 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 these security measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Additionally, our tenants may not have enough risk mitigation measures in place

or, even if they do, such measures may not be effective. 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 may not be detected. Accordingly, we and our tenants may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and it is therefore impossible to entirely mitigate the risk.

A security breach or other significant disruption involving our or our tenants' IT networks and related systems could:

- Disrupt the proper functioning of our or our tenants' networks and systems and therefore our operations and/or those of our tenants;
- Result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive, or otherwise valuable information about us, our tenants or our tenants' patients, which others could use to compete against us or our tenants or which could expose us or our tenants to regulatory action or damage claims by third-parties;
- 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;
- Jeopardize 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 or our tenants to claims for breach of contract, damages, credits, penalties, or termination of leases or other agreements; or
- Damage our and our tenants' reputations.

Any or all the foregoing could have a material adverse effect on our business, financial condition and results of operations, our ability to pay distributions to our stockholders and the trading price of our common and preferred stock.

New technologies also continue to develop, including tools that harness generative artificial intelligence and other machine learning techniques (collectively, "AI"). AI is developing at a rapid pace and becoming more accessible. As a result, the use of such new technologies by us or our tenants can present additional known and unknown risks, including, among others, the risk that confidential information may be stolen, misappropriated or disclosed and the risk that we and/or our tenants may rely on incorrect, unclear or biased outputs generated by such technologies, any of which could have an adverse impact on us and our business. See "*Artificial intelligence and other machine learning techniques could increase competitive, operational, legal and regulatory risks to our business in ways that we cannot predict.*"

### **Risks Related to our Financings**

***We finance a portion of our portfolio with unhedged floating-rate debt from our Credit Facility. Since 2022, market interest rates have increased, which materially increased the interest rate on our floating rate debt. In addition to interest rate risk, we are subject to additional risks associated with our Credit Facility generally, including covenant restrictions.***

As of December 31, 2025, the balance of the revolver component of our Credit Facility (the "Revolver") was \$163.2 million, which represented approximately 24.6% of our total outstanding indebtedness at December 31, 2025. Since 2022, market interest rates have increased in response to increased rates of inflation during that time period. As a result, the one-month term SOFR, which serves as the base rate for the Revolver, increased from just over 0% at the start of 2022 to 3.69% in December 2025. The increase in interest rates has caused our borrowing costs to materially increase, which has, among other things, increased our cost of capital (which has affected our ability to acquire assets) and decreased our earnings, liquidity, cash available to make distributions to our stockholders and the trading price of our common and preferred stock.

The terms of our debt agreements require us to comply with several customary financial and other covenants, such as maintaining certain leverage and coverage ratios and minimum tangible net worth requirements. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources” for a description of these covenants. Our continued ability to incur additional debt, make distributions and conduct business in general is subject to our compliance with these covenants, which limit our operational flexibility. Breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness, in addition to any other indebtedness cross-defaulted against such instruments, which could accelerate the principal balance of our debt and cause our lenders to institute foreclosure proceedings against us. Therefore, any such default could have a material adverse impact on our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our interest rate hedges may not be successful in mitigating our interest rate risks.***

We use derivative instruments to hedge exposure to changes in interest rates on certain of our variable rate loans. As of December 31, 2025, we had 16 interest rate swap agreements (including forward-starting interest rate swaps) with a total notional amount of \$500 million that fixed the SOFR component of the interest rate on each of the term loan components under our Credit Facility. There is no assurance that our hedging instruments will adequately mitigate our interest rate risk or that our hedging strategy will not result in losses. Additionally, a hedging counterparty may fail to honor its obligations to us. If our interest rate hedges are unsuccessful in mitigating our interest rate risk, or if a hedging counterparty fails to honor its obligations to us, our borrowing costs would increase, which could, among other things, increase our cost of capital and decrease our earnings, liquidity, cash available to make distributions to our stockholders and the trading price of our common and preferred stock.

***We finance our healthcare facilities with term indebtedness, and we may place term indebtedness on our healthcare facilities in the future. We may not be able to refinance such debt when due or may be unable to refinance such debt on favorable terms.***

As of December 31, 2025, we had \$653.9 million of indebtedness outstanding (net of unamortized debt issuance costs). We may also place indebtedness on our healthcare facilities in the future. We run the risk of being unable to refinance such debt when the loans come due or of being unable to refinance on favorable terms. If interest rates are higher when we refinance debt, our income could be reduced. We may be unable to refinance debt at appropriate times, which may require us to sell healthcare facilities on terms that are not advantageous to us or could result in the foreclosure of such healthcare facilities. Any of these events could have a material adverse effect on our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***We rely on external sources of capital to fund future capital needs, and, if we encounter difficulty in obtaining such capital, we may not be able to make future acquisitions necessary to grow our business or meet maturing obligations.***

To maintain our qualification as a REIT, we are required, among other things, to distribute each year to our stockholders at least 90% of our taxable income, without regard to the deduction for dividends paid and excluding net capital gain. Because of this distribution requirement, we may not be able to fund our future capital needs from cash retained from operations, including capital needed to make investments and to satisfy or refinance maturing obligations. As a result, we expect to rely on external sources of capital, including debt and equity financing, to fund future capital needs. Our access to capital will depend upon several factors, many of which we have little or no control, including:

- The extent of investor interest;
- Our ability to satisfy the distribution requirements applicable to REITs;
- The general reputation of REITs and the attractiveness of their equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;
- Our financial performance and that of our tenants;
- Analyst reports about us and the REIT industry;
- General stock and bond market conditions, including changes in interest rates on fixed income securities, which may lead prospective purchasers of our stock to demand a higher annual yield from future distributions;

- A failure to maintain or increase our dividend which is dependent, in large part, upon our funds from operations, or FFO, which, in turn, depends upon increased revenue from additional acquisitions and rental increases; and
- Other factors such as governmental regulatory action and changes in tax laws.

If we are unable to obtain needed capital on satisfactory terms or at all, we may not be able to make the investments needed to expand our business or to meet our obligations and commitments as they mature, which, in turn, could materially adversely affect our business, financial conditions, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

## **Risks Related to the Healthcare Industry**

### ***Adverse trends in the healthcare industry may negatively affect our tenants' businesses.***

The healthcare industry is currently experiencing, among other things:

- Changes in the demand for and methods of delivering healthcare services, particularly as telemedicine and telehealth continue to gain popularity, as well as continued innovation and integration of technological advancements and artificial intelligence;
- Increased attention to compliance with regulations designed to safeguard protected health information and cyber-attacks on entities;
- Consolidation and pressure to integrate within the healthcare industry through acquisitions and joint ventures;
- Competition among healthcare providers;
- Consolidation of large health insurers;
- Regulatory and government reimbursement uncertainty resulting from the Affordable Care Act and other healthcare reform laws;
- Federal court decisions on cases challenging the legality of the Affordable Care Act;
- Federal and state government plans to reduce budget deficits and address debt ceiling limits by lowering healthcare provider Medicare and Medicaid payment rates;
- Changes in third-party reimbursement methods and policies;
- Staffing shortages (particularly nursing staff) and increases in wages as well as inflation in the cost of supplies; and
- Increased scrutiny of billing, referral and other practices by U.S. federal and state authorities.

These factors may adversely affect the economic performance of some or all of our tenants and, in turn, our lease revenues, which may have a material adverse effect on our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

### ***The healthcare industry is heavily regulated, and new laws or regulations, changes to existing laws or regulations, loss of licensure or failure to obtain licensure could result in the inability of our tenants to make rent payments to us.***

The healthcare industry is heavily regulated by U.S. federal, state, and local governmental authorities. Our tenants generally are subject to laws and regulations covering, among other things, licensure, certification for participation in government programs, billing for services, privacy and security of health information and relationships with physicians and other referral sources. See “Business–Government Programs, Laws and Regulations” for a description of the laws and regulations that affect the healthcare industry. In addition, new laws and regulations, changes in existing laws and regulations or changes in the interpretation of such laws or regulations could affect our tenants’ ability to make rent payments to us, which, in turn, could have a material adverse effect on our

business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock. These changes, in some cases, could apply retroactively. The enactment, timing, or effect of legislative or regulatory changes cannot be predicted.

Violations of healthcare laws may result in criminal and/or civil penalties that range from punitive sanctions, damage assessments, penalties, imprisonment, denial of Medicare and Medicaid payments and/or exclusion from the Medicare and Medicaid programs. Imposition of any of these penalties upon one of our tenants could jeopardize that tenants' ability to operate or to make rent payments or affect the level of occupancy in our healthcare facilities, which may have a material adverse effect on our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Reductions in reimbursement from third-party payors, including Medicare and Medicaid, could adversely affect the profitability of our tenants and hinder their ability to make rent payments to us or renew their leases.***

Sources of revenue for our tenants typically include the U.S. federal Medicare program, state Medicaid programs and private insurance payors. Healthcare providers continue to face increased government and private payor pressure to control or reduce healthcare costs and significant reductions in healthcare reimbursement, including reduced reimbursements and changes to payment methodologies under the Affordable Care Act. Beginning on January 1, 2026, premium tax credits that were intended to assist certain participants in purchasing health insurance expired, which could result in significant premium increases for these participants. In January 2026, CMS announced proposed rate increases for 2027 to Medicare Advantage health plans of less than a tenth of a percent, which was less than market expectations. If finalized, this modest rate increase could result in benefit cuts or higher premiums for Medicare Advantage participants. In some cases, private insurers rely on all or portions of the Medicare payment systems to determine payment rates, which may result in decreased reimbursement from private insurers. Any reductions in payments or reimbursements from third-party payors could adversely affect the reimbursement rates received by our tenants, the financial success of our tenants and strategic partners and, therefore, our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

Downturns in the United States economy could negatively affect state budgets, thereby putting pressure on states to decrease spending on state programs including Medicaid. The need to control Medicaid expenditures may be exacerbated by the potential for increased enrollment in state Medicaid programs due to unemployment and declines in family incomes. Historically, states have often attempted to reduce Medicaid spending by limiting benefits and tightening Medicaid eligibility requirements. Many states have adopted, or are considering the adoption of, legislation designed to enroll Medicaid recipients in managed care programs and/or impose additional taxes on hospitals to help finance or expand the states' Medicaid systems. Potential reductions to Medicaid program spending in response to state budgetary pressures could negatively impact the ability of our tenants to successfully operate their businesses, and, consequently, could have a material adverse effect on our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our tenants may be subject to significant legal actions that could subject them to increased operating costs and substantial uninsured liabilities, which may affect their ability to pay their rent payments to us, and we could also be subject to healthcare industry violations.***

As is typical in the healthcare industry, our tenants may often become subject to claims that their services have resulted in patient injury or other adverse effects. Many of these tenants may have experienced an increasing trend in the frequency and severity of professional liability and general liability insurance claims and litigation asserted against them. The insurance coverage maintained by these tenants may not cover all claims made against them nor continue to be available at a reasonable cost, if at all. In some states, insurance coverage for the risk of punitive damages arising from professional liability and general liability claims and/or litigation may not, in certain cases, be available to these tenants due to state law prohibitions or limitations of availability. As a result, these types of tenants of our healthcare facilities operating in these states may be liable for punitive damage awards that are either not covered or are in excess of their insurance policy limits.

We also believe that there has been, and will continue to be, an increase in governmental investigations of certain healthcare providers, particularly in the area of Medicare/Medicaid false claims, as well as an increase in enforcement actions resulting from these investigations. Insurance is not available to cover such losses. Any adverse determination in a legal proceeding or governmental investigation, any settlements of such proceedings or investigations in excess of insurance coverage, whether currently asserted or arising

in the future, could have a material adverse effect on a tenant's financial condition. If a tenant is unable to obtain or maintain insurance coverage, if judgments are obtained or settlements reached in excess of the insurance coverage, if a tenant is required to pay uninsured punitive damages, or if a tenant is subject to an uninsurable government enforcement action or investigation, the tenant could be exposed to substantial additional liabilities, which may affect the tenant's ability to pay rent, which in turn could have a material adverse effect on our business, financial condition and results of operations, our ability to pay distributions to our stockholders and the trading price of our common and preferred stock.

## **Risks Related to the Real Estate Industry**

### ***Changes in the general real estate market conditions may adversely affect us.***

Real estate investments are subject to various risks and fluctuations and cycles in value and demand, many of which are beyond our control. Certain market conditions that may affect our business are as follows:

- National or regional economic upturns could increase the value of real estate generally, which could make it more difficult for us to acquire new healthcare properties at attractive prices or prevent us from purchasing additional facilities at all;
- National or regional economic downturns could adversely affect our tenants' businesses, or the businesses located in our tenants' geographic region, which could adversely affect our tenants' ability to pay rent and the value of our healthcare properties;
- A decrease in interest rates and financing costs could increase demand for real estate and, thus, the price of real estate. An increase in demand for real estate could make it more difficult for us to acquire additional healthcare facilities at attractive prices or prevent us from purchasing additional facilities at all; and
- An increase in interest rates and financing costs could decrease the demand for real estate and, thus, the price of real estate. A decrease in demand for real estate could make it more difficult for us to dispose of our healthcare facilities at attractive prices or prevent us from disposing of our facilities at all.

If we experience one or more of the risks described above, our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock could be materially adversely affected.

### ***Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our healthcare facilities.***

Because real estate investments are relatively illiquid, our ability to promptly sell one or more of our healthcare facilities in response to changing economic, financial and investment conditions is limited. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell any of our healthcare facilities for the price or on the terms set by us or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of any of our healthcare facilities. We may be required to expend funds to correct defects or to make improvements before a healthcare facility can be sold. We cannot assure you that we will have funds available to correct those defects or to make those improvements.

In acquiring a healthcare facility, we have in the past and may in the future agree to transfer restrictions that materially restrict us from selling that healthcare facility for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that healthcare facility. These transfer restrictions would impede our ability to sell a healthcare facility even if we deem it necessary or appropriate. These facts and any others that would impede our ability to respond to adverse changes in the performance of our healthcare facilities may have a material adverse effect on our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Uncertain market conditions could cause us to sell our healthcare facilities at a loss in the future.***

We intend to hold our various real estate investments until we determine that a sale or other disposition appears to be advantageous to achieve our investment objectives. We may exercise our discretion as to whether and when to sell a healthcare facility, and we have no obligation to sell our facilities. We generally intend to hold our healthcare facilities for an extended period, and we cannot predict with any certainty the various market conditions affecting real estate investments that will exist at any particular time in the future. Because of the uncertainty of market conditions that may affect the future disposition of our healthcare facilities, we may not be able to sell our buildings at a profit in the future or at all. We may incur prepayment penalties if we sell a healthcare facility subject to a mortgage earlier than we otherwise had planned. Additionally, we could be forced to sell healthcare facilities at inopportune times which could result in us selling the affected building at a substantial loss. Any inability to sell a healthcare facility could materially, adversely affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our assets may become subject to impairment charges.***

We evaluate our real estate investments and other assets for impairment indicators. The judgment regarding the existence of impairment indicators is based upon factors such as market conditions, lease re-negotiations, tenant performance and legal structure. For example, the termination of a lease by a major tenant or an agreement to sell a property at a price below its book value may lead to an impairment charge. If we determine that an impairment has occurred, we would be required to make an adjustment to the net carrying value of the asset which could have a material adverse effect on our business, financial condition, results of operations and the trading price of our common and preferred stock. During the year ended December 31, 2025, we incurred impairment charges of \$13.0 million related to two of our healthcare facilities.

**Risks Related to Our Structure**

***We have no direct operations and rely on funds received from our Operating Partnership and its subsidiaries to meet our obligations.***

We conduct substantially all of our operations through our Operating Partnership. As of December 31, 2025, we owned 92.0% of the outstanding OP Units. Apart from this ownership interest in our Operating Partnership, we do not have any independent operations. As a result, we rely on distributions from our Operating Partnership to pay any dividends that we might declare on our common and preferred stock. We also rely on distributions from our Operating Partnership to meet our obligations. Stockholders' claims will consequently be structurally subordinated to all existing and future liabilities and obligations (whether or not for borrowed money) of our Operating Partnership and its subsidiaries. Therefore, in the event of our bankruptcy, liquidation or reorganization, claims of our stockholders will be satisfied only after all of our and our Operating Partnership's and its subsidiaries' liabilities and obligations have been paid in full. If we do not receive enough funds from our Operating Partnership, our ability to make distributions to our stockholders and the trading price of our common and preferred stock may be materially, adversely affected.

***Subject to certain requirements under Maryland law and REIT requirements, the Board has sole discretion to determine if we will pay distributions and the amount and frequency of such distributions, and past distribution amounts may not be indicative of future distribution amounts.***

Any future distributions will be at the sole discretion of the Board and will depend upon a number of factors, including our actual and projected results of operations, the cash flow generated by our operations, funds from operations, Core FFO (formerly adjusted FFO), funds available for distribution, liquidity, our operating expenses, our debt service requirements, capital expenditure requirements for the properties in our portfolio, prohibitions and other limitations under our financing arrangements, our REIT taxable income, the annual REIT distribution requirements, restrictions on making distributions under Maryland law and such other factors as the Board deems relevant. We cannot assure you that our distribution policy will not change in the future or that the Board will continue to declare dividends at the same rate as in 2025.

***Our use of OP Units as currency to acquire healthcare facilities could result in stockholder dilution and/or limit our ability to sell such healthcare facilities, which could have a material adverse effect on us.***

We have acquired, and in the future may acquire, healthcare facilities or portfolios of healthcare facilities through tax-deferred contribution transactions in exchange for OP Units, which may result in stockholder dilution. This acquisition structure may have the

effect of, among other things, reducing the amount of tax depreciation we could deduct over the tax life of the acquired healthcare facilities, and has required, and may in the future require, that we agree to protect the contributors' ability to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired healthcare facilities or the allocation of partnership debt to the contributors to maintain their tax bases. These restrictions could limit our ability to sell healthcare facilities at a time, or on terms, that would be favorable absent such restrictions which, in turn, could materially, adversely affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our Operating Partnership may issue additional OP Units to third parties without the consent of our stockholders, which would reduce our ownership percentage in our Operating Partnership and could have a dilutive effect on the amount of distributions made to us by our Operating Partnership and, therefore, the amount of distributions we can make to our stockholders.***

Holders of shares of our common stock will generally not have any voting rights with respect to activities of our Operating Partnership, including issuances of additional OP Units in amounts that do not exceed 20% of our outstanding shares of common stock. As of December 31, 2025, we owned 92.0% of the outstanding OP Units. Our Operating Partnership may, in connection with our acquisition of healthcare facilities or otherwise, issue additional OP Units to third parties. Such issuances would reduce our ownership percentage in our Operating Partnership and could affect the amount of distributions made to us by our Operating Partnership and, therefore, the amount of distributions we can make to our stockholders.

***We may be unable to maintain effective internal control over financial reporting.***

Pursuant to the Sarbanes-Oxley Act of 2002, we are required to provide a report by management on internal control over financial reporting, including management's assessment of the effectiveness of such controls. Because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud, effective internal control over financial reporting may not prevent or detect misstatements and can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls as a result of changes to our business or otherwise, or if we experience difficulties in their implementation, our business, results of operations and financial condition, our ability to make distributions to our stockholders and the trading price of our common and preferred stock could be materially adversely impacted and we could fail to meet our reporting obligations.

***Conflicts of interest could arise because of our UPREIT structure.***

Conflicts of interest could arise because of the relationships between us and our affiliates, on the one hand, and our Operating Partnership or any partner thereof, on the other. Our directors and officers have duties to us under applicable Maryland law in connection with their management of our company. At the same time, we, as the sole member of the general partner of the Operating Partnership, have fiduciary duties to our Operating Partnership and to the limited partners under Delaware law in connection with the management of our Operating Partnership. Our duties, as the sole member of the general partner, to our Operating Partnership and its limited partners may come into conflict with the duties of our directors and officers to us.

Unless otherwise provided for in the relevant partnership agreement, Delaware law generally requires a general partner of a Delaware limited partnership to adhere to fiduciary duty standards under which it owes its limited partners the highest duties of good faith, fairness and loyalty and which generally prohibits such general partner from taking any action or engaging in any transaction as to which it has a conflict of interest.

Additionally, the partnership agreement expressly limits our liability by providing that we, as the sole member of the general partner of the Operating Partnership, and our directors or officers, will not be liable or accountable in damages to our Operating Partnership, the limited partners or assignees for errors in judgment, mistakes of fact or law or for any act or omission if the general partner or such director or officer acted in good faith. In addition, our Operating Partnership is required to indemnify us, our affiliates and each of our respective officers and directors, to the fullest extent permitted by applicable law against any and all losses, claims, damages, liabilities (whether joint or several), expenses (including, without limitation, attorneys' fees and other legal fees and expenses), judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative, that relate to the operations of our Operating Partnership, provided that our Operating Partnership will not indemnify any such person for (1) acts or omissions committed in bad faith or that were the result of active and deliberate dishonesty,

(2) any transaction for which such person received an improper personal benefit in money, healthcare facility or services, or (3) in the case of a criminal proceeding, the person had reasonable cause to believe the act or omission was unlawful.

***Our charter restricts the ownership and transfer of our outstanding shares of stock which may have the effect of delaying, deferring or preventing a transaction or change of control of our company.***

For us to qualify as a REIT, no more than 50% of the value of our outstanding shares of stock may be owned, beneficially or constructively, by five or fewer individuals at any time during the last half of each taxable year other than our initial REIT taxable year. Subject to certain exceptions, our charter prohibits any stockholder from owning actually or constructively more than 9.8% in value or number of shares, whichever is more restrictive, of any class or series of our outstanding shares. The constructive ownership rules under the Internal Revenue Code of 1986, as amended (the “Code”), are complex and may cause the outstanding shares owned by a group of related individuals or entities to be deemed to be constructively owned by one individual or entity. As a result, the acquisition of less than 9.8% of our outstanding shares of any class or series by an individual or entity could cause that individual or entity to own constructively in excess of 9.8% of any class or series of our outstanding beneficial interests and to be subject to our charter’s ownership limit. Our charter also prohibits any person from owning shares of our beneficial interests that would result in our being “closely held” under Section 856(h) of the Code or otherwise cause us to fail to qualify as a REIT. Any attempt to own or transfer shares of our beneficial interest in violation of these restrictions may result in the shares being automatically transferred to a charitable trust or may be void.

***Certain provisions of Maryland law could inhibit changes of control, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for shares of our common stock or that our stockholders otherwise believe to be in their best interests.***

Certain provisions of the Maryland General Corporation Law, or 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 our common stockholders with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- “business combination” provisions that, subject to limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our shares of common stock or an affiliate thereof or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our shares of common stock at any time within the two-year period immediately prior to the date in question) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes certain fair price and/or supermajority and stockholder voting requirements on these combinations; and
- “control share” provisions that provide that holders of “control shares” of our company (defined as shares that, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of issued and outstanding “control shares”) have no voting rights with respect to their control shares, except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

By resolution of the Board, we have opted out of the business combination provisions of the MGCL and provide that any business combination between us and any other person is exempt from the business combination provisions of the MGCL, provided that the business combination is first approved by the Board (including a majority of directors who are not affiliates or associates of such persons). In addition, pursuant to a provision in our bylaws, we have opted out of the control share provisions of the MGCL. However, the Board may by resolution elect to opt into the business combination provisions of the MGCL and we may, by amendment to our bylaws, opt into the control share provisions of the MGCL in the future.

Certain provisions of the MGCL permit the Board, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to implement certain corporate governance provisions, some of which (for example, a classified board) are not currently applicable to us. If implemented, these provisions may have the effect of limiting or precluding a third party from making an unsolicited acquisition proposal for us or of delaying, deferring, or preventing a change in control of us under circumstances that otherwise could provide our common stockholders with the opportunity to realize a premium over the then current market price. Our

charter contains a provision whereby we have elected to be subject to the provisions of Title 3, Subtitle 8 of the MGCL relating to the filling of vacancies on the Board.

***We could increase the number of authorized shares of common and preferred stock, classify and reclassify unissued shares and issue shares without stockholder approval.***

The Board, without stockholder approval, has the power under our charter to amend our charter to increase or decrease the aggregate number of shares or the number of shares of any class or series that we are authorized to issue, to authorize us to issue authorized but unissued shares of our common stock or preferred stock. In addition, under our charter, the Board has the power to classify or reclassify any unissued common or preferred stock into one or more classes or series of shares and set the preference, conversion, or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications or terms or conditions of redemption for such newly classified or reclassified shares. As a result, we may issue series or classes of common or preferred stock with preferences, dividends, powers and rights, voting or otherwise, that are senior to, or otherwise conflict with, the rights of holders of our common or preferred stock. Although the Board has no such intention at the present time, it could establish a class or series of preferred stock that could, depending on the terms of such series, delay, defer or prevent a transaction or a change of control that might involve a premium price for shares of our common stock or that our stockholders otherwise believe to be in their best interests.

***We may change our business, investment, and financing strategies without stockholder approval.***

We may change our business, investment, and financing strategies without a vote of, or notice to, our stockholders, which could result in our making investments and engaging in business activities that are different from, and possibly riskier than, the investments and businesses described in this annual report. In particular, a change in our investment strategy, including the manner in which we allocate our resources across our portfolio or the types of assets in which we seek to invest, may increase our exposure to real estate market fluctuations. In addition, we may in the future increase the use of leverage at times and in amounts that we, in our discretion, deem prudent, and such decision would not be subject to stockholder approval. Furthermore, the Board may determine that healthcare facilities do not offer the potential for attractive risk-adjusted returns for an investment strategy. Changes to our strategies with regards to the foregoing could adversely affect our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event that we take certain actions which are not in your best interests.***

Under Maryland law, generally, directors and officers are required to perform their duties in good faith, in a manner that they reasonably believe to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. Under Maryland law, directors and officers are presumed to have acted with this standard of care. Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property, or services or (b) active and deliberate dishonesty established by a final judgment and which is material to the cause of action. Our charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law.

Our charter authorizes us to indemnify our present and former directors and officers for actions taken by them in those and other capacities to the maximum extent permitted by Maryland law. Our bylaws obligate us to indemnify each present and former director or officer, to the maximum extent permitted by Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we may be obligated to advance the defense costs incurred by our directors and officers. We have entered into indemnification agreements with our directors and officers granting them express indemnification rights. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist absent the current provisions in our charter, bylaws and indemnification agreements or that might exist with other companies.

Our charter contains provisions that make removal of our directors difficult, which could make it difficult for our stockholders to effect changes to our management and may prevent a change in control of our company that is in the best interests of our stockholders. Our charter provides that a director may only be removed for cause upon the affirmative vote of holders of two-thirds of all the votes

entitled to be cast generally in the election of directors. Vacancies may be filled only by a majority of the remaining directors in office, even if less than a quorum. These requirements make it more difficult to change our management by removing and replacing directors and may prevent a change in control of our company that is in the best interests of our stockholders.

***Certain provisions in the partnership agreement of our Operating Partnership may delay or prevent unsolicited acquisitions of us.***

Provisions in the partnership agreement of our Operating Partnership may delay, or make more difficult, unsolicited acquisitions of us or changes of our control. These provisions could discourage third parties from making proposals involving an unsolicited acquisition of us or change of our control, although some stockholders might consider such proposals, if made, desirable. These provisions include, among others:

- Redemption rights;
- A requirement that we may not be removed as the general partner of our Operating Partnership without our consent;
- Transfer restrictions on OP Units;
- Our ability, as the sole member of the general partner of our Operating Partnership, in some cases, to amend the partnership agreement and to cause the Operating Partnership to issue units with terms that could delay, defer or prevent a merger or other change of control of us or our Operating Partnership without the consent of the limited partners; and
- The right of the limited partners to consent to direct or indirect transfers of the general partnership interest, including as a result of a merger or a sale of all or substantially all of our assets, in the event that such transfer requires approval by our common stockholders.

Our charter and bylaws, Maryland law and the partnership agreement of our Operating Partnership also contain other provisions that may delay, defer or prevent a transaction or a change of control that might involve a premium price for our shares of common stock or that our stockholders otherwise believe to be in their best interest.

***We may be unable to obtain or retain key personnel or continue to remain appropriately staffed.***

Our success depends to a significant degree upon our executive officers and other key personnel. We rely on the services of Mark Decker, our Chief Executive Officer and President of the Company; Robert Kiernan, our Chief Financial Officer; Alfonzo Leon, our Chief Investment Officer; Danica Holley, our Chief Operating Officer; and Jamie Barber, our Secretary and General Counsel, to manage our operations. Additionally, we rely on several other key personnel to manage our day-to-day operations, including accounting and finance staff, acquisition and due diligence personnel, asset managers and facilities personnel. We cannot guarantee that all, or any one of these key personnel, will remain affiliated with us, especially given the current tightness of the U.S. labor market, nor do we maintain key person life insurance on any person. Our failure to retain key employees and retain highly skilled managerial and operational personnel, could have a material adverse effect on our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

**Risks Related to Our Qualification and Operation as a REIT**

***Failure to remain qualified as a REIT would cause us to be taxed as a regular corporation, which would substantially reduce funds available for distributions to our stockholders.***

If we fail to qualify as a REIT in any taxable year, we will face serious tax consequences that will substantially reduce the funds available for distributions to our stockholders because:

- we would not be allowed a deduction for dividends paid to stockholders in computing our taxable income and would be subject to U.S. federal income tax at regular corporate rates;
- we could be subject to increased state and local taxes; and

- unless we are entitled to relief under certain U.S. federal income tax laws, we could not re-elect REIT status until the fifth calendar year after the year in which we failed to qualify as a REIT.

In addition, if we fail to qualify as a REIT for any taxable year, we will no longer be required to make distributions. As a result of all these factors, our failure to maintain our qualification as a REIT could impair our ability to expand our business and raise capital, and it could materially, adversely affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Even if we continue to qualify as a REIT, we may face other tax liabilities that could reduce our cash flows and negatively impact our results of operations and financial condition.***

Even if we continue to qualify for taxation as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, taxes on income from some activities conducted because of a foreclosure, and state or local income, property, and transfer taxes. In addition, our taxable REIT subsidiary (“TRS”) will be subject to regular corporate U.S. federal, state, and local taxes. In addition, if our TRS borrows funds either from us or a third party, it may be unable to deduct all or a portion of the interest paid, resulting in a higher corporate-level tax liability. Specifically, the Code imposes a disallowance of deductions for business interest expense (even if paid to third parties) in excess of the sum of a taxpayer’s business interest income and 30% of the adjusted taxable income of the business, which is its taxable income computed without regard to business interest income or expense, net operating losses or the pass-through income deduction. The TRS rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm’s-length basis. Any of these taxes would decrease cash available for distributions to our stockholders, which, in turn, could materially adversely affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Failure to make required distributions would subject us to U.S. federal corporate income tax.***

To maintain our qualification as a REIT, we generally are required to distribute at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gain, each year to our stockholders. To the extent that we satisfy this distribution requirement but distribute less than 100% of our REIT taxable income, we will be subject to U.S. federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under the Code. Any of these taxes would decrease cash available for distributions to our stockholders which, in turn, could materially adversely affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Recharacterization of sale-leaseback transactions may cause us to lose our REIT status.***

We have engaged, and expect to engage in the future, in transactions in which we purchase healthcare facilities and lease them back to the sellers of such healthcare facilities. Although we have structured, and intend to continue to structure, any such sale-leaseback transaction so that the lease will be characterized as a “true lease” for U.S. federal income tax purposes, thereby allowing us to be treated as the owner of the healthcare facility for U.S. federal income tax purposes, we cannot assure you that the Internal Revenue Service (the “IRS”) will not challenge such characterization. If any sale-leaseback transaction is challenged as a partnership for U.S. federal income tax purposes, all of the payments that we receive from the tenant may not be treated as qualifying income for the 75% or 95% gross income tests required for REIT qualification and we may fail to maintain our qualification as a REIT as a result. If any sale-leaseback transaction is challenged as a financing transaction or loan for U.S. federal income tax purposes, we would not be treated as the owner of the applicable healthcare facility and our deductions for depreciation and cost recovery relating to such healthcare facility would be disallowed. As a result, the amount of our REIT taxable income could be recalculated, which might cause us to fail to meet the distribution requirement required for REIT qualification. Although we may be able to cure such failure by making a distribution in a subsequent taxable year and paying an interest charge, no assurance can be provided that we will be able to make the required distribution or pay the required interest charge. If we lose our REIT status, our business, financial condition, results of operations, ability to make distributions to our stockholders and the trading price of our common and preferred stock could be materially adversely affected.

***Our qualification as a REIT could be jeopardized as a result of our interests in joint ventures.***

We have a minority interest in a joint venture, and we may enter into similar joint ventures in the future. If a joint venture takes or expects to take actions that could jeopardize our qualification as a REIT or require us to pay tax, we may be forced to dispose of our interest in such joint venture. In addition, it is possible that a joint venture could take an action which could cause us to fail a gross income or asset test, or subject us to the prohibited transactions tax, and that we would not become aware of such action in time to dispose of our interest in the joint venture or take other corrective action on a timely basis. In that case, we could fail to qualify as a REIT unless we were able to qualify for a statutory REIT “savings” provision, which could require us to pay a significant penalty tax to maintain our REIT qualification.

***Complying with REIT requirements may cause us to forego otherwise attractive opportunities or liquidate otherwise attractive investments.***

To maintain our qualification 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 shares of stock. To meet these tests, we may be required to forego investments we might otherwise make. Thus, compliance with the REIT requirements may hinder our performance.

We must ensure that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified real estate assets. The remainder of our investment in securities (other than government securities, securities of TRSs and qualified real estate assets) generally cannot include 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. In addition, in general, no more than 5% of the value of our assets (other than government securities, securities of TRSs and qualified real estate assets) can consist of the securities of any one issuer, no more than 25% of the value of our total assets can be represented by the securities of one or more TRSs, and no more than 25% of our assets can be represented by debt of “publicly offered REITs” (i.e., REITs that are required to file annual and periodic reports with the SEC under the Exchange Act) that is not secured by real property or interests in real property. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate otherwise attractive investments. These actions could materially adversely affect our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Certain taxes may limit our ability to dispose of our healthcare facilities.***

A REIT’s net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. We may be subject to the prohibited transaction tax equal to 100% of net gain upon a disposition of real property. Although a safe harbor to the characterization of the sale of real property by a REIT as a prohibited transaction is available, we cannot assure you that we can comply with the safe harbor or that we will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of business. Consequently, we may choose not to engage in certain sales of our healthcare facilities or may conduct such sales through a TRS, which would be subject to U.S. federal and state income taxation.

***We may pay taxable dividends in our common stock and cash, in which case stockholders may sell shares of our common stock to pay tax on such dividends, placing downward pressure on the market price of our common stock.***

We may satisfy the 90% distribution test with taxable distributions of our common stock. The IRS has issued Revenue Procedure 2017-45 authorizing elective cash/stock dividends to be made by publicly offered REITs. Pursuant to Revenue Procedure 2017-45, the IRS will treat the distribution of stock pursuant to an elective cash/stock dividend as a distribution of property under Section 301 of the Code (i.e., a dividend), as long as at least 20% of the total dividend is available in cash and certain other parameters detailed in the Revenue Procedure are satisfied.

Although we have no current intention of paying dividends in our common stock, if we make a taxable dividend payable in cash and common stock, taxable stockholders receiving such dividends will be required to include the full amount of the dividend as income to the extent of our current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. As a

result, stockholders may be required to pay income tax with respect to such dividends in excess of the cash dividends received. If a U.S. stockholder sells the common stock that it receives as a dividend to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our common stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, we may be required to withhold U.S. federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in common stock. If we make a taxable dividend payable in cash and our common stock and a significant number of our stockholders determine to sell shares of our common stock in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our common stock.

***The ability of the Board to revoke our REIT qualification without stockholder approval may cause adverse consequences to our stockholders.***

Our charter provides that the Board 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 qualify as a REIT, we would become subject to U.S. federal income tax on our taxable income and would no longer be required to distribute most of our taxable income to our stockholders, which could materially adversely affect our ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Our ownership of our TRS is subject to limitations and our transactions with our TRS will cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms.***

Overall, no more than 25% of the value of a REIT's assets may consist of stock or securities of one or more TRSs. Several provisions of the Code regarding the arrangements between a REIT and its TRSs ensure that a TRS will be subject to an appropriate level of U.S. federal income taxation. For example, the Code imposes a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis. In addition, any income earned by a TRS that is attributable to services provided to its parent REIT, or on the REIT's behalf to any of its tenants, that is less than the amounts that would have been charged based upon arm's-length negotiations, will also be subject to a 100% excise tax. We will monitor the value of our investment in our TRS and any other TRS we may form for the purpose of ensuring compliance with TRS ownership limitations and will structure our transactions with any such TRS on terms that we believe are arm's length to avoid incurring the 100% excise taxes described above. There can be no assurance, however, that we will be able to comply with the 25% limitation or to avoid application of the 100% excise taxes. If we are subject to either 100% excise tax, our business, financial condition, results of operations, our ability to make distributions to our stockholders and the trading price of our common and preferred stock could be materially adversely affected.

***The formation of a TRS lessee would increase our overall tax liability.***

We may, in the future, form one or more TRS lessees to lease "qualified health care properties" from us. Any TRS lessee we may form will be subject to U.S. federal and state income tax on its taxable income, which will consist of the revenues from the qualified healthcare facilities leased by the TRS lessee, net of the operating expenses for such healthcare facilities and rent payments to us. In addition, if a TRS borrows funds either from us or a third party, it may be unable to deduct all or a portion of the interest paid, resulting in a higher corporate-level tax liability. Specifically, the Code imposes a disallowance of deductions for business interest expense (even if paid to third parties) in excess of the sum of a taxpayer's business interest income and 30% of the adjusted taxable income of the business, which is its taxable income computed without regard to business interest income or expense, net operating losses or the pass-through income deduction. Accordingly, although our ownership of a TRS lessee would allow us to participate in the operating income from our healthcare facilities leased to the TRS lessee on an after-tax basis in addition to receiving rent, that operating income would be fully subject to U.S. federal and state income tax, which could materially adversely affect our business, financial conditions, results of operations, ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***If leases of our healthcare facilities are not respected as true leases for U.S. federal income tax purposes, we would fail to qualify as a REIT and would be subject to higher taxes and have less cash available for distribution to our stockholders.***

To maintain our qualification as a REIT, we must satisfy two gross income tests, under which specified percentages of our gross income must be derived from certain sources, such as "rents from real property." Rents paid to our Operating Partnership by third-party lessees and any TRS lessee that we may form in the future pursuant to the leases of our healthcare facilities will constitute substantially all of our gross income. For such rent to qualify as "rents from real property" for purposes of the gross income tests, the leases must be respected as true leases for U.S. federal income tax purposes and not be treated as service contracts, joint ventures or

some other type of arrangement. If our leases are not respected as true leases for U.S. federal income tax purposes, we would fail to qualify as a REIT, which, in turn, could materially adversely affect our business, financial conditions, results of operations, ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***If a TRS lessee failed to qualify as a TRS or the facility operators engaged by a TRS lessee did not qualify as “eligible independent contractors,” we could fail to qualify as a REIT and would be subject to higher taxes and have less cash available for distribution to our stockholders.***

Rent paid by a lessee that is a “related party tenant” of ours will not be qualifying income for purposes of the two gross income tests applicable to REITs. We may, in the future, lease certain of our healthcare facilities that qualify as “qualified health care properties” to a TRS lessee. So long as that TRS lessee qualifies as a TRS, it will not be treated as a “related party tenant” with respect to our healthcare facilities that are managed by an independent facility operator that qualifies as an “eligible independent contractor.” We would seek to structure any future arrangements with a TRS lessee such that the TRS lessee would qualify to be treated as a TRS for U.S. federal income tax purposes, but there can be no assurance that the IRS would not challenge the status of a TRS for U.S. federal income tax purposes or that a court would not sustain such a challenge. If the IRS were successful in disqualifying a TRS lessee from treatment as a TRS, it is possible that we would fail to meet the asset tests applicable to REITs and a significant portion of our income would fail to qualify for the gross income tests. If we failed to meet either the asset or gross income tests, we would likely lose our REIT qualification for U.S. federal income tax purposes, which, in turn, could materially adversely affect our business, financial condition, results of operations, ability to make distributions to our stockholders and the trading price of our common and preferred stock.

Additionally, if the facility operators engaged by a TRS lessee do not qualify as “eligible independent contractors,” we could fail to qualify as a REIT. Each of the facility operators that would enter into a management contract with any TRS lessee must qualify as an “eligible independent contractor” under the REIT rules in order for the rent paid to us by such a TRS lessee to be qualifying income for purposes of the REIT gross income tests. Among other requirements, to qualify as an “eligible independent contractor,” a facility operator must not own, directly or indirectly, more than 35% of our outstanding shares and no person or group of persons can own more than 35% of our outstanding shares and the ownership interests of the facility operator, taking into account certain ownership attribution rules. The ownership attribution rules that apply for purposes of these 35% thresholds are complex. Although we would monitor ownership of our shares of common stock by any facility operators and their owners, there can be no assurance that these ownership levels will not be exceeded.

***You may be restricted from acquiring or transferring certain amounts of our common stock.***

The stock ownership restrictions for REITs in the Code and the 9.8% share ownership limit in our charter may inhibit market activity in our capital stock and restrict our business combination opportunities.

In order to maintain our qualification as a REIT for each taxable year, five or fewer individuals, as defined in the Code, may not own, beneficially or constructively, more than 50% in value of our issued and outstanding shares of capital stock at any time during the last half of a taxable year. Attribution rules in the Code determine if any individual or entity beneficially or constructively owns our shares of capital stock under this requirement. Additionally, at least 100 persons must beneficially own our shares of capital stock during at least 335 days of a taxable year for each taxable year. To help ensure that we meet these tests, our charter restricts the acquisition and ownership of shares of our capital stock.

Our charter, with certain exceptions, authorizes our directors to take such actions as are necessary and desirable to preserve our qualification as a REIT. Unless exempted by the Board, our charter prohibits any person from beneficially or constructively owning more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our shares of capital stock. The Board may not grant an exemption from this restriction to any proposed transferee whose ownership in excess of 9.8% of the value of our outstanding shares would result in our failing to qualify as a REIT.

***Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.***

The maximum U.S. federal income tax rate applicable to “qualified dividend income” payable to U.S. stockholders that are taxed at individual rates is 20% (plus the 3.8% surtax on net investment income, if applicable). Dividends payable by REITs, however, generally are not eligible for the reduced rates on qualified dividend income. Rather, ordinary REIT dividends constitute “qualified business income” and thus a 20% deduction is available to individual taxpayers with respect to such dividends, resulting in a 29.6% maximum U.S. federal income tax rate (plus the 3.8% surtax on net investment income, if applicable) for individual U.S. stockholders. To qualify for this deduction, the stockholder receiving such dividends must hold the dividend-paying REIT stock for at least 46 days

(taking into account certain special holding period rules) of the 91-day period beginning 45 days before the stock became ex-dividend and cannot be under an obligation to make related payments with respect to a position in substantially similar or related property. The more favorable rates applicable to regular corporate qualified dividends could cause investors who are taxed at individual 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 and preferred stock.

***We may be subject to adverse legislative or regulatory tax changes.***

At any time, the U.S. federal income tax laws or regulations governing REITs, or the administrative interpretations of those laws or regulations, may be amended. We cannot predict when or if any new U.S. federal income tax law, regulation or administrative interpretation, or any amendment to any existing U.S. federal income tax law, regulation, or administrative interpretation, will be adopted, promulgated, or become effective and any such law, regulation, or interpretation may take effect retroactively. We and our stockholders could be adversely affected by any such change in the U.S. federal income tax laws, regulations, or administrative interpretations which, in turn, could materially adversely affect our business, financial conditions, results of operation, ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***If our Operating Partnership failed to qualify as a partnership for U.S. federal income tax purposes, we would cease to qualify as a REIT and suffer other adverse consequences.***

We believe that our Operating Partnership will be treated as a partnership for U.S. federal income tax purposes. As a partnership, our Operating Partnership will not be subject to U.S. federal income tax on its income. Instead, each of its partners, including us, will be allocated, and may be required to pay tax with respect to, its share of our Operating Partnership's income. We cannot assure you, however, that the IRS will not challenge the status of our Operating Partnership or any other subsidiary partnership in which we own an interest as a partnership for U.S. federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating our Operating Partnership or any such other subsidiary partnership as an entity taxable 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, accordingly, we would likely cease to qualify as a REIT. Also, the failure of our Operating Partnership or any subsidiary partnership to qualify as a partnership for U.S. federal income tax purposes could cause it to become subject to U.S. federal and state corporate income tax, which, in turn, could materially adversely affect our business, financial condition, results of operations, ability to make distributions to our stockholders and the trading price of our common and preferred stock.

***Tax protection agreements may limit our ability to sell or otherwise dispose of certain properties and may require our Operating Partnership to maintain certain debt levels that otherwise would not be required to operate our business.***

In connection with contributions of properties to our Operating Partnership, our Operating Partnership has entered and may in the future enter into tax protection agreements under which it agrees to minimize the tax consequences to the contributing partners resulting from the sale or other disposition of the contributed properties. Tax protection agreements may make it economically prohibitive to sell any properties that are subject to such agreements even though it may otherwise be in our stockholders' best interests to do so. In addition, we may be required to maintain a minimum level of indebtedness throughout the term of any tax protection agreement regardless of whether such debt levels are otherwise required to operate our business. Nevertheless, we have entered and may in the future enter into tax protection agreements to assist contributors of properties to our Operating Partnership in deferring the recognition of taxable gain because of and after any such contribution.

**General Risk Factors**

***Artificial intelligence and other machine learning techniques could increase competitive, operational, legal and regulatory risks to our business in ways that we cannot predict.***

The use of AI by us and others, and the overall adoption of AI throughout society, may exacerbate or create new and unpredictable competitive, operational, legal and regulatory risks to our business. There is substantial uncertainty about the extent to which AI will result in dramatic changes throughout the world, and we may not be able to anticipate, prevent, mitigate or remediate all of the potential risks, challenges or impacts of such changes. These changes could potentially disrupt, among other things, our business model, investment strategies and operational processes. Some of our competitors may be more successful than us in the development and implementation of new technologies, including services and platforms based on AI, to improve their operations. If we are unable to

adequately advance our capabilities in these areas or do so at a slower pace than others in our industry, we may be at a competitive disadvantage.

If the data we, or third parties whose services we rely on, use in connection with the possible development or deployment of AI is incomplete, inadequate or biased in some way, the performance of our business could suffer. In addition, recent technological advances in AI both present opportunities and pose risks to us. Data in technology that uses AI may contain a degree of inaccuracy and error, which could result in flawed algorithms in various models used in our business. The volume and reliance on data and algorithms also make AI more susceptible to cybersecurity threats, including data poisoning and the compromise of underlying models, training data or other intellectual property. Our personnel or the personnel of our service providers could, without being known to us, improperly utilize AI and machine learning-technology while carrying out their responsibilities. This could reduce the effectiveness of AI technologies and adversely impact us and our operations to the extent that we rely on the AI's work product.

There is also a risk that AI may be misused or misappropriated by third parties we engage. For example, a user may input confidential information, including material non-public information or personally identifiable information, into AI applications, resulting in the information becoming a part of a dataset that is accessible by third-party technology applications and users, including our competitors. Further, we may not be able to control how third-party AI that we choose to use is developed or maintained, or how data we input is used or disclosed. The misuse or misappropriation of our data could have an adverse impact on our reputation and could subject us to legal and regulatory investigations or actions or create competitive risk.

In addition, the use of AI by us or others may require compliance with legal or regulatory frameworks that are not fully developed or tested, and we may face litigation and regulatory actions related to our use of AI. There has been increased scrutiny, including from global regulators, regarding the use of "big data," diligence of data sets and oversight of data vendors. Our ability to use data to gain insights into and manage our business may be limited in the future by regulatory scrutiny and legal developments.

The integration of AI tools in the healthcare industry may present significant opportunities and risks, including for our tenants. The adoption of AI tools also introduces a complex risk landscape for our tenants, similar to those risks described above. In addition, the adoption of AI tools by our tenants may also lead to a reconfiguration in space requirements by our tenants or decreased in demand for space over time. If we are not able to offset any material reduction in demand through leasing or re-leasing efforts, repurposing space, property dispositions, or other means, there could be a material adverse effect on our business, results of operations, and financial condition.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 1C. CYBERSECURITY**

Information about cybersecurity risks and our risk management processes is collected, analyzed and considered as part of our overall enterprise risk management. The Company recognizes the critical importance of maintaining the trust and confidence of our tenants and business partners. The Board plays an active role in overseeing management of our risks, and cybersecurity represents an important component of the Company's overall approach to risk management and oversight. We believe we have built a strong and collaborative risk management culture focused on awareness which supports appropriate understanding and management of our key risks. Each employee is accountable for identifying, monitoring and managing risk within their area of responsibility.

The Company maintains cybersecurity prevention and response plans and procedures (the "Cybersecurity Policies") that set forth the Company's plan to prevent, manage, report and resolve cybersecurity events. The Cybersecurity Policies set forth the Company's policies and procedures for cybersecurity event prevention, including the Company's (i) network and computer systems acceptable use policy, (ii) data backup procedures, (iii) business continuity plan, (iv) data retention policy, (v) disaster recovery plan, (vi) email use and security policy, (vii) network change management procedures, and (viii) password and authentication requirements policy. The Cybersecurity Policies also (i) provide indicators that Company employees should be aware of to recognize a cybersecurity event, (ii) outline the roles and responsibilities for Company employees and other third parties with respect to the Company's cybersecurity incident response team ("CSIR Team"), (iii) set forth the steps to take in response to a cybersecurity incident, including reporting the incident, investigating the incident, preserving non-affected systems and data, informing, as appropriate, Senior

Management (as defined below), insurance carriers, law enforcement and other parties that may be affected by the incident and (iv) include the processes for maintaining business continuity.

The Company's President and Chief Executive Officer, Chief Financial Officer and Treasurer, Chief Operating Officer and General Counsel and Secretary ("Senior Management") are responsible for assessing and managing cybersecurity risks with the support of the entire CSIR Team, led by the Director of Operations/Risk Management. The Director of Operations/Risk Management is the primary lead for monitoring the prevention, detection, mitigation and remediation of cybersecurity threats and incidents and ensuring that the Cybersecurity Policies are followed. Senior Management works collaboratively with the Director of Operations/Risk Management and the entire CSIR Team to implement a program designed to protect the Company's information systems from cybersecurity threats and to promptly respond to any cybersecurity incidents in accordance with the Cybersecurity Policies. The CSIR Team also includes a third-party, on-demand IT support team, a Primary IT Support Contact, who is the technical response lead, a Primary Communications Contact responsible for handling external communications during and after an incident, as well as other delineated primary contacts in areas including, but not limited to, HR, Legal, Accounting, Asset Management and Acquisitions.

Pursuant to the Cybersecurity Policies, information security incidents must be reported, without delay, to the IT support team or the Director of Operations/Risk Management, who will then advise Senior Management of the incident. Senior Management will then report such threats and incidents to the Audit Committee, when appropriate.

The members of Senior Management each hold degrees in their respective fields and combined have approximately 30 years or more of experience managing risks at the Company and at similar companies, including risks arising from cybersecurity threats.

## **Risk Management and Strategy**

The Company's cybersecurity program is focused on the following key areas:

- *Governance:* As discussed in more detail under "Item 1C. Cybersecurity—Governance," the Board's oversight of cybersecurity risk management is supported by the Audit Committee of the Board (the "Audit Committee"), which regularly interacts with the Company's management team.
- *Collaborative Approach:* The Company has implemented a comprehensive, cross-functional approach to identifying, preventing and mitigating cybersecurity threats and incidents, while also implementing controls and procedures that provide for the prompt escalation of certain cybersecurity incidents so that decisions regarding the public disclosure and reporting of such incidents can be made by management in a timely manner.
- *Technical Safeguards:* The Company deploys technical safeguards that are designed to protect information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which are evaluated and improved through vulnerability assessments and cybersecurity threat intelligence.
- *Incident Response and Recovery Planning:* The Company has established and maintains comprehensive incident response and recovery plans that address the response to a cybersecurity incident, and such plans are tested and evaluated on a regular basis.
- *Third-Party Risk Management:* The Company maintains a comprehensive, risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of the Company's systems, as well as the systems of third parties that could adversely impact the Company's business in the event of a cybersecurity incident affecting those third-party systems.
- *Education and Awareness:* The Company provides regular, mandatory training for personnel regarding cybersecurity threats as a means to equip personnel with effective tools to address cybersecurity threats, and to communicate evolving information security policies, standards, processes and practices.

The Company engages in the periodic assessment and testing of its policies, standards, processes and practices that are designed to address cybersecurity threats and incidents. These efforts include a wide range of activities, including audits, assessments, tabletop exercises, threat modeling, vulnerability testing and other exercises focused on evaluating the effectiveness of the Company's cybersecurity measures and planning. The Company regularly engages third parties to perform assessments on its cybersecurity

measures, including information security materiality assessments and independent reviews of the Company's information security control environment and operating effectiveness. The results of such assessments and reviews are reported to the Audit Committee and the Board, and the Company adjusts its cybersecurity policies, standards, processes and practices as necessary based on the information provided by these assessments and reviews.

## **Governance**

The Board, in coordination with the Audit Committee, oversees the Company's cybersecurity risk management process. The Audit Committee has adopted a charter that provides that the Audit Committee has duties and responsibilities with respect to the oversight of the Company's cybersecurity risk protocol (which includes oversight of risk assessment, risk management plan and process to control/monitor, business continuity plan, incident response, and disaster recovery).

There can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our systems and information.

To date, cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected and are not reasonably likely to affect the Company, including its business strategy, results of operations or financial condition. We face certain ongoing cybersecurity risks that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See "Risk Factors - We, our tenants, and our property managers face risks associated with security breaches through cyber-attacks, cyber-intrusions, or otherwise, as well as other significant disruptions of information technology networks and related systems."

## **ITEM 2. PROPERTIES**

The information set forth under the caption "Our Properties" in Item 1 of this Annual Report on Form 10-K is incorporated by reference herein.

## **ITEM 3. LEGAL PROCEEDINGS**

From time to time, we are party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of our business. We are not currently a party, as plaintiff or defendant, to any legal proceedings which, individually or in the aggregate, we expect to have a material effect on our business, financial condition, or results of operations if determined adversely to us.

## **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**

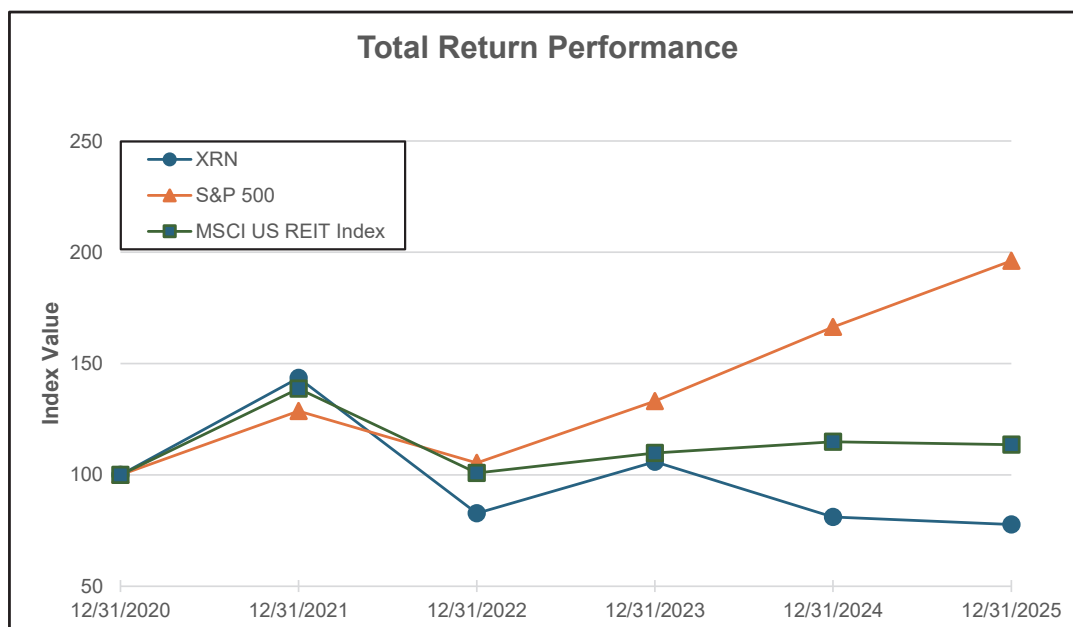
Our common stock is quoted on the New York Stock Exchange under the ticker symbol "XRN."

During the fiscal year ended December 31, 2024, the Company declared and paid four quarterly cash dividends on its common stock of \$1.05 per share, for total dividends of \$4.20 per share for the year (on a split-adjusted basis). During the fiscal year ended December 31, 2025, the Company declared and paid quarterly cash dividends of \$1.05 per share for the quarter ended March 31, 2025 and \$0.75 per share for each of the quarters ended June 30, 2025, September 30, 2025, and December 31, 2025, for total dividends of \$3.30 per share for the year (on a split-adjusted basis). The declaration and payment of quarterly dividends remains subject to the review and approval of the Board, see "Risk Factors — *Subject to certain requirements under Maryland law and REIT requirements, the Board has sole discretion to determine if we will pay distributions and the amount and frequency of such distributions, and past distribution amounts may not be indicative of future distribution amounts.*"

## Performance Graph

This performance graph shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under Section 18, and shall not be deemed to be incorporated by reference into any filing of Chiron Real Estate Inc. under the Securities Act or the Exchange Act.

The graph below compares the cumulative total return of our common stock, the S&P 500 Index, and the MSCI U.S. REIT Index from December 31, 2020 through December 31, 2025. The comparison assumes \$100 was invested on December 31, 2020 in our common stock and in each of the foregoing indices and assumes reinvestment of dividends, as applicable. The MSCI U.S. REIT Index consists of equity REITs that are included in the MSCI US Investable Market 2500 Index, except for specialty equity REITs that do not generate a majority of their revenue and income from real estate rental and leasing operations. We have included the MSCI U.S. REIT Index because we believe that it is representative of the industry in which we compete and is relevant to an assessment of our performance.



| Index                   | Period Ending |           |           |           |           |           |
|-------------------------|---------------|-----------|-----------|-----------|-----------|-----------|
|                         | 12/31/20      | 12/31/21  | 12/31/22  | 12/31/23  | 12/31/24  | 12/31/25  |
| Chiron Real Estate Inc. | \$ 100.00     | \$ 143.51 | \$ 82.71  | \$ 105.93 | \$ 81.04  | \$ 77.73  |
| S&P 500 Index           | \$ 100.00     | \$ 128.71 | \$ 105.40 | \$ 133.10 | \$ 166.40 | \$ 196.16 |
| MSCI U.S. REIT Index    | \$ 100.00     | \$ 138.77 | \$ 100.84 | \$ 109.87 | \$ 114.92 | \$ 113.59 |

As of February 20, 2026, there were 31 record holders, and 13,234,830 shares of common stock issued and outstanding. A substantially greater number of holders of our common stock are “street name” or beneficial holders, whose shares of record are held by banks, brokers, and other financial institutions. As of December 31, 2025 and 2024, there were 13,234,830 and 13,374,245 outstanding shares of common stock, respectively. Outstanding share amounts as of December 31, 2024 are shown on a split-adjusted basis.

## Unregistered Sales of Equity Securities

None.

## Issuer Purchases of Equity Securities

The following table sets forth information with respect to repurchases made during the three months ended December 31, 2025.

| Period Covered      | Total Number or Shares Purchased | Average Price per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup> | Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs <sup>(1)</sup> |
|---------------------|----------------------------------|-------------------------|---|---|
| October 1-31, 2025  | -                                | \$ —                    | -   | \$ 50,000,000   |
| November 1-30, 2025 | 600                              | \$ 29.97                | 600   | \$ 49,982,019   |
| December 1-31, 2025 | 175,034                          | \$ 34.29                | 175,034   | \$ 44,000,004   |
|                     | <u>175,634</u>                   |                         | <u>175,634</u>  |   |

<sup>(1)</sup> On August 12, 2025, our Board of Directors approved the 2025 Share Repurchase Program under which we may acquire shares of our common stock in the open market, including through block purchases, through privately negotiated transactions or pursuant to any Rule 10b5-1 trading plan, in accordance with applicable securities laws, up to an aggregate purchase price of \$50 million. Purchases of common stock under the 2025 Share Repurchase Program may be exercised at our discretion with the timing and number of shares repurchased depending on a variety of factors, including prevailing stock prices, general economic and market conditions and other considerations. The 2025 Share Repurchase Program does not have an expiration date but may be suspended or discontinued at any time. As of December 31, 2025, 175,634 shares have been repurchased under the 2025 Share Repurchase Program. Therefore, at December 31, 2025, \$44 million of the Company's common stock remained available for repurchase under the 2025 Share Repurchase Program.

## ITEM 6. [Reserved]

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

*The following discussion should be read in conjunction with our financial statements, including the notes to those financial statements, included elsewhere in this Report. Some of the statements we make in this section are forward-looking statements within the meaning of the federal securities laws. For a complete discussion of forward-looking statements, see the section in this Report entitled "Special Note Regarding Forward-Looking Statements." Certain risk factors may cause actual results, performance, or achievements to differ materially from those expressed or implied by the following discussion. For a discussion of such risk factors, see the section in this Report entitled "Risk Factors." Unless otherwise indicated, all dollar and share amounts in the following discussion are presented in thousands.*

*Note: On September 19, 2025, the Company completed a one-for-five reverse stock split of its outstanding shares of common stock, with a corresponding adjustment to the outstanding partnership units of the Operating Partnership (the "Reverse Stock Split"). Unless otherwise noted, all common share and unit amounts shown below are shown on a split-adjusted basis.*

### Objective of MD&A

Management's Discussion and Analysis ("MD&A") is a narrative explanation of the financial statements and other statistical data that we believe will enhance a reader's understanding of our financial condition, changes in financial condition and results of operations.

The objectives of MD&A are:

- a. To provide a narrative explanation of our financial statements that enables investors to see the Company from management's perspective;
- b. To enhance the overall financial disclosure and provide the context within which financial information should be analyzed; and

- c. To provide information about the quality of, and potential variability of, our earnings and cash flow so that investors can ascertain the likelihood that past performance is indicative of future performance.

## **Overview**

Chiron Real Estate Inc. (the “Company,” “us,” “we,” or “our”) is a Maryland corporation and internally managed REIT that primarily acquires healthcare facilities leased to physician groups and regional and national healthcare systems. We hold our facilities and conduct our operations through a Delaware limited partnership subsidiary, Chiron Real Estate LP (the “Operating Partnership”). Our wholly owned subsidiary, Chiron Real Estate GP LLC, is the sole general partner of our Operating Partnership. As of December 31, 2025, we owned 92.0% of the outstanding common operating partnership units (“OP Units”), with the remaining 8.0% owned by holders of long-term incentive plan units (“LTIP Units”) and third-party limited partners who contributed properties or services in exchange for OP Units. On February 23, 2026, the Company changed its name from Global Medical REIT Inc. to Chiron Real Estate Inc.

Our revenues are derived from the rental and operating expense reimbursement payments we receive from our tenants, and most of our leases are medium to long-term triple net leases with contractual rent escalation provisions. Our primary expenses are depreciation, interest, and general and administrative expenses. We finance our acquisitions with a mixture of debt and equity primarily from our cash from operations, borrowings under our Third Amended and Restated Credit Facility (the “Credit Facility”), and stock issuances.

## **Our Properties**

As of December 31, 2025, we had gross investments of approximately \$1.5 billion in real estate, consisting of 189 buildings with an aggregate of approximately 5.1 million leasable square feet and approximately \$118.8 million of annualized base rent. This data does not include amounts for properties held in our unconsolidated joint venture.

### ***2025 Investment Activity***

During 2025, the Company completed the acquisition of a five-property portfolio of medical real estate. In aggregate the portfolio had a purchase price of \$69.6 million with 486,598 leasable square feet and annualized base rent of \$6.3 million.

During 2025, the Company completed seven dispositions that generated aggregate net proceeds of \$23.0 million, resulting in an aggregate net gain of \$1.5 million. In addition, we recognized impairment losses on the sold assets of \$13.0 million.

## **Preferred Stock Offering**

On November 20, 2025, the Company sold 2,050,000 shares of its Series B Cumulative Redeemable Preferred Stock, \$0.001 par value per share, with a liquidation preference of \$25 per share, inclusive of 50,000 shares issued in connection with the underwriters’ exercise of their over-allotment option. The Company may, at its option, redeem the Series B Preferred Stock for cash in whole or in part, from time to time, at any time on or after November 20, 2030, at a cash redemption price of \$25 per share, plus accrued and unpaid dividends. The Series B Preferred Stock generally has no voting rights, except for limited voting rights if the Company fails to pay dividends for six quarterly periods and on certain fundamental matters that may affect the preference or special rights of the Series B Preferred Stock. The issuance resulted in aggregate gross proceeds of \$51.3 million. After deducting underwriting discounts and advisory fees of \$1.6 million, and expenses paid by the Company that were directly attributable to the offering of \$0.5 million (which are both treated as a reduction of the “Preferred Stock” balance on the accompanying Consolidated Balance Sheets), the Company’s Series B Preferred Stock balance as of December 31, 2025 was \$49.1 million. The net proceeds received from the transaction were primarily used to repay borrowings on the revolver component of the Credit Facility.

## **Recent Developments**

### ***Inaugural Active Adult Investment***

On January 6, 2026, the Company entered into a joint venture with a developer to facilitate the development of a 132-unit, active adult residential community in a suburb of Minneapolis, Minnesota (the “Active Adult Joint Venture”). We invested \$7.1 million for a 49% equity interest in the Active Adult Joint Venture, with the developer retaining a 51% interest. The Active Adult Joint Venture

entered into a construction loan with a principal balance of \$31.0 million. The developer is serving as the managing member of the Active Adult Joint Venture.

### **Chapter 11 Reorganization Filing of White Rock Medical Center, LLC**

On January 20, 2026, White Rock Medical Center LLC, filed for Chapter 11 bankruptcy protection under the United States Bankruptcy Code. At the time of its bankruptcy filing, White Rock operated two hospitals in Texas, including the White Rock Medical Center in Dallas, Texas, an acute-care hospital owned by the Company where White Rock is the sole tenant and has been operating the hospital since October 2023. There are 12 years remaining on this lease. According to the filed bankruptcy documents, the primary reason for the bankruptcy is a dispute with the former operator of the facility related to amounts due to the former operator. Accordingly White Rock plans to (i) restructure indebtedness related to its purchase of the hospital operations at the White Rock Medical Center and a related transition services agreement and (ii) sell its hospital operations to a third party, with the goal of stabilizing its operations and maximizing value to its stakeholders. As a means of assisting White Rock in its stabilization efforts, the Company has funded annual property tax obligations due under the lease and accepted reduced monthly payments. As of February 20, 2026, the Company has a receivable balance, net of security deposits, of approximately \$1.4 million (exclusive of late fees and interest thereon). Although we expect White Rock to affirm our lease as part of its reorganization plan, as of February 20, 2026, no reorganization plan has been filed with the courts and there can be no assurance that White Rock will affirm its lease with us or that we will receive any amounts owed to us.

### **Trends Which May Influence Our Results of Operations**

We believe the following trends may positively impact our results of operations:

- *An aging population.* The general aging of the population, driven by the large baby boomer generation (born 1946-1964) and increases in life expectancy due to advances in medical technology and services, continues to be a key driver of growth in healthcare expenditures. According to the most recent U.S. Census Bureau estimates, the population age 65 and older grew by over a third during the past decade, and roughly 3.1% from 2023 to 2024. We believe this segment of the U.S. population will utilize many of the services provided at our healthcare facilities such as orthopedics, cardiac, gastroenterology and rehabilitation.
- *A continuing shift towards outpatient care.* According to the American Hospital Association, patients are demanding more outpatient operations. We believe this shift in patient preference from inpatient to outpatient facilities will benefit our tenants as most of our properties consist of outpatient facilities.
- *Physician practice group and hospital consolidation.* We believe the trend towards physician group consolidation will serve to strengthen the credit quality of our tenants if our tenants merge or are consolidated with larger health systems.

We believe the following trends may negatively impact our results of operations:

- *Longer-term interest rates remain at elevated levels.* During 2025, the U.S. Federal Reserve (the “Fed”) continued lowering the Federal Funds Rate with the most recent cut in December 2025 bringing the target range to 3.50% to 3.75%. The 10-Year U.S. Treasury yield and Secured Overnight Financing Rate (“SOFR”) have also trended lower during 2025, with the 10-year U.S. Treasury yield and one-month term SOFR at 4.18% and 3.69% as of December 31, 2025, respectively. Although interest rates have trended lower during 2025, interest rates are significantly higher than in 2021, when we entered into interest rate swaps with respect to the \$350 million Term Loan A component of our Credit Facility. These interest rate swaps fixed the SOFR component of our interest rate on our Term Loan A at 1.36%; however, these swaps are set to expire in April 2026 (the original maturity date of Term Loan A). In October 2025, we entered into \$350 million of new forward-starting interest rate swaps that will be effective in May 2026 to fully hedge the SOFR components of the new three Term Loan A tranches in the Credit Facility through their respective maturities at rates ranging from 3.24% to 3.32%. The current elevated interest rate environment has already resulted in material increases in our interest expense with respect to our floating-rate indebtedness and, beginning on the effective date of our new interest rate swaps, will materially increase our interest expense with respect to our fixed-rate indebtedness.

- *Increased Cost of Healthcare Delivery.* Healthcare delivery costs continue to increase and there are many reasons for this increase, including increases in labor costs, medical supplies and technology investments. Increases in the cost of healthcare delivery can put stress on our tenants' business, which, if not offset by revenue increases, could negatively affect our tenants' ability to pay rent to us.
- *Changes in third party reimbursement methods and policies.* The price of healthcare services has been increasing, and, as a result, we believe that third-party payors, such as Medicare and commercial insurance companies, will continue to scrutinize and reduce the types of healthcare services eligible for, and the amounts of, reimbursement under their health insurance plans or increase the portion of premiums for which covered individuals are responsible. In January 2026, CMS announced proposed rate increases for 2027 to Medicare Advantage health plans of less than a tenth of a percent, which was less than market expectations. If finalized, this modest rate increase could result in benefit cuts or higher premiums for Medicare Advantage participants. Additionally, beginning on January 1, 2026, premium tax credits that were intended to assist certain participants on the healthcare insurance exchanges in purchasing health insurance expired, which could result in significant premium increases for these participants. If these trends continue, our tenants' businesses will continue to be negatively affected, which may impact their ability to pay rent to us.

### **Critical Accounting Estimates**

The preparation of financial statements in conformity with GAAP requires our management to use judgment in the application of accounting policies, including making estimates and assumptions. We base estimates on the best information available to us at the time, our experience and on various other assumptions believed to be reasonable under the circumstances. These estimates 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 revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions or other matters had been different, it is possible that different accounting would have been applied, resulting in a different presentation of our financial statements. From time-to-time, we re-evaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current estimates and assumptions about matters that are inherently uncertain.

For a more detailed discussion of our significant accounting policies, see Note 2 – “Summary of Significant Accounting Policies” in the footnotes to the accompanying consolidated financial statements. Below is a discussion of accounting policies that we consider critical in that it may require complex judgment in its application or require estimates about matters that are inherently uncertain.

We consider our critical accounting estimates to be those used in the determination of the reported amounts and disclosure related to the following:

- Investment in Real Estate
- Impairment of Long-Lived Assets
- Revenue Recognition

### ***Investment in Real Estate***

All our facility acquisitions for the years ended December 31, 2025 and 2024 were accounted for as asset acquisitions because substantially all of the fair value of the gross assets that we acquired were concentrated in a single asset or group of similar identifiable assets. Accordingly, the purchase prices of acquired tangible and intangible assets and liabilities were recorded and allocated at fair value on a relative basis. The recorded allocations are based on estimated cash flow projections of the properties acquired, which incorporates discount, capitalization and interest rates as well as available comparable market information. We use considerable judgement in our estimates of cash flow projections, discount, capitalization and interest rates, fair market lease rates, carrying costs during hypothetical expected lease-up periods, and costs to execute similar leases.

While our methodology for purchase price allocations did not change during the year ended December 31, 2025, the real estate market is fluid, and our assumptions are based on information currently available in the market at the time of acquisition. Significant

increases or decreases in these key estimates, particularly with regards to cash flow projections and discount and capitalization rates, would result in a significantly lower or higher fair value allocated to acquired tangible and intangible assets and liabilities.

In the case of the fair value of buildings and fair value of land and certain other intangibles, our estimates of the values of these components will affect the amount of depreciation or amortization we record over the estimated useful life of the property acquired or the remaining lease term. In the case of the fair value of above-market or below-market lease intangibles, our estimates of the values of these components will affect the amount of rental revenue we record as these values are amortized as a reduction of or an addition to rental income over the estimated remaining term of the respective leases.

### ***Impairment of Long-Lived Assets***

We review our real estate assets on an asset group basis for impairment. We identify an asset group based on the lowest level of identifiable cash flows. In the impairment analysis we must determine whether there are indicators of impairment. For operating properties, these indicators could include a reduction in our estimated hold period, a significant decline in a property's leasing percentage, a current period operating loss or negative cash flows combined with a history of losses at the property, a significant decline in lease rates for that property or others in the property's market, a significant change in the market value of the property, or an adverse change in the financial condition of significant tenants.

If we determine that an asset has indicators of impairment, we must determine whether the undiscounted cash flows associated with the asset exceed the carrying amount of the asset. In calculating the undiscounted net cash flows of an asset, we use considerable judgement to estimate a number of inputs. We must estimate future rental rates, future capital expenditures, future operating expenses, and market capitalization rates for residual values, among other things. In addition, if there are alternative strategies for the future use of the asset, we assess the probability of each alternative strategy and perform a probability-weighted undiscounted cash flow analysis to assess the recoverability of the asset.

In determining the fair value of an asset, we exercise considerable judgment on a number of factors. We may determine fair value by using a discounted cash flow calculation or by utilizing comparable market information. We use judgement to determine an appropriate discount rate to apply to the cash flows in the discounted cash flow calculation. We also use judgment in analyzing comparable market information because no two real estate assets are identical in location and price.

The estimates and judgments used in the impairment process are highly subjective and susceptible to frequent change. Significant increases or decreases in any of these inputs, particularly with regards to cash flow projections and discount and capitalization rates, would result in a significantly lower or higher fair value measurement of the real estate assets being assessed. Additionally, changes in economic and operating conditions, including changes in the financial condition of our tenants, and changes to our intent and ability to hold the related asset, that occur subsequent to our impairment assessment could impact the assumptions used in that assessment and could result in future charges to earnings if assumptions regarding those investments differ from actual results.

### ***Revenue Recognition***

Our operations primarily consist of rental revenue earned from tenants under leasing arrangements which provide for minimum rent and escalations. Management exercises considerable judgment in the rental property revenue recognition process including the treatment of the contractual rental stream and the determination of its collectability.

Our leases have been accounted for as operating leases. For operating leases with contingent rental escalators, revenue is recorded based on the contractual cash rental payments due during the period. Revenue from leases with fixed annual rental escalators are recognized on a straight-line basis over the initial lease term, when we believe substantially all lease income, including the related straight-line receivable, is probable of collection.

We monitor the liquidity and creditworthiness of our tenants and operators and exercise considerable judgement in assessing the probability of collection. Our assessment of collectability incorporates available operational performance measures such as sales and the aging of billed amounts as well as other publicly available information with respect to our tenant's financial condition, liquidity and capital resources, including declines in such conditions. In the event that we determine receivables are not probable of collection, lease income will be recorded on a cash basis, with the corresponding tenant receivable and straight-line rent receivable charged as a direct write-off against rental revenue in the period of the change in our collectability determination. If management's assumptions regarding

the collectability of lease-related receivables prove incorrect, we could experience decreases in rental revenue, including decreases in excess of any amounts initially recognized.

## Consolidated Results of Operations

For a discussion related to our results of operations for the year ended December 31, 2024 compared to the year ended December 31, 2023, refer to Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2024, which was filed with the SEC on February 28, 2025.

### Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

|   | Year Ended December 31, |                 | \$ Change   |
|---|-------------------------|-----------------|-------------|
|   | 2025                    | 2024            |             |
|   | (in thousands)          |                 |             |
| <b>Revenue</b>                                |                         |                 |             |
| Rental revenue                                | \$ 147,682              | \$ 138,410      | \$ 9,272    |
| Other income                                  | 526                     | 370             | 156         |
| Total revenue                                 | <u>148,208</u>          | <u>138,780</u>  | 9,428       |
| <b>Expenses</b>                               |                         |                 |             |
| General and administrative                    | 19,998                  | 21,123          | (1,125)     |
| Operating expenses                            | 32,620                  | 29,251          | 3,369       |
| Depreciation expense                          | 44,025                  | 40,427          | 3,598       |
| Amortization expense                          | 15,017                  | 14,932          | 85          |
| Interest expense                              | 31,754                  | 28,689          | 3,065       |
| Transaction expense                           | —                       | 155             | (155)       |
| Total expenses                                | <u>143,414</u>          | <u>134,577</u>  | 8,837       |
| Income before other income (expense)          | 4,794                   | 4,203           | 591         |
| Gain on sale of investment properties         | 1,487                   | 4,205           | (2,718)     |
| Impairment of investment properties           | (13,014)                | (1,696)         | (11,318)    |
| Equity loss from unconsolidated joint venture | (150)                   | (20)            | (130)       |
| Net (loss) income                             | <u>\$ (6,883)</u>       | <u>\$ 6,692</u> | \$ (13,575) |

### Revenue

#### Total Revenue

Total revenue for the year ended December 31, 2025 was \$148.2 million, compared to \$138.8 million for the same period in 2024, an increase of \$9.4 million. The increase primarily resulted from the net impact of acquisitions and dispositions during 2024 and 2025. Within that increase, \$2.4 million represents an increase in net lease expense recoveries in 2025 compared to 2024.

### Expenses

#### General and Administrative

General and administrative expenses for the year ended December 31, 2025 were \$20.0 million, compared to \$21.1 million for the same period in 2024, a decrease of \$1.1 million. The decrease primarily resulted from \$3.2 million that was expensed in 2024 related to cash severance costs owed to Mr. Jeffery Busch, our former Chief Executive Officer, and a decrease in non-cash LTIP compensation expense, which was \$4.5 million for the year ended December 31, 2025, compared to \$5.1 million for the same period in 2024.

#### Operating Expenses

Operating expenses for the year ended December 31, 2025, were \$32.6 million, compared with \$29.3 million for the same period in 2024, an increase of \$3.3 million. The increase primarily resulted from the net impact of acquisitions and dispositions during

2024 and 2025. Included in these amounts were \$21.8 million of recoverable property operating expenses incurred during the year ended December 31, 2025, compared to \$19.4 million for the same period in 2024. In addition, our operating expenses included \$6.3 million of non-recoverable property operating expenses from gross leases for the year ended December 31, 2025, compared to \$5.7 million for the same period in 2024.

### ***Depreciation Expense***

Depreciation expense for the year ended December 31, 2025 was \$44.0 million, compared to \$40.4 million for the same period in 2024, an increase of \$3.6 million. The increase primarily resulted from the net impact of acquisitions and dispositions during 2024 and 2025. This was partially offset by a decrease in our existing portfolio due to fully depreciated tenant improvements.

### ***Amortization Expense***

Amortization expense for the year ended December 31, 2025 was \$15.0 million, compared to \$14.9 million for the same period in 2024, an increase of \$0.1 million. The increase primarily resulted from the net impact of acquisitions and dispositions during 2024 and 2025. This was partially offset by a decrease in our existing portfolio due to fully amortized lease intangibles.

### ***Interest Expense***

Interest expense for the year ended December 31, 2025 was \$31.8 million, compared to \$28.7 million for the same period in 2024, an increase of \$3.1 million. This increase was due to higher interest rates and net borrowings on the credit facility during the year ended December 31, 2025, compared to the same period in 2024.

The weighted average interest rate of our debt for the year ended December 31, 2025 was 3.98% compared to 3.94% in 2024. Additionally, the weighted average interest rate and term of our debt was 3.74% and 4.1 years, respectively, at December 31, 2025, compared to 3.75% and 2.0 years, respectively, at December 31, 2024.

### ***Income Before Other Income (Expense)***

Income before other income (expense) for the year ended December 31, 2025 was \$4.8 million, compared to \$4.2 million for the same period in 2024, an increase of \$0.6 million.

### ***Gain on Sale of Investment Properties***

During the year ended December 31, 2025, we completed seven dispositions resulting in an aggregate gain of \$1.5 million. During the year ended December 31, 2024, we completed seven dispositions resulting in an aggregate gain of \$4.2 million.

### ***Impairment of Investment Properties***

During the years ended December 31, 2025 and 2024, we had the following impairments in investment properties:

| <b>Date of Impairment</b> | <b>Property Impaired</b> | <b>Amount of Impairment</b> | <b>Reason for Impairment</b>           | <b>Date of Property Sale</b> |
|---------------------------|--------------------------|-----------------------------|--|------------------------------|
| December 2024             | Derby, Kansas            | \$1.7 million               | Contractual price below carrying value | February 2025                |
| August 2025               | Aurora, Illinois         | \$6.3 million               | Contractual price below carrying value | September 2025               |
| December 2025             | Melbourne, Florida       | \$6.7 million               | Contractual price below carrying value | December 2025                |

### ***Equity Loss from Unconsolidated Joint Venture***

Equity loss from the unconsolidated Joint Venture for the year ended December 31, 2025 was \$150 thousand compared to \$20 thousand for the same period in 2024, an increase of \$130 thousand.

### ***Net (Loss) Income***

Net loss for the year ended December 31, 2025 was \$6.9 million compared to net income of \$6.7 million for the same period in 2024, a decrease of \$13.6 million.

### **Assets and Liabilities**

As of December 31, 2025 and 2024, our principal assets consisted of investments in real estate, net, of \$1.2 billion. We completed five acquisitions and seven dispositions during the year ended December 31, 2025. Our liquid assets consisted primarily of cash and cash equivalents and restricted cash of \$11.9 million and \$8.9 million, as of December 31, 2025 and 2024, respectively.

The increase in our cash and cash equivalents and restricted cash balances of \$11.9 million as of December 31, 2025, compared to \$8.9 million as of December 31, 2024, was primarily due to net borrowings on our Credit Facility, net proceeds received from the sale of shares of our Series B preferred stock, net proceeds received from the sale of investment properties, and net cash provided by operating activities, partially offset by funds used to acquire investment properties, the payment of dividends to common and preferred stockholders as well as holders of OP Units and LTIP Units, funds used to repurchase common stock, funds used to repay notes payable, and funds used for capital expenditures on existing real estate investments and leasing commissions.

The increase in our total liabilities to \$712.4 million as of December 31, 2025 compared to \$700.6 million as of December 31, 2024, was primarily the result of higher net borrowings outstanding on our Credit Facility, partially offset by a lower notes payable balance.

### ***Cash Flow Information***

Net cash provided by operating activities for the year ended December 31, 2025 was \$73.6 million, compared to \$70.0 million for the same period in 2024. During the 2025 period, there was an increase in depreciation expense of \$3.6 million.

Net cash used in investing activities for the year ended December 31, 2025 was \$60.4 million, compared to \$45.9 million for the same period in 2024. During the 2025 period, we received less net proceeds from the sale of investment properties compared to 2024.

Net cash used in financing activities for the year ended December 31, 2025 was \$10.3 million, compared to \$21.9 million for the same period in 2024. During the 2025 period, we had lower net borrowings on our Credit Facility and lower payment of dividends to common stockholders as well as holders of OP Units and LTIP Units.

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

Management considers certain non-GAAP financial measures to be useful supplemental measures of the Company's operating performance. A non-GAAP financial measure is generally defined as one that purports to measure financial performance, financial position or cash flows, but excludes or includes amounts that would not be so adjusted in the most comparable measure determined in accordance with GAAP. The Company reports non-GAAP financial measures because these measures are observed by management to also be among the most predominant measures used by the REIT industry and by industry analysts to evaluate REITs. For these reasons, management deems it appropriate to disclose and discuss these non-GAAP financial measures. Set forth below are descriptions of the non-GAAP financial measures management considers relevant to the Company's business and useful to investors, as well as reconciliations of those measures to the most directly comparable GAAP financial measure.

The non-GAAP financial measures presented herein are not necessarily identical to those presented by other real estate companies due to the fact that not all real estate companies use the same definitions. These measures should not be considered as

alternatives to net income, as indicators of the Company's financial performance, or as alternatives to cash flow from operating activities as measures of the Company's liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of the Company's needs. Management believes that in order to facilitate a clear understanding of the Company's historical consolidated operating results, these measures should be examined in conjunction with net income and cash flows from operations as presented in the Consolidated Financial Statements and other financial data included elsewhere in this Annual Report on Form 10-K.

*Funds from Operations, Core Funds from Operations (formerly Adjusted Funds from Operations), and Funds Available for Distribution*

Funds from operations attributable to common stockholders and noncontrolling interest (“FFO”), and core FFO attributable to common stockholders and noncontrolling interest (“Core FFO”) and funds available for distribution attributable to common stockholders and noncontrolling interest (“FAD”) are non-GAAP financial measures within the meaning of the rules of the SEC. The Company considers FFO, Core FFO (formerly Adjusted Funds from Operations, or AFFO), and FAD to be important supplemental measures of its operating performance and believes FFO is frequently used by securities analysts, investors, and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results.

In accordance with the National Association of Real Estate Investment Trusts’ (“NAREIT”) definition, FFO means net income or loss computed in accordance with GAAP before noncontrolling interests of holders of OP Units and LTIP Units, excluding gains (or losses) from sales of property and extraordinary items, property impairment losses, less preferred stock dividends, plus real estate-related depreciation and amortization (excluding amortization of debt issuance costs and the amortization of above and below market leases), and after adjustments for unconsolidated partnerships and joint ventures calculated to reflect FFO on the same basis. Because FFO excludes real estate-related depreciation and amortization (other than amortization of debt issuance costs and above and below market lease amortization expense), the Company believes that FFO provides a performance measure that, when compared period-over-period, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from the closest GAAP measurement, net income or loss.

Core FFO (previously AFFO) is a non-GAAP measure used by many investors and analysts to measure a real estate company’s operating performance by removing the effect of items that do not reflect ongoing property operations. Management calculates Core FFO by modifying the NAREIT computation of FFO by adjusting it for certain cash and non-cash items and certain recurring and non-recurring items. For the Company these items include recurring acquisition and disposition costs, loss on the extinguishment of debt, recurring straight line deferred rental revenue, recurring stock-based compensation expense, recurring amortization of above and below market leases, recurring amortization of debt issuance costs, severance and transition related expense, costs related to our reverse stock split, and other items related to unconsolidated partnerships and joint ventures.

We calculate FAD by subtracting from Core FFO capital expenditures, including tenant improvements, and leasing commissions. Management believes FAD is useful in analyzing the portion of cash flow that is available for distribution to stockholders and unitholders. Investors, analysts and the Company utilize FAD as an indicator of common dividend potential.

Management believes that reporting Core FFO in addition to FFO and FAD is a useful supplemental measure for the investment community to use when evaluating the operating performance of the Company on a comparative basis.

A reconciliation of net income to FFO and Core FFO and FAD for the years ended December 31, 2025, 2024, and 2023 is as follows. All per share, per share and unit, and weighted average share and unit amounts have been adjusted to reflect the impact of the Reverse Stock Split.

|  | Year Ended December 31,                                     |                  |                  |
|--|---|------------------|------------------|
|  | 2025  | 2024             | 2023             |
|  | (unaudited, in thousands except per share and unit amounts) |                  |                  |
| <b>Net (loss) income</b>   | <b>\$ (6,883)</b>   | <b>\$ 6,692</b>  | <b>\$ 21,734</b> |
| Less: Preferred stock dividends  | (6,280)   | (5,822)          | (5,822)          |
| Depreciation and amortization expense  | 58,947  | 55,226           | 58,007           |
| Depreciation and amortization expense from unconsolidated joint venture                            | 268   | 20               | —                |
| Gain on sale of investment properties  | (1,487)   | (4,205)          | (15,560)         |
| Impairment of investment properties  | 13,014  | 1,696            | —                |
| <b>FFO attributable to common stockholders and noncontrolling interest</b>                         | <b>\$ 57,579</b>  | <b>\$ 53,607</b> | <b>\$ 58,359</b> |
| Loss on extinguishment of debt   | —   | —                | 868              |
| Amortization of above market leases, net   | 648   | 1,171            | 1,052            |
| Straight line deferred rental revenue  | (1,120)   | (2,091)          | (2,636)          |
| Stock-based compensation expense   | 4,496   | 5,102            | 4,242            |
| Amortization of debt issuance costs and other  | 2,994   | 2,243            | 2,376            |
| Severance and transition related expense   | 944   | 3,176            | —                |
| Reverse stock split expense  | 170   | —                | —                |
| Other adjustments from unconsolidated joint venture  | 45  | —                | —                |
| Transaction expense  | —   | 155              | 44               |
| <b>Core FFO attributable to common stockholders and noncontrolling interest</b>                    | <b>\$ 65,756</b>  | <b>\$ 63,363</b> | <b>\$ 64,305</b> |
| <b>Net (loss) income attributable to common stockholders per share – basic and diluted</b>         | <b>\$ (0.91)</b>  | <b>\$ 0.06</b>   | <b>\$ 1.13</b>   |
| <b>FFO attributable to common stockholders and noncontrolling interest per share and unit</b>      | <b>\$ 3.97</b>  | <b>\$ 3.76</b>   | <b>\$ 4.15</b>   |
| <b>Core FFO attributable to common stockholders and noncontrolling interest per share and unit</b> | <b>\$ 4.53</b>  | <b>\$ 4.44</b>   | <b>\$ 4.57</b>   |
| Weighted Average Shares and Units Outstanding – basic and diluted                                  | 14,512  | 14,264           | 14,075           |
| <b>Weighted Average Shares and Units Outstanding:</b>  |   |                  |                  |
| Weighted Average Common Shares   | 13,379  | 13,187           | 13,110           |
| Weighted Average OP Units  | 447   | 449              | 415              |
| Weighted Average LTIP Units  | 686   | 628              | 550              |
| Weighted Average Shares and Units Outstanding – basic and diluted                                  | 14,512  | 14,264           | 14,075           |
| <b>Core FFO attributable to common stockholders and noncontrolling interest</b>                    | <b>\$ 65,756</b>  | <b>\$ 63,363</b> | <b>\$ 64,305</b> |
| Tenant improvements  | (4,249)   | (5,833)          | (3,538)          |
| Leasing commissions  | (2,203)   | (5,738)          | (1,264)          |
| Building capital   | (6,924)   | (7,612)          | (6,066)          |
| <b>FAD attributable to common stockholders and noncontrolling interest</b>                         | <b>\$ 52,380</b>  | <b>\$ 44,180</b> | <b>\$ 53,437</b> |

*Earnings Before Interest, Taxes, Depreciation and Amortization for Real Estate (EBITDAre) and Adjusted EBITDAre*

The Company calculates EBITDAre in accordance with standards established by NAREIT and defines EBITDAre as net income or loss computed in accordance with GAAP plus depreciation and amortization, interest expense, gain or loss on the sale of investment properties, property impairment losses, and adjustments for unconsolidated partnerships and joint ventures to reflect EBITDAre on the same basis, as applicable. The Company defines Adjusted EBITDAre as EBITDAre plus loss on extinguishment of

debt, non-cash stock compensation expense, non-cash intangible amortization related to above and below market leases, severance and transition related expense, expenses related to our reverse stock split, transaction expense, adjustments related to our investments in unconsolidated joint ventures, and other normalizing items. Management considers EBITDAre and Adjusted EBITDAre important measures because they provide additional information to allow management, investors, and our current and potential creditors to evaluate and compare our core operating results and our ability to service debt.

A reconciliation of net income to EBITDAre and Adjusted EBITDAre for the years ended December 31, 2025, 2024, and 2023 is as follows:

|   | Year Ended December 31,      |                  |                   |
|---|------------------------------|------------------|-------------------|
|   | 2025                         | 2024             | 2023              |
|   | (unaudited and in thousands) |                  |                   |
| <b>Net (loss) income</b>  | <b>\$ (6,883)</b>            | <b>\$ 6,692</b>  | <b>\$ 21,734</b>  |
| Interest expense  | 31,754                       | 28,689           | 30,893            |
| Depreciation and amortization expense                             | 59,042                       | 55,359           | 58,135            |
| Unconsolidated joint venture EBITDAre adjustments <sup>(1)</sup>  | 424                          | 20               | —                 |
| Gain on sale of investment properties                             | (1,487)                      | (4,205)          | (15,560)          |
| Impairment of investment properties                               | 13,014                       | 1,696            | —                 |
| <b>EBITDAre</b>   | <b>\$ 95,864</b>             | <b>\$ 88,251</b> | <b>\$ 95,202</b>  |
| Stock-based compensation expense                                  | 4,496                        | 5,102            | 4,242             |
| Amortization of above market leases, net                          | 648                          | 1,171            | 1,052             |
| Severance and transition related expense                          | 944                          | 3,176            | —                 |
| Reverse stock split expense                                       | 170                          | —                | —                 |
| Interest rate swap mark-to-market at unconsolidated joint venture | 49                           | —                | —                 |
| Loss on extinguishment of debt                                    | —                            | —                | 868               |
| Transaction expense   | —                            | 155              | 44                |
| <b>Adjusted EBITDAre</b>  | <b>\$ 102,171</b>            | <b>\$ 97,855</b> | <b>\$ 101,408</b> |

<sup>(1)</sup> Includes joint venture interest, depreciation and amortization, and gain on sale of investment properties, if applicable, included in joint venture net income or loss.

#### *NOI and Cash NOI*

The Company considers net operating income (“NOI”) to be an appropriate supplemental measure to net income because it helps both investors and management understand the core operations of our properties. We define NOI as total net (loss) income, plus depreciation and amortization expenses, general and administrative expenses, transaction expenses, impairments, gain/loss on sale of real estate, interest expense, and other non-operating items. Cash NOI is a key performance indicator. Management considers this to be a supplemental measure that allows investors, analysts and Company management to measure unlevered property-level cash operating results. The Company defines Cash NOI as NOI excluding non-cash items such as above and below market lease intangibles and straight-line rent. Cash NOI is historical and not necessarily indicative of future results.

|   | Year Ended December 31,      |                   |                   |
|---|------------------------------|-------------------|-------------------|
|   | 2025                         | 2024              | 2023              |
|   | (unaudited and in thousands) |                   |                   |
| <b>Net (loss) income</b>  | <b>\$ (6,883)</b>            | <b>\$ 6,692</b>   | <b>\$ 21,734</b>  |
| General and administrative                                      | 19,998                       | 21,123            | 16,853            |
| Depreciation and amortization expense                           | 59,042                       | 55,359            | 58,135            |
| Interest expense  | 31,754                       | 28,689            | 30,893            |
| Transaction expense   | —                            | 155               | 44                |
| Gain on sale of investment properties                           | (1,487)                      | (4,205)           | (15,560)          |
| Impairment of investment properties                             | 13,014                       | 1,696             | —                 |
| Proportionate share of unconsolidated joint venture adjustments | 472                          | 30                | —                 |
| <b>NOI</b>  | <b>\$ 115,910</b>            | <b>\$ 109,539</b> | <b>\$ 112,099</b> |
| Amortization of above market leases, net                        | 648                          | 1,171             | 1,052             |
| Straight line deferred rental revenue                           | (1,120)                      | (2,091)           | (2,636)           |
| Proportionate share of unconsolidated joint venture adjustments | (12)                         | —                 | —                 |
| <b>Cash NOI</b>   | <b>\$ 115,426</b>            | <b>\$ 108,619</b> | <b>\$ 110,515</b> |

## Liquidity and Capital Resources

### General

Our short-term (up to 12 months) liquidity requirements include:

- Interest expense and scheduled principal payments on outstanding indebtedness;
- General and administrative expenses;
- Property operating expenses;
- Property acquisitions;
- Distributions on our common and preferred stock and OP Units and LTIP Units;
- Increased capital requirements for our joint ventures;
- Repurchases of our common stock; and
- Capital and tenant improvements and leasing costs.

In 2026, we are contractually obligated to pay, or have capital commitments for, approximately (i) \$29.5 million of principal and interest payments on our outstanding debt, and (ii) \$1.1 million in ground and operating lease expenses. In addition, if we decide to redeem our Series A preferred stock, we would have to pay the liquidation preference of \$77.6 million plus accrued dividends, fees and expenses.

Our long-term (beyond 12 months) liquidity requirements consist primarily of funds necessary to pay for acquisitions, capital and tenant improvements at our properties, scheduled debt maturities, general and administrative expenses, operating expenses, common stock repurchases, and distributions. Beyond 2026, we are contractually obligated to pay, or have capital commitments for, approximately (i) \$765.9 million of principal and interest payments on our outstanding debt, and (ii) \$30.7 million in ground and operating lease expenses.

We expect to satisfy our short and long-term liquidity needs through various internal and external sources, including cash flow from operations, debt financing, sales of additional equity securities, the issuance of OP Units in connection with acquisitions of additional properties, proceeds from select property dispositions and recapitalization transactions.

As of December 31, 2025, the Company had aggregate capital improvement commitments and obligations to improve, expand, and maintain the Company's existing facilities of approximately \$25.7 million. Many of these amounts are subject to contingencies that make it difficult to predict when they will be expended, if at all. In accordance with the terms of the Company's existing and proposed leases, capital improvement obligations in the next 12 months are expected to total approximately \$12.6 million.

### ***Sources of Liquidity***

Our primary internal sources of liquidity include cash flow from operations and proceeds from select property dispositions and recapitalization transactions. Our primary external sources of liquidity include net proceeds received from equity issuances, including the issuance of OP Units in connection with acquisitions of additional properties, and debt financing, including borrowings under our Credit Facility and secured term loans.

#### ***ATM Program***

In January 2024, the Company and the Operating Partnership implemented a \$300 million "at-the-market" equity offering program (the "2024 ATM Program"), pursuant to which we may offer and sell (including through forward sales), from time to time, shares of our common stock. No shares were sold under the 2024 ATM Program during the year ended December 31, 2025.

#### ***Credit Facility***

On October 8, 2025, the Operating Partnership, as borrower, and certain of its subsidiaries entered into a third amended and restated \$900 million unsecured syndicated credit facility with JPMorgan Chase Bank, N.A. as administrative agent (the "Credit Facility"). The Credit Facility consists of (i) \$500 million of term loans, which include (a) a \$350 million loan that is comprised of three term loans as follows: a \$100 million term loan maturing in October 2029 ("Term Loan A-1"); a \$100 million term loan maturing in October 2030 ("Term Loan A-2"); and a \$150 million term loan maturing in April 2031 ("Term Loan A-3," collectively the "Term Loan A Tranches"); and (b) a \$150 million term loan maturing in February 2028 ("Term Loan B"), and (ii) a \$400 million revolver maturing in October 2029 with two, six-month extension options available at the Company's election (the "Revolver"). The Credit Facility also includes a \$500 million accordion feature. Interest rates on amounts outstanding under the Credit Facility equal the term SOFR.

The Operating Partnership is subject to a number of financial covenants under the Credit Facility, including, among other things, the following as of the end of each fiscal quarter, (i) a maximum consolidated unsecured leverage ratio of less than 60%, (ii) a maximum consolidated secured leverage ratio of less than 30%, (iii) a maximum consolidated secured recourse leverage ratio of less than 10%, (iv) a minimum fixed charge coverage ratio of 1.50:1.00, (v) a minimum unsecured interest coverage ratio of 1.50:1.00, (vi) a maximum consolidated leverage ratio of less than 60%, (vii) a maximum cash investment in joint ventures of 10% of total asset value and (viii) a minimum net worth of \$595.6 million plus 75% of all net proceeds raised through equity offerings subsequent to June 30, 2025. As of December 31, 2025, management believed it complied with all of the financial and non-financial covenants contained in the Credit Facility.

As of December 31, 2025, we had 16 interest rate swaps (including forward-starting interest rate swaps) that are used to manage our interest rate risk. Five of our interest rate swaps related to Term Loan A with a combined notional value of \$350 million that fix the SOFR component on Term Loan A through April 2026 at 1.36%. Seven of our interest rate swaps are forward-starting swaps that will fix the SOFR component of the Term Loan A Tranches at rates between 3.24% to 3.32% and have maturities in October 2029, October 2030, and April 2031. The remaining four of our interest rate swaps relate to our Term Loan B with a combined notional value of \$150 million that fix the SOFR component on Term Loan B through January 2028 at 2.54%.

During the year ended December 31, 2025, we borrowed \$138.3 million under our Credit Facility and repaid \$111.7 million, for a net amount borrowed of \$26.6 million. As of December 31, 2025, the net outstanding Credit Facility balance was \$652.7 million and as of February 20, 2026, we had unutilized borrowing capacity under the Credit Facility of \$219.7 million.

### ***Share Repurchase Program***

On August 12, 2025, the Board approved the 2025 Share Repurchase Program under which we may acquire shares of our common stock in the open market, including through block purchases, through privately negotiated transactions or pursuant to any Rule 10b5-1 trading plan, in accordance with applicable securities laws, up to an aggregate purchase price of \$50 million. Purchases of common stock under the 2025 Share Repurchase Program may be exercised at our discretion with the timing and number of shares

repurchased depending on a variety of factors, including prevailing stock prices, general economic and market conditions and other considerations. The 2025 Share Repurchase Program does not have an expiration date but may be suspended or discontinued at any time.

During 2025, we repurchased 175,634 shares of our common stock at an average price of \$34.16 per share under the 2025 Share Repurchase Program for an aggregate purchase price of \$6.0 million. Therefore, at December 31, 2025, \$44 million of the Company's common stock remained available for repurchase under the 2025 Share Repurchase Program.

### ***Off Balance Sheet Arrangements***

We own an interest in an unconsolidated joint venture as described in Note 2 – “Summary of Significant Accounting Policies” in the footnotes to the Consolidated Financial Statements. The joint venture has mortgage debt of \$17.6 million, of which our share is \$2.2 million. Except in limited circumstances, our risk of loss is limited to our investment in the applicable joint venture. We have no other material off-balance sheet arrangements that we expect would materially affect our liquidity and capital resources.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. In pursuing our business and investment objectives, we expect that the primary market risk to which we will be exposed is interest rate risk.

We may be exposed to the effects of interest rate changes primarily as a result of debt used to acquire healthcare facilities, including borrowings under the Credit Facility. The analysis below presents the sensitivity of the value of our variable rate financial obligations to selected changes in market interest rates. The range of changes chosen reflects our view of changes which are reasonably possible over a one-year period.

As of December 31, 2025, we had \$163.2 million of unhedged borrowings outstanding under the Revolver (before the netting of unamortized debt issuance costs) that bears interest at a variable rate. See “Management’s Discussion and Analysis of Financial Condition and Results of Operation — Liquidity and Capital Resources” for a detailed discussion of our Credit Facility. On December 31, 2025, SOFR on our outstanding floating-rate borrowings was 3.77%. Assuming no increase in the amount of our variable interest rate debt, if SOFR increased 100 basis points, our cash flow would decrease by approximately \$1.6 million annually. Assuming no increase in the amount of our variable rate debt, if SOFR were reduced 100 basis points, our cash flow would increase by approximately \$1.6 million annually.

As of December 31, 2024, our exposure to interest rate risk was not materially different from our exposure as of December 31, 2025.

Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve our objectives, we may borrow at fixed rates or floating rates. See “*Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Hedging Instruments*,” for a description of our interest rate swaps.

We may enter into additional derivative financial instruments, including interest rate swaps and caps, in order to mitigate our interest rate risk on our future borrowings. We will not enter into derivative transactions for speculative purposes.

In addition to changes in interest rates, the value of our investments is subject to fluctuations based on changes in local and regional economic conditions and changes in the creditworthiness of tenants/operators and borrowers, which may affect our ability to refinance our debt if necessary.

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

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

|   |    |
|---|----|
| Report of Independent Registered Public Accounting Firm (PCAOB ID Number 34)                          | 53 |
| Consolidated Balance Sheets as of December 31, 2025 and 2024  | 55 |
| Consolidated Statements of Operations for the years ended December 31, 2025, 2024, and 2023           | 56 |
| Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024, and 2023 | 57 |
| Consolidated Statements of Equity for the years ended December 31, 2025, 2024, and 2023               | 58 |
| Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024, and 2023           | 59 |
| Notes to Consolidated Financial Statements  | 60 |

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Chiron Real Estate Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Chiron Real Estate Inc. and subsidiaries (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, equity, and cash flows, for each of the three years in the period ended December 31, 2025, and the related notes and the schedule listed in the Index at Item 15(a)(2) (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, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, 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, 2025, 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 March 2, 2026, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

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

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

### Critical Audit Matter

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

#### Real Estate Assets — *Determination of Impairment Indicators — Refer to Note 2 to the financial statements*

##### *Critical Audit Matter Description*

The Company's evaluation of real estate assets for impairment involves an initial assessment of each real estate asset to determine whether events or changes in circumstances exist that may indicate that the carrying amounts of real estate assets are no longer recoverable. Possible indications of impairment may include events or changes in circumstances affecting occupancy, market rental rates, estimated hold periods, and the physical condition of the assets. When events or changes in circumstances exist, the Company evaluates its real estate assets for impairment by comparing undiscounted future cash flows expected to be generated over the life of each asset to the respective carrying amount. If the carrying amount of an asset exceeds the undiscounted future cash flows, an analysis is performed to determine the fair value of the asset.

The Company makes significant assumptions to evaluate real estate assets for possible indications of impairment. Changes in these assumptions could have a significant impact on the real estate assets identified for further analysis.

Given the Company's evaluation of possible indications of impairment of real estate assets requires management to make significant assumptions, performing audit procedures to evaluate whether management appropriately identified events or changes in circumstances indicating that the carrying amounts of real estate assets may not be recoverable required a high degree of auditor judgment.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the evaluation of real estate assets for possible indications of impairment included the following, among others:

- We tested the effectiveness of the controls over management's identification of possible circumstances that may indicate that the carrying amounts of real estate assets are no longer recoverable.
- We evaluated management's impairment indicator analysis by:
  - Testing real estate assets for possible indications of impairment, including searching for adverse asset-specific and/or market conditions.
  - Testing the completeness of management's identification of impairment indicators by evaluating management's procedures against relevant accounting guidance and considering whether relevant factors were incorporated in the analysis.

/s/ Deloitte & Touche LLP

McLean, VA  
March 2, 2026

We have served as the Company's auditor since 2019.

**CHIRON REAL ESTATE INC.**  
**Consolidated Balance Sheets**  
(in thousands, except par values)

|   | As of               |                     |
|---|---------------------|---------------------|
|   | December 31, 2025   | December 31, 2024   |
| <b>Assets</b>   |                     |                     |
| Investment in real estate:  |                     |                     |
| Land  | \$ 169,917          | \$ 174,300          |
| Building  | 1,072,124           | 1,044,019           |
| Site improvements   | 25,741              | 23,973              |
| Tenant improvements   | 80,397              | 69,679              |
| Acquired lease intangible assets  | 144,573             | 138,945             |
|   | <u>1,492,752</u>    | <u>1,450,916</u>    |
| Less: accumulated depreciation and amortization   | (338,096)           | (288,921)           |
| Investment in real estate, net  | 1,154,656           | 1,161,995           |
| Cash and cash equivalents   | 9,084               | 6,815               |
| Restricted cash   | 2,805               | 2,127               |
| Tenant receivables, net   | 7,225               | 7,424               |
| Due from related parties  | 162                 | 270                 |
| Escrow deposits   | 556                 | 711                 |
| Deferred assets   | 28,907              | 28,208              |
| Derivative assets   | 6,102               | 18,613              |
| Goodwill  | 5,903               | 5,903               |
| Investment in unconsolidated joint venture  | 1,781               | 2,066               |
| Other assets  | 25,284              | 22,354              |
| <b>Total assets</b>   | <u>\$ 1,242,465</u> | <u>\$ 1,256,486</u> |
| <b>Liabilities and Equity</b>   |                     |                     |
| Liabilities:  |                     |                     |
| Credit Facility, net of unamortized debt issuance costs of \$10,476 and \$4,868 at December 31, 2025, and December 31, 2024, respectively   | \$ 652,699          | \$ 631,732          |
| Notes payable, net of unamortized debt issuance costs of \$0 and \$22 at December 31, 2025, and December 31, 2024, respectively   | 1,153               | 14,399              |
| Accounts payable and accrued expenses   | 18,289              | 16,468              |
| Dividends payable   | 12,484              | 16,520              |
| Security deposits   | 3,421               | 3,324               |
| Other liabilities   | 19,410              | 14,191              |
| Acquired lease intangible liabilities, net  | 4,944               | 3,936               |
| Total liabilities   | <u>712,400</u>      | <u>700,570</u>      |
| Commitments and Contingencies   |                     |                     |
| Equity:   |                     |                     |
| Preferred stock, \$0.001 par value, 10,000 shares authorized; 5,155 shares and 3,105 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively (liquidation preference of \$128,875 and \$77,625 at December 31, 2025 and December 31, 2024, respectively) | 124,106             | 74,959              |
| Common stock, \$0.001 par value, 100,000 shares authorized; 13,235 shares and 13,374 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively   | 13                  | 13                  |
| Additional paid-in capital  | 729,514             | 734,277             |
| Accumulated deficit   | (349,965)           | (293,736)           |
| Accumulated other comprehensive income  | 6,102               | 18,613              |
| Total Chiron Real Estate stockholders' equity   | <u>509,770</u>      | <u>534,126</u>      |
| Noncontrolling interest   | 20,295              | 21,790              |
| Total equity  | <u>530,065</u>      | <u>555,916</u>      |
| <b>Total liabilities and equity</b>   | <u>\$ 1,242,465</u> | <u>\$ 1,256,486</u> |

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

**CHIRON REAL ESTATE INC.**  
**Consolidated Statements of Operations**  
(in thousands, except per share amounts)

|   | Year Ended December 31,   |                      |                         |
|---|---------------------------|----------------------|-------------------------|
|   | 2025                      | 2024                 | 2023                    |
| <b>Revenue</b>  |                           |                      |                         |
| Rental revenue  | \$ 147,682                | \$ 138,410           | \$ 140,934              |
| Other income  | 526                       | 370                  | 115                     |
| Total revenue   | <u>148,208</u>            | <u>138,780</u>       | <u>141,049</u>          |
| <b>Expenses</b>   |                           |                      |                         |
| General and administrative  | 19,998                    | 21,123               | 16,853                  |
| Operating expenses  | 32,620                    | 29,251               | 28,082                  |
| Depreciation expense  | 44,025                    | 40,427               | 41,266                  |
| Amortization expense  | 15,017                    | 14,932               | 16,869                  |
| Interest expense  | 31,754                    | 28,689               | 30,893                  |
| Transaction expense   | —                         | 155                  | 44                      |
| Total expenses  | <u>143,414</u>            | <u>134,577</u>       | <u>134,007</u>          |
| Income before other income (expense)  | 4,794                     | 4,203                | 7,042                   |
| Gain on sale of investment properties   | 1,487                     | 4,205                | 15,560                  |
| Impairment of investment properties   | (13,014)                  | (1,696)              | —                       |
| Equity loss from unconsolidated joint venture                                       | (150)                     | (20)                 | —                       |
| Loss on extinguishment of debt  | —                         | —                    | (868)                   |
| Net (loss) income   | \$ (6,883)                | \$ 6,692             | \$ 21,734               |
| Less: Preferred stock dividends   | (6,280)                   | (5,822)              | (5,822)                 |
| Less: Net loss (income) attributable to noncontrolling interest                     | 1,047                     | (59)                 | (1,122)                 |
| <b>Net (loss) income attributable to common stockholders</b>                        | <b><u>\$ (12,116)</u></b> | <b><u>\$ 811</u></b> | <b><u>\$ 14,790</u></b> |
| Net (loss) income attributable to common stockholders per share – basic and diluted | \$ (0.91)                 | \$ 0.06              | \$ 1.13                 |
| Weighted average shares outstanding – basic and diluted                             | 13,379                    | 13,187               | 13,110                  |

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

**CHIRON REAL ESTATE INC.**  
**Consolidated Statements of Comprehensive Income**  
(in thousands)

|   | Year Ended December 31, |                   |                 |
|---|-------------------------|-------------------|-----------------|
|   | 2025                    | 2024              | 2023            |
| Net (loss) income   | \$ (6,883)              | \$ 6,692          | \$ 21,734       |
| Other comprehensive loss:   |                         |                   |                 |
| Decrease in fair value of interest rate swap agreements                   | (12,511)                | (6,512)           | (9,549)         |
| Total other comprehensive loss  | (12,511)                | (6,512)           | (9,549)         |
| Comprehensive (loss) income   | (19,394)                | 180               | 12,185          |
| Less: Preferred stock dividends   | (6,280)                 | (5,822)           | (5,822)         |
| Less: Comprehensive loss (income) attributable to noncontrolling interest | 2,039                   | 431               | (464)           |
| Comprehensive (loss) income attributable to common stockholders           | <u>\$ (23,635)</u>      | <u>\$ (5,211)</u> | <u>\$ 5,899</u> |

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

**CHIRON REAL ESTATE INC.**  
**Consolidated Statements of Equity**  
(in thousands, except per share amounts)

|  | Common Stock |        | Preferred Stock |            | Additional Paid-in Capital |            | Accumulated Deficit |           | Accumulated Other Comprehensive Income |           | Chiron Real Estate Stockholders' Equity |          | Non-controlling Interest |        | Total Equity |   |
|--|--------------|--------|-----------------|------------|----------------------------|------------|---------------------|-----------|--|-----------|---|----------|--------------------------|--------|--------------|---|
|  | Shares       | Amount | Shares          | Amount     | Shares                     | Amount     | Deficit             | Income    | Equity                                 | Interest  | Equity                                  | Interest | Equity                   | Equity |              |   |
| Balances, January 1, 2023  | 13,104       | \$ 13  | 3,105           | \$ 74,959  | —                          | \$ 722,044 | \$ (198,706)        | \$ 34,674 | \$ 632,984                             | \$ 16,081 | \$ 649,065                              | —        | \$ 21,734                | —      | —            | — |
| Net income   | —            | —      | —               | —          | —                          | 427        | 20,611              | —         | 20,611                                 | —         | 1,123                                   | —        | —                        | —      | —            | — |
| LTIIP Units and OP Units redeemed for common stock               | 9            | —      | —               | —          | —                          | —          | —                   | —         | 427                                    | —         | (427)                                   | —        | —                        | —      | —            | — |
| OP Units issued for a property acquisition                       | —            | —      | —               | —          | —                          | —          | —                   | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Change in fair value of interest rate swap agreements            | —            | —      | —               | —          | —                          | —          | —                   | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Stock-based compensation expense                                 | —            | —      | —               | —          | —                          | —          | —                   | (9,549)   | (9,549)                                | —         | 5,482                                   | —        | —                        | —      | —            | — |
| Dividends to common stockholders (\$4.20 per share)              | —            | —      | —               | —          | —                          | —          | (55,067)            | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Dividends to Series A preferred stockholders (\$1.875 per share) | —            | —      | —               | —          | —                          | —          | (5,822)             | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Dividends to noncontrolling interest                             | —            | —      | —               | —          | —                          | —          | —                   | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Balances, December 31, 2023                                      | 13,113       | —      | 3,105           | 74,959     | —                          | 722,471    | (238,984)           | 25,125    | 583,584                                | 22,230    | 605,814                                 | —        | —                        | —      | —            | — |
| Net income   | —            | —      | —               | —          | —                          | —          | 6,633               | —         | 6,633                                  | —         | 6,692                                   | —        | —                        | —      | —            | — |
| Issuance of shares of common stock, net                          | 241          | —      | —               | —          | —                          | 10,896     | —                   | —         | 10,896                                 | —         | 10,896                                  | —        | —                        | —      | —            | — |
| LTIIP Units redeemed for common stock                            | 20           | —      | —               | —          | —                          | 910        | —                   | —         | 910                                    | —         | —                                       | —        | —                        | —      | —            | — |
| Change in fair value of interest rate swap agreements            | —            | —      | —               | —          | —                          | —          | —                   | (6,512)   | (6,512)                                | —         | —                                       | —        | —                        | —      | —            | — |
| Stock-based compensation expense                                 | —            | —      | —               | —          | —                          | —          | —                   | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Dividends to common stockholders (\$4.20 per share)              | —            | —      | —               | —          | —                          | —          | (55,563)            | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Dividends to Series A preferred stockholders (\$1.875 per share) | —            | —      | —               | —          | —                          | —          | (5,822)             | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Dividends to noncontrolling interest                             | —            | —      | —               | —          | —                          | —          | —                   | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Balances, December 31, 2024                                      | 13,374       | —      | 3,105           | 74,959     | —                          | 734,277    | (293,736)           | 18,613    | 534,126                                | 21,790    | 555,916                                 | (4,691)  | —                        | —      | —            | — |
| Net loss   | —            | —      | —               | —          | —                          | —          | (5,836)             | —         | (5,836)                                | —         | (6,883)                                 | —        | —                        | —      | —            | — |
| Issuance of shares of preferred stock, net                       | —            | —      | 2,050           | 49,147     | —                          | —          | —                   | —         | 49,147                                 | (1,047)   | 49,147                                  | —        | —                        | —      | —            | — |
| LTIIP Units and OP Units redeemed for common stock               | 37           | —      | —               | —          | —                          | 1,243      | —                   | —         | 1,243                                  | —         | —                                       | —        | —                        | —      | —            | — |
| Fractional shares settled  | —            | —      | —               | —          | —                          | (2)        | —                   | —         | (2)                                    | —         | —                                       | —        | —                        | —      | —            | — |
| Change in fair value of interest rate swap agreements            | —            | —      | —               | —          | —                          | —          | —                   | (12,511)  | (12,511)                               | —         | —                                       | —        | —                        | —      | —            | — |
| Stock-based compensation expense                                 | —            | —      | —               | —          | —                          | —          | —                   | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Repurchase of common stock                                       | (176)        | —      | —               | —          | —                          | (6,004)    | —                   | —         | (6,004)                                | —         | —                                       | —        | —                        | —      | —            | — |
| Dividends to common stockholders                                 | —            | —      | —               | —          | —                          | —          | (44,113)            | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Dividends to preferred stockholders                              | —            | —      | —               | —          | —                          | —          | (6,280)             | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Dividends to noncontrolling interest                             | —            | —      | —               | —          | —                          | —          | —                   | —         | —                                      | —         | —                                       | —        | —                        | —      | —            | — |
| Balances, December 31, 2025                                      | 13,235       | \$ 13  | 5,155           | \$ 124,106 | —                          | \$ 729,514 | \$ (349,965)        | \$ 6,102  | \$ 509,770                             | \$ 20,295 | \$ 530,065                              | (3,701)  | —                        | —      | —            | — |

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

**CHIRON REAL ESTATE INC.**  
**Consolidated Statements of Cash Flows**  
(in thousands)

|  | Year Ended December 31, |                 |                  |
|--|-------------------------|-----------------|------------------|
|  | 2025                    | 2024            | 2023             |
| <b>Operating activities</b>  |                         |                 |                  |
| Net (loss) income  | \$ (6,883)              | \$ 6,692        | \$ 21,734        |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities:               |                         |                 |                  |
| Depreciation expense   | 44,025                  | 40,427          | 41,266           |
| Amortization of acquired lease intangible assets   | 14,017                  | 14,486          | 16,691           |
| Amortization of above market leases, net   | 648                     | 1,171           | 1,052            |
| Amortization of debt issuance costs and other  | 2,994                   | 2,243           | 2,376            |
| Stock-based compensation expense   | 4,496                   | 5,102           | 4,242            |
| Capitalized preacquisition and other costs charged to expense  | 136                     | 242             | 177              |
| Reserve for uncollectible accounts, net  | —                       | 822             | 852              |
| Gain on sale of investment properties  | (1,487)                 | (4,205)         | (15,560)         |
| Impairment of investment properties  | 13,014                  | 1,696           | —                |
| Equity loss from unconsolidated joint venture  | 150                     | 20              | —                |
| Loss on extinguishment of debt   | —                       | —               | 868              |
| Other  | 147                     | 136             | 433              |
| Changes in operating assets and liabilities:   |                         |                 |                  |
| Tenant receivables   | 199                     | (1,484)         | 426              |
| Deferred assets  | (1,147)                 | (1,913)         | (2,863)          |
| Other assets and liabilities   | 5                       | 1,992           | 542              |
| Accounts payable and accrued expenses  | 3,172                   | 2,983           | (2,023)          |
| Security deposits  | 124                     | (364)           | (1,773)          |
| Net cash provided by operating activities  | <u>73,610</u>           | <u>70,046</u>   | <u>68,440</u>    |
| <b>Investing activities</b>  |                         |                 |                  |
| Purchase of land, buildings, and other tangible and intangible assets and liabilities                  | (70,516)                | (81,674)        | (442)            |
| Net proceeds from sale of investment properties  | 22,955                  | 57,368          | 78,919           |
| Investment in unconsolidated joint venture   | —                       | (2,086)         | —                |
| Distribution of capital from unconsolidated joint venture  | 135                     | —               | —                |
| Escrow deposits for purchase of properties   | 290                     | (290)           | —                |
| Advances received from (made to) related parties   | 108                     | (77)            | 7                |
| Capital expenditures on existing real estate investments   | (11,173)                | (13,445)        | (9,604)          |
| Leasing commissions  | (2,203)                 | (5,738)         | (1,264)          |
| Net cash (used in) provided by investing activities  | <u>(60,404)</u>         | <u>(45,942)</u> | <u>67,616</u>    |
| <b>Financing activities</b>  |                         |                 |                  |
| Net proceeds received from common equity offerings   | —                       | 10,896          | —                |
| Net proceeds received from preferred stock offering  | 49,147                  | —               | —                |
| Escrow deposits required by third party lenders  | —                       | 252             | 7,160            |
| Repayment of notes payable   | (13,268)                | (11,544)        | (1,262)          |
| Repayment of CMBS loan defeasance  | —                       | —               | (31,525)         |
| Proceeds from Credit Facility  | 138,300                 | 143,800         | 83,100           |
| Repayment of Credit Facility   | (111,725)               | (99,600)        | (136,400)        |
| Payment of debt issuance costs   | (8,580)                 | —               | (13)             |
| Repurchase of common stock   | (6,004)                 | —               | —                |
| Dividends paid to common stockholders, and OP Unit and LTIP Unit holders                               | (52,307)                | (59,868)        | (59,025)         |
| Dividends paid to preferred stockholders   | (5,822)                 | (5,822)         | (5,822)          |
| Net cash used in financing activities  | <u>(10,259)</u>         | <u>(21,886)</u> | <u>(143,787)</u> |
| Net increase (decrease) in cash and cash equivalents and restricted cash                               | 2,947                   | 2,218           | (7,731)          |
| Cash and cash equivalents and restricted cash—beginning of period                                      | 8,942                   | 6,724           | 14,455           |
| Cash and cash equivalents and restricted cash—end of period  | <u>\$ 11,889</u>        | <u>\$ 8,942</u> | <u>\$ 6,724</u>  |
| <b>Supplemental cash flow information:</b>   |                         |                 |                  |
| Cash payments for interest   | \$ 27,782               | \$ 26,572       | \$ 30,149        |
| <b>Noncash financing and investing activities:</b>   |                         |                 |                  |
| Accrued dividends payable  | \$ 12,484               | \$ 16,520       | \$ 16,134        |
| Interest rate swap agreements fair value change recognized in other comprehensive (loss) income        | \$ (12,511)             | \$ 6,512        | \$ 9,549         |
| LTIP Units and OP Units redeemed for common stock  | \$ 1,243                | \$ 910          | \$ 427           |
| Accrued capital expenditures and leasing commissions included in accounts payable and accrued expenses | \$ 1,364                | \$ 2,426        | \$ 2,230         |
| OP Units issued for a property acquisition   | \$ —                    | \$ —            | \$ 5,482         |
| Recognition of lease liability related to right of use asset   | \$ 6,280                | \$ —            | \$ 4,634         |
| Write off of unamortized debt issuance costs from loan defeasance                                      | \$ —                    | \$ —            | \$ 240           |

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

**CHIRON REAL ESTATE INC.**  
**Notes to Consolidated Financial Statements**  
**(Dollars in thousands, except per share amounts)**

**Note 1 – Organization**

Chiron Real Estate Inc. (the “Company,” “we,” or “us”) is a Maryland corporation and internally managed REIT that primarily acquires healthcare facilities leased to physician groups and regional and national healthcare systems. We hold our facilities and conduct our operations through a Delaware limited partnership subsidiary, Chiron Real Estate LP (the “Operating Partnership”). Our wholly owned subsidiary, Chiron Real Estate GP LLC, is the sole general partner of our Operating Partnership. As of December 31, 2025, we owned 92.0% of the outstanding common operating partnership units (“OP Units”), with the remaining 8.0% owned by holders of long-term incentive plan units (“LTIP Units”) and third-party limited partners who contributed properties or services in exchange for OP Units. The Company’s common stock is listed on the New York Stock Exchange under the ticker symbol “XRN.” The Company’s Series A Preferred Stock is listed on the New York Stock Exchange under the ticker symbol “XRN PrA.” The Company’s Series B Preferred Stock is listed on the New York Stock Exchange under the ticker symbol “XRN PrB.”

**Note 2 – Summary of Significant Accounting Policies**

**Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of the Company, including the Operating Partnership and its wholly owned subsidiaries, and its equity investment in an unconsolidated joint venture. The Company presents the portion of any equity it does not own but controls (and thus consolidates) as noncontrolling interest. Noncontrolling interest in the Company includes the LTIP Units that have been granted to directors, officers and affiliates of the Company and the OP Units held by third parties. Refer to Note 5 – “Equity” and Note 7 – “Stock-Based Compensation” for additional information regarding the OP Units and LTIP Units.

The Company classifies noncontrolling interest as a component of consolidated equity on its Consolidated Balance Sheets, separate from the Company’s total equity. The Company’s net income or loss is allocated to noncontrolling interests based on the respective ownership or voting percentage in the Operating Partnership associated with such noncontrolling interests and is removed from consolidated income or loss on the Consolidated Statements of Operations in order to derive net income or loss attributable to common stockholders. The noncontrolling ownership percentage is calculated by dividing the aggregate number of LTIP Units and OP Units by the total number of units and shares outstanding.

**Reverse Stock Split**

In August 2025, the Company’s board of directors (the “Board”) approved a reverse stock split of the Company’s outstanding and authorized shares of common stock at a ratio of one-for-five (the “Reverse Stock Split”). The Reverse Stock Split was completed on September 19, 2025. As a result of the Reverse Stock Split, on September 19, 2025, every five issued and outstanding shares of the Company’s common stock was converted into one share of its common stock, with a corresponding reverse split of the LTIP Units and OP Units. The par value of each share of the Company’s common stock remained unchanged. All common share, unit and per common share and per unit amounts in these consolidated financial statements and notes thereto and applicable disclosures have been retrospectively adjusted for all periods presented to reflect the Reverse Stock Split. Refer to Note 5 – “Equity” and Note 7 – “Stock Based Compensation” for additional details on the Reverse Stock Split.

**Use of Estimates**

The preparation of the consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and footnotes. Actual results could differ from those estimates.

## *Investment in Real Estate*

The Company determines when an acquisition meets the definition of a business or alternatively should be accounted for as an asset acquisition in accordance with Accounting Standard Codification ("ASC") Topic 805 "Business Combinations" ("ASC Topic 805"), which requires that, when substantially all of the fair value of an acquisition is concentrated in a single identifiable asset or a group of similar identifiable assets, the asset or group of similar identifiable assets does not meet the definition of a business and therefore is required to be accounted for as an asset acquisition. Transaction costs are capitalized for asset acquisitions and expensed as incurred for business combinations.

For asset acquisitions that are "owner occupied" (meaning that the seller either is the tenant or controls the tenant), the purchase price, including capitalized acquisition costs, will be allocated to land and building based on their relative fair values with no value allocated to intangible assets or liabilities. For asset acquisitions where there is a lease in place but not "owner occupied," the Company will allocate the purchase price to tangible assets and any intangible assets acquired or liabilities assumed based on their relative fair values. Fair value is determined based upon the guidance of ASC Topic 820, "Fair Value Measurements and Disclosures," and generally are determined using Level 2 inputs, such as rent comparables, sales comparables, and broker indications. Although Level 3 Inputs are utilized, they are minor in comparison to the Level 2 data used for the primary assumptions. The determination of fair value involves the use of significant judgment and estimates. We make estimates to determine the fair value of the tangible and intangible assets acquired and liabilities assumed using information obtained from multiple sources, including pre-acquisition due diligence, and we routinely utilize the assistance of a third-party appraiser.

### *Valuation of tangible assets:*

The fair value of land is determined using the sales comparison approach whereby recent comparable land sales and listings are gathered and summarized. The available market data is analyzed and compared to the land being valued and adjustments are made for dissimilar characteristics such as market conditions, size, and location. The Company estimates the fair value of buildings acquired on an as-if-vacant basis and depreciates the building value over its estimated remaining life. Fair value is primarily based on estimated cash flow projections that utilize discount and/or capitalization rates as well as available market information. The Company determines the fair value of site improvements (non-building improvements that include paving and other) using the cost approach, with a deduction for depreciation, and depreciates the site improvements over their estimated remaining useful lives. Tenant improvements represent fixed improvements to tenant spaces, the fair value of which is estimated using prevailing market tenant improvement allowances. Tenant improvements are amortized over the remaining term of the lease.

### *Valuation of intangible assets:*

In determining the fair value of in-place leases (the avoided cost associated with existing in-place leases) management considers current market conditions and costs to execute similar leases in arriving at an estimate of the carrying costs during the expected lease-up period from vacant to existing occupancy. In estimating carrying costs, management includes reimbursable (based on market lease terms) real estate taxes, insurance, other operating expenses, as well as estimates of lost market rental revenue during the expected lease-up periods. The values assigned to in-place leases are amortized over the remaining term of the lease.

The fair value of above-or-below market leases is estimated based on the present value (using an interest rate which reflected the risks associated with the leases acquired) of the difference between contractual amounts to be received pursuant to the leases and management's estimate of market lease rates measured over a period equal to the estimated remaining term of the lease. An above market lease is classified as an intangible asset and a below market lease is classified as an intangible liability. The capitalized above-market or below-market lease intangibles are amortized as a reduction of, or an addition to, rental income over the estimated remaining term of the respective leases.

Intangible assets related to leasing costs consist of leasing commissions and legal fees. Leasing commissions are estimated by multiplying the remaining contract rent associated with each lease by a market leasing commission. Legal fees represent legal costs associated with writing, reviewing, and sometimes negotiating various lease terms. Leasing costs are amortized over the remaining useful life of the respective leases.

## Revenue Recognition

The Company's operations primarily consist of rental revenue earned from tenants under leasing arrangements which provide for minimum rent and escalations. The leases have been accounted for as operating leases. For operating leases with contingent rental escalators, revenue is recorded based on the contractual cash rental payments due during the period. Revenue from leases with fixed annual rental escalators are recognized on a straight-line basis over the initial lease term, subject to a collectability assessment, with the difference between the contractual rental receipts and the straight-line amounts recorded as a "deferred rent receivable." Additionally, the Company recognizes as a component of rental revenue, "expense recoveries" revenue, which represents revenue recognized related to tenant reimbursement of real estate taxes, insurance, and certain other operating expenses ("tenant reimbursements"). The Company recognizes these reimbursements and related expenses on a gross basis in its Consolidated Statements of Operations.

## Assets Held for Sale and Sales of Real Estate

The Company classifies a property as held for sale when the following criteria are met: (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. At that time, the Company presents the assets and obligations associated with the real estate held for sale separately in its Consolidated Balance Sheets and ceases recording depreciation and amortization expense related to that asset. Real estate held for sale is reported at the lower of its carrying amount or its estimated fair value less estimated costs to sell. None of the Company's properties were classified as held for sale as of December 31, 2025 or 2024.

Upon the disposition of a property, the Company recognizes a gain or loss at a point in time when the Company determines control of the underlying asset has been transferred to the buyer. The Company's performance obligation is generally satisfied at the closing of the transaction. Any continuing involvement is analyzed as a separate performance obligation in the contract, and a portion of the sales price is allocated to each performance obligation. There is significant judgment applied to estimate the amount of variable consideration, if any, identified within the sales price and assess its probability of occurrence based on current market information, historical transactions, and forecasted information that is reasonably available.

For sales of real estate (or assets classified as held for sale), the Company evaluates whether the disposition is a strategic shift that will have a major effect on the Company's operations and financial results, and, if so, it will be classified as discontinued operations in the Company's consolidated financial statements for all periods presented.

## Impairment of Long-Lived Assets

The Company evaluates its real estate assets for impairment at each reporting date or whenever events or circumstances indicate that its carrying amount may not be recoverable. If an impairment indicator exists, the Company compares the expected future undiscounted cash flows against the carrying amount of the asset. If the sum of the estimated undiscounted cash flows is less than the carrying amount of the asset, the Company would record an impairment loss for the difference between the estimated fair value and the carrying amount of the asset.

## Cash and Cash Equivalents and Restricted Cash

The Company considers all demand deposits, cashier's checks, money market accounts, and certificates of deposit with a maturity of three months or less to be cash equivalents. Amounts included in restricted cash represent certain security deposits received from tenants at the inception of their leases and funds held by the Company related to certain tenant reimbursements. The following table provides a reconciliation of the Company's cash and cash equivalents and restricted cash that sums to the total of those amounts at the end of the periods presented on the Company's accompanying Consolidated Statements of Cash Flows:

|   | As of December 31, |                 |
|---|--------------------|-----------------|
|   | 2025               | 2024            |
| Cash and cash equivalents                           | \$ 9,084           | \$ 6,815        |
| Restricted cash                                     | 2,805              | 2,127           |
| Total cash and cash equivalents and restricted cash | <u>\$ 11,889</u>   | <u>\$ 8,942</u> |

## **Tenant Receivables, Net**

The tenant receivable balance as of December 31, 2025 and 2024 was \$7,225 and \$7,424, respectively. The balance as of December 31, 2025 consisted of \$2,650 in funds owed from the Company's tenants for rent that the Company had earned but had not yet received, \$4,012 of tenant reimbursements, \$107 for a loan that was made to one of the Company's tenants, and \$456 of miscellaneous receivables. The balance as of December 31, 2024 consisted of \$2,838 in funds owed from the Company's tenants for rent that the Company had earned but had not yet received, \$4,014 of tenant reimbursements, \$119 for a loan that was made to one of the Company's tenants, and \$453 of miscellaneous receivables.

Receivables arising from operating leases are accounted for in accordance with ASC Topic 842 "Leases" ("ASC Topic 842"). The Company assesses the likelihood of losses resulting from tenant defaults, or the inability of tenants to make contractual rent and tenant reimbursements at each reporting date. The Company also monitors the liquidity and creditworthiness of its tenants and operators on a continuous basis. If the likelihood of a tenant paying its lease payments is determined to no longer be probable, all tenant receivables, including deferred rent, are written off against revenue and any future revenue for that tenant is recognized only upon receipt of cash. In addition, as of December 31, 2025 and 2024, the Company had a portfolio level reserve of \$350 on those leases that were probable of collection to ensure that the tenant lease receivables were not overstated.

## **Escrow Deposits**

The escrow balance as of December 31, 2025 and 2024 was \$556 and \$711, respectively. Escrow deposits include funds held in escrow to be used for the acquisition of properties in the future and for the payment of taxes and insurance.

## **Deferred Assets**

The deferred assets balance as of December 31, 2025 and 2024 was \$28,907 and \$28,208, respectively. The balance as of December 31, 2025 consisted of \$28,681 in deferred rent receivables resulting from the recognition of revenue from leases with fixed annual rental escalations on a straight-line basis and \$226 of other deferred costs. The balance as of December 31, 2024 consisted of \$28,009 in deferred rent receivables resulting from the recognition of revenue from leases with fixed annual rental escalations on a straight-line basis and \$199 of other deferred costs.

## **Other Assets**

The other assets balance as of December 31, 2025 and 2024 was \$25,284 and \$22,354, respectively. The balance as of December 31, 2025 consisted of \$13,102 for right of use assets, \$7,784 in net capitalized leasing commissions, \$2,551 in capitalized construction in process costs, \$1,539 in prepaid assets, and \$308 for net capitalized software costs and miscellaneous assets. The balance as of December 31, 2024 consisted of \$7,271 for right of use assets, \$6,729 in capitalized construction in process costs, \$1,451 in prepaid assets, \$6,535 in net capitalized leasing commissions, and \$368 for net capitalized software costs and miscellaneous assets. Refer to Note 8 – "Leases" for additional details on right of use assets.

## **Derivative Instruments - Interest Rate Swaps**

The derivative assets balance as of December 31, 2025 and 2024 was \$6,102 and \$18,613, respectively. In accordance with the Company's risk management strategy, the purpose of the interest rate swaps is to manage interest rate risk for certain of the Company's variable-rate debt. The interest rate swaps involve the Company's receipt of variable-rate amounts from the counterparties in exchange for the Company making fixed-rate payments over the life of the agreements. The Company accounts for derivative instruments in accordance with the provisions of ASC Topic 815, "Derivatives and Hedging." Refer to Note 4 – "Credit Facility, Notes Payable and Derivative Instruments" for additional details.

## **Other Liabilities**

The other liabilities balance as of December 31, 2025 and 2024 was \$19,410 and \$14,191 respectively. The balance as of December 31, 2025 consisted of \$13,438 for right of use liabilities and \$5,972 of prepaid rent. The balance as of December 31, 2024 consisted of \$7,461 for right of use liabilities and \$6,730 of prepaid rent. Refer to Note 8 – "Leases" for additional details on right of use liabilities.

## **Net Income Attributable to Common Stockholders Per Share**

The Company uses the treasury stock method to compute diluted net income or loss attributable to common stockholders per share. Basic net income or loss per share of common stock is computed by dividing net income or loss attributable to common stockholders by the weighted average number of shares of common stock outstanding for the period. Diluted net income or loss per share of common stock is computed by dividing net income or loss attributable to common stockholders by the sum of the weighted average number of shares of common stock outstanding plus any potential dilutive shares for the period. OP Units and LTIP Units are not reflected in the diluted per share calculation because the exchange of OP Units and LTIP Units into common stock is on a one-for-one basis, and both are allocated net income on a per share basis equal to the common stock. Accordingly, any exchange would not have any effect on diluted net income available to common stockholders per share. The Company considered the requirements of the two-class method when computing earnings per share and determined that there would be no difference in its reported results if that method was utilized.

## **Debt Issuance Costs**

Debt issuance costs include amounts paid to lenders and other third parties to obtain both fixed term and revolving debt and are amortized to interest expense on a straight-line basis over the term of the related debt. Refer to Note 4 – “Credit Facility, Notes Payable and Derivative Instruments” for additional details.

## **Related Party Disclosures**

The Company enters into transactions with affiliated entities, or “related parties,” which are recorded as receivables or payables in the accompanying Consolidated Balance Sheets. Related party disclosures are governed by ASC Topic 850, “Related Party Disclosures.” Refer to Note 6 – “Related Party Transactions” for additional information regarding the Company’s related party transactions.

## **Stock-Based Compensation**

The Company grants LTIP Unit awards, including awards that vest over time and awards that vest based on achievement of specified performance criteria, to its employees and its independent directors. The Company accounts for all awards under ASC Topic 718, “Compensation-Stock Compensation”. Refer to Note 7 – “Stock Based Compensation” for additional details.

## **Depreciation and Amortization Expense**

Real estate and related assets are stated net of accumulated depreciation. Renovations, replacements and other expenditures that improve or extend the life of assets are capitalized and depreciated over their estimated useful lives. Expenditures for ordinary maintenance and repairs are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful life of the buildings, which are generally between 20 and 52 years, tenant improvements, which are generally between one and 19 years, and site improvements, which are generally between three and 15 years. Values assigned to in-place lease and leasing costs intangible assets are charged as amortization expense using the straight-line method over the remaining term of the respective leases.

## **Goodwill**

As of December 31, 2025 and 2024, the Company’s goodwill balance was \$5,903. Goodwill represents the excess of consideration paid over the fair value of underlying identifiable net assets of businesses acquired. The Company’s goodwill balance was derived from the management internalization transaction. Goodwill has an indefinite life and is not amortized, but is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset might be impaired. The Company’s policy is to perform its annual goodwill impairment evaluation as of the first day of the fourth quarter of its fiscal year. The Company has one reporting unit.

Goodwill is evaluated for impairment either under a qualitative assessment option or a quantitative approach depending on the facts and circumstances of the reporting unit, consideration of the excess of the reporting unit's fair value over its carrying amount in previous assessments and changes in business environment.

When performing a qualitative assessment, the Company considers factors including, but not limited to, current macroeconomic conditions, industry and market conditions, cost factors, financial performance and other events relevant to the entity or the reporting

unit to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. If the Company determines that it is more likely than not that the reporting unit's fair value is less than its carrying amount, a quantitative goodwill impairment test is performed.

When performing a quantitative goodwill impairment test, the reporting unit carrying value is compared to its fair value. Goodwill is deemed impaired if, and the impairment loss is recognized for the amount by which, the reporting unit carrying value exceeds its fair value.

Estimating the fair value of a reporting unit requires the exercise of significant judgment and assumptions including judgments about expected future cash flows, weighted-average cost of capital, discount rates and expected long-term growth rates. A significant change to these estimates and assumptions could cause the estimated fair values of our reporting unit to decline and increase the risk of an impairment charge to earnings.

The Company performed a qualitative analysis during the fourth quarter of the current fiscal year and determined that it was more likely than not that the fair value of the reporting unit was in excess of the reporting units carrying value, and as a result, a quantitative step one analysis was not necessary.

### **Unconsolidated Joint Venture**

In December 2024, the Company entered into an agreement to sell certain assets to a newly formed joint venture, GII Global Medical Holdings LLC (the "Joint Venture"), with the Company through its Operating Partnership and Heitman Global Real Estate REIT LLC ("Heitman") and their subsidiaries. The Company retained an ownership interest of 12.5% in the Joint Venture with Heitman retaining the remaining 87.5% interest.

The Company performed a qualitative analysis, including an evaluation of the Joint Venture's ability to finance its activities without additional subordinated financial support. The Company also considered which equity holder in the Joint Venture, if any, has the power to direct the activities most significant to the Joint Venture's economic performance, whether the equity holders as a group lack the characteristics of a controlling financial interest, and whether they have the obligation to absorb losses of the Joint Venture or the right to receive benefits from it that could be significant to the Joint Venture. Based on this analysis, the Company determined that the Joint Venture has sufficient equity investment at risk to finance its activities without additional subordinated financial support, and that the Joint Venture's equity holders are obligated to both absorb expected losses and receive expected returns.

The Company further concluded that the Joint Venture is structured with substantive voting rights, such that the decisions that most significantly affect the Joint Venture's economic outcome are made relative to the ownership interests of the equity holders. Therefore, the Company determined that the entity should be accounted for under the voting interest model.

Heitman, through its voting interest, controls the entity. Accordingly, the Company accounts for its interest in the Joint Venture using the equity method of accounting. Under the equity method, the Company initially recorded the investment at cost and subsequently adjusts the investment for the Company's share of the equity in earnings or losses, as well as for any cash contributions and distributions.

The Company's net equity investment in the unconsolidated Joint Venture is included in the "Investment in unconsolidated joint venture" line item on the Company's Consolidated Balance Sheets. The Company's share of net income or loss from the Joint Venture is included in the "Equity loss from unconsolidated joint venture" line item on the Company's Consolidated Statements of Operations. The Company uses the cumulative earnings approach to determine the cash flow presentation of distributions from the unconsolidated joint venture. Under this approach, distributions up to the amount of cumulative equity in earnings recognized are classified as cash inflows from operating activities, while distributions in excess of that amount are classified as cash inflows from investing activities. Refer to Note 3 – "Property Portfolio" for additional details regarding the Company's investment in the Joint Venture.

### **Impairment of Investment in Unconsolidated Joint Venture**

During the Company's ownership of properties that are held in the Joint Venture and accounted for under the equity method and considered unconsolidated entities, the Company recognizes an impairment loss when circumstances indicate that a decrease in the value of an equity method investment has occurred and that it is other than temporary. This determination requires significant judgment.

To assess whether the impairment loss is other than temporary, the Company considers its ability and intent to hold the investment until its carrying value is fully recovered. The Company evaluates the impairment of its investment in the unconsolidated Joint Venture in accordance with accounting standards for equity investments. First, the Company reviews the investment for indicators of impairment. If indicators are present, the Company estimates the fair value of the investment. If the carrying value of the investment exceeds the estimated fair value, the Company assesses whether the impairment is temporary or other than temporary.

In making this assessment, the Company considers the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the Joint Venture, and the Company's intent and ability to retain the interest long enough for a recovery in market value. If the Company concludes that the impairment is other than temporary, the investment is reduced to its estimated fair value.

### **Income Taxes**

The Company elected to be taxed as a REIT for U.S. federal income tax purposes commencing with its taxable year ended December 31, 2016. A REIT is generally not subject to U.S. federal income taxes if it can meet many specific requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to U.S. federal and state income tax on its taxable income at regular corporate tax rates, and the Company could not re-elect REIT status until the fifth calendar year after the year in which the failure occurred. Even if the Company continues to qualify as a REIT, it may be subject to certain state or local income taxes, and the Company's TRS will be subject to U.S. federal, state, and local taxes on its income at regular corporate rates. The Company recognizes the tax effects of uncertain tax positions only if the position is more likely than not to be sustained upon audit, based on the technical merits of the position. The Company has not identified any material uncertain tax positions and recognizes interest and penalties in income tax expense, if applicable. The Company is currently not under examination by any income tax jurisdiction.

### **Fair Value of Financial Instruments**

Fair value is a market-based measurement and should be determined based on the assumptions that market participants would use in pricing an asset or liability. In accordance with ASC Topic 820, the valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

- Level 1 - Inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets;
- Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument; and
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company considers the carrying values of cash and cash equivalents, escrow deposits, accounts and other receivables, and accounts payable and accrued expenses to approximate the fair value for these financial instruments because of the short period of time since origination or the short period of time between origination of the instruments and their expected realization. Due to the short-term nature of these instruments, Level 1 and Level 2 inputs are utilized to estimate the fair value of these financial instruments. The Company considers the carrying value of its debt to approximate fair value. The fair values determined related to the Company's interest rate swap transactions utilize Level 2 inputs, since there is heavy reliance on a variety of inputs including contractual terms, interest rate curves, yield curves, measure of volatility, and correlations of such inputs. The fair values determined related to the Company's acquisitions of real estate where the identification and recording of intangible assets and liabilities is required primarily utilize Level 2 inputs since there is heavy reliance on market observable data such as rent comparables, sales comparables, and broker indications. Although some Level 3 inputs are utilized, they are minor in comparison to the Level 2 data used for the primary assumptions as it relates to acquisitions of real estate.

### **Segment Reporting**

In December 2024, the Company adopted ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." ASU No. 2023-07 does not change how a public entity identifies its operating segments, aggregates them or applies the quantitative thresholds to determine its reportable segments and all disclosures required under ASC Topic 280, "Segment Reporting" continue to be required. ASC Topic 280 establishes standards for reporting financial and descriptive information about a public entity's reportable segments. The Company adopted ASU 2023-07 for its fiscal year 2024 annual financial statements and interim financial statements thereafter and has applied this standard retrospectively for all periods presented. The Company's adoption of ASU No. 2023-07 did not have a material impact on its financial condition, results of operations or financial statement disclosures.

The Company acquires healthcare facilities and leases those facilities to physician groups and regional and national healthcare systems and derives its revenue primarily from the leasing of those facilities. The Company operates and manages its business as one

reportable operating segment. Resources are allocated and financial performance is assessed by the Company's Chief Executive Officer, its chief operating decision maker, or the CODM. The CODM is provided with and reviews total consolidated assets and consolidated net income or loss and uses this information to assess the performance of the Company's portfolio and makes operating decisions accordingly. There are no significant segment operating expenses that require disclosure other than the expense categories on the Company's Consolidated Statements of Operations.

### **New Accounting Pronouncements**

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* (“ASU 2024-03”), to address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. ASU 2024-03 requires public companies to provide disaggregated disclosure in tabular format in the notes to financial statements of specific expenses, including but not limited to: (i) employee compensation, (ii) depreciation, and (iii) intangible asset amortization. In January 2025, the FASB issued ASU No. 2025-01, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date*, which clarifies that the amendments in ASU 2024-03 are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. The Company is evaluating the impact these ASUs will have on its disclosures.

### **Note 3 – Property Portfolio**

#### **Summary of Properties Acquired and Sold During the Year Ended December 31, 2025**

During the year ended December 31, 2025, the Company completed the acquisition of a five-property portfolio of medical real estate. For this acquisition, substantially all of the fair value was concentrated in a single identifiable asset or group of similar identifiable assets and, therefore, this acquisition represented an asset acquisition. Accordingly, \$1.0 million of transaction costs for this acquisition were capitalized.

During the year ended December 31, 2025, the Company completed seven dispositions for approximately \$23.0 million, realizing an aggregate net gain of approximately \$1.5 million. In addition, we recognized impairment losses on the sold assets of \$13.0 million.

A rollforward of the gross investment in land, building, improvements, and acquired lease intangible assets as of December 31, 2025 is as follows:

|  | <u>Land</u> | <u>Building</u> | <u>Site<br/>Improvements</u> | <u>Tenant<br/>Improvements</u> | <u>Acquired Lease<br/>Intangible Assets</u> | <u>Gross Investment in<br/>Real Estate</u> |
|--|-------------|-----------------|------------------------------|--------------------------------|---|--|
| Balances as of December 31, 2024                   | \$ 174,300  | \$ 1,044,019    | \$ 23,973                    | \$ 69,679                      | \$ 138,945                                  | \$ 1,450,916                               |
| Facility Acquired – Date Acquired:                 |             |                 |                              |                                |   |  |
| Carondelet - 2/7/25                                | —           | 13,327          | —                            | 1,274                          | 1,725                                       | 16,326                                     |
| Silverbell - 2/7/25                                | —           | 8,482           | —                            | 973                            | 1,368                                       | 10,823                                     |
| Slippery Rock - 2/7/25                             | —           | 3,511           | 455                          | 593                            | 572   | 5,131                                      |
| Clive - 4/1/25                                     | —           | 11,400          | 507                          | 1,595                          | 2,218                                       | 15,720                                     |
| Des Moines - 4/1/25                                | —           | 18,917          | 182                          | 3,289                          | 3,519                                       | 25,907                                     |
| Capitalized costs <sup>(1)</sup>                   | —           | 5,927           | 1,226                        | 5,008                          | —   | 12,161                                     |
| Total Additions:                                   | —           | 61,564          | 2,370                        | 12,732                         | 9,402                                       | 86,068                                     |
| Facility Sold – Date Sold:                         |             |                 |                              |                                |   |  |
| Derby - 2/18/25                                    | (146)       | (1,250)         | (118)                        | (73)                           | (372)                                       | (1,959)                                    |
| Coos Bay - 3/19/25                                 | (861)       | (5,096)         | (56)                         | (49)                           | (410)                                       | (6,472)                                    |
| Chipley - 4/30/25                                  | (170)       | (875)           | (34)                         | (111)                          | (189)                                       | (1,379)                                    |
| 2999 Germantown - 8/7/25                           | (253)       | (1,593)         | —                            | —                              | —   | (1,846)                                    |
| Aurora - 9/4/25                                    | (339)       | (2,345)         | (308)                        | (603)                          | (2,680)                                     | (6,275)                                    |
| Memphis Exeter - 11/4/25                           | (232)       | (1,912)         | —                            | —                              | —   | (2,144)                                    |
| Melbourne - 12/30/25                               | (1,200)     | (8,556)         | (86)                         | (1,178)                        | (123)                                       | (11,143)                                   |
| Total Dispositions:                                | (3,201)     | (21,627)        | (602)                        | (2,014)                        | (3,774)                                     | (31,218)                                   |
| Impairment of investment properties <sup>(2)</sup> | (1,182)     | (11,832)        | —                            | —                              | —   | (13,014)                                   |
| Balances as of December 31, 2025                   | \$ 169,917  | \$ 1,072,124    | \$ 25,741                    | \$ 80,397                      | \$ 144,573                                  | \$ 1,492,752                               |

<sup>(1)</sup> Represents capital projects that were completed and placed in service during the year ended December 31, 2025 related to the Company's existing facilities.

<sup>(2)</sup> In August 2025, the Company entered into an agreement to sell its facility located in Aurora, Illinois, and recognized an impairment loss of \$6.3 million to reduce the carrying value of the asset to its estimated fair value. The fair value was determined based on the contractual sales price, less commissions and fees, and the sale was completed in September 2025. In December 2025, the Company entered into an agreement to sell its facility located in Melbourne, Florida, and recognized an impairment loss of \$6.7 million to reduce the carrying value of the asset to its estimated fair value. The fair value was determined based on the contractual sales price, less commissions and fees, and the sale was completed in December 2025.

Depreciation expense was \$44,025, \$40,427, and \$41,266 for the years ended December 31, 2025, 2024, and 2023, respectively.

As of December 31, 2025, the Company had aggregate capital improvement commitments and obligations to improve, expand, and maintain the Company's existing facilities of approximately \$25.7 million. Many of these amounts are subject to contingencies that make it difficult to predict when they will be expended, if at all. In accordance with the terms of the Company's leases, capital improvement obligations in the next twelve months are expected to total approximately \$12.6 million.

#### Summary of Properties Acquired and Sold During the Year Ended December 31, 2024

During the year ended December 31, 2024, the Company completed the acquisition of a 15-property portfolio. For this acquisition, substantially all of the fair value was concentrated in a single identifiable asset or group of similar identifiable assets and, therefore, this acquisition represents an asset acquisition. Accordingly, transaction costs for this acquisition were capitalized.

During the year ended December 31, 2024, the Company completed seven dispositions. In June 2024, the Company sold an in-patient rehabilitation facility located in Mishawaka, Indiana receiving gross proceeds of \$8.1 million, resulting in a loss of \$3.4 million. In July 2024, the Company sold a medical office building located in Panama City, Florida receiving gross proceeds of \$11.0 million, resulting in a gain of \$1.7 million. In September 2024, the Company sold a medical office building located in Panama City Beach, Florida receiving gross proceeds of \$1.1 million, resulting in a gain of \$0.1 million. In December 2024, the Company sold two medical office buildings located in Carson City, Nevada receiving gross proceeds of \$1.0 million, resulting in a loss of \$2.4 million. In December

2024, the Company sold three medical office buildings located in Ellijay, Georgia receiving gross proceeds of \$4.3 million, resulting in a gain of \$0.7 million. In December 2024, in connection with the formation of the Joint Venture, the Company sold two assets to the Joint Venture consisting of a medical office building located in High Point, North Carolina receiving gross proceeds of \$28.0 million resulting in gain of \$6.2 million and a medical office building located in Fort Worth, Texas receiving gross proceeds of \$7.2 million, resulting in a gain of \$1.3 million.

A rollforward of the gross investment in land, building, improvements, and acquired lease intangible assets as of December 31, 2024 is as follows:

|  | <u>Land</u>       | <u>Building</u>     | <u>Site<br/>Improvements</u> | <u>Tenant<br/>Improvements</u> | <u>Acquired Lease<br/>Intangible Assets</u> | <u>Gross Investment in<br/>Real Estate</u> |
|--|-------------------|---------------------|------------------------------|--------------------------------|---|--|
| Balances as of December 31, 2023                   | \$ 164,315        | \$ 1,035,705        | \$ 21,974                    | \$ 66,358                      | \$ 138,617                                  | \$ 1,426,969                               |
| Facility Acquired – Date Acquired:                 |                   |                     |                              |                                |   |  |
| Minot – 7/11/24                                    | 935               | 7,324               | 144                          | 103                            | 676   | 9,182                                      |
| Clinton – 7/11/24                                  | 938               | 4,829               | 188                          | 256                            | 657   | 6,868                                      |
| Westland – 7/11/24                                 | 921               | 3,630               | 157                          | 99                             | 540   | 5,347                                      |
| Cerritos – 7/11/24                                 | 3,424             | 1,244               | 107                          | 106                            | 392   | 5,273                                      |
| Spartanburg – 7/11/24                              | 890               | 2,613               | 168                          | 390                            | 517   | 4,578                                      |
| Conway – 10/2/24                                   | 2,430             | 7,415               | 188                          | 372                            | 897   | 11,302                                     |
| Little Rock – 10/2/24                              | 1,449             | 6,579               | 164                          | 284                            | 741   | 9,217                                      |
| Russellville – 10/2/24                             | 1,086             | 4,022               | 218                          | 205                            | 491   | 6,022                                      |
| Sarasota – 10/2/24                                 | 643               | 4,133               | —                            | 548                            | 712   | 6,036                                      |
| Venice – 10/2/24                                   | 1,102             | 2,830               | 123                          | 187                            | 426   | 4,668                                      |
| Ruskin – 10/2/24                                   | 242               | 1,443               | 28                           | 45                             | 175   | 1,933                                      |
| 6807 Bradenton – 10/2/24                           | 1,225             | 626                 | 22                           | 68                             | 180   | 2,121                                      |
| 2101 Bradenton – 10/2/24                           | 967               | 1,372               | 52                           | 64                             | 235   | 2,690                                      |
| 2203 Bradenton – 10/2/24                           | 408               | 913                 | 35                           | 37                             | 132   | 1,525                                      |
| 6002 Bradenton – 10/2/24                           | 1,679             | 2,985               | 112                          | 190                            | 463   | 5,429                                      |
| Capitalized costs <sup>(1)</sup>                   | —                 | 5,494               | 1,481                        | 4,828                          | —   | 11,803                                     |
| Total Additions:                                   | <u>18,339</u>     | <u>57,452</u>       | <u>3,187</u>                 | <u>7,782</u>                   | <u>7,234</u>                                | <u>93,994</u>                              |
| Facility Sold – Date Sold:                         |                   |                     |                              |                                |   |  |
| Mishawaka – 6/27/24                                | (1,924)           | (10,084)            | (75)                         | (1,798)                        | (2,223)                                     | (16,104)                                   |
| Panama City – 7/12/24                              | (1,117)           | (7,201)             | (165)                        | (841)                          | (1,141)                                     | (10,465)                                   |
| Panama City Beach – 9/19/24                        | (272)             | (606)               | (21)                         | (84)                           | (149)                                       | (1,132)                                    |
| Carson City – 12/6/2024                            | (760)             | (3,268)             | —                            | —                              | —   | (4,028)                                    |
| Ellijay – 12/17/2024                               | (777)             | (2,929)             | (136)                        | (408)                          | (870)                                       | (5,120)                                    |
| High Point – 12/20/2024 <sup>(2)</sup>             | (1,749)           | (20,417)            | (504)                        | (869)                          | (1,656)                                     | (25,195)                                   |
| Fort Worth – 12/20/2024 <sup>(2)</sup>             | (1,487)           | (3,333)             | (251)                        | (445)                          | (787)                                       | (6,303)                                    |
| Total Dispositions:                                | <u>(8,086)</u>    | <u>(47,838)</u>     | <u>(1,152)</u>               | <u>(4,445)</u>                 | <u>(6,826)</u>                              | <u>(68,347)</u>                            |
| Impairment of investment properties <sup>(3)</sup> | <u>(268)</u>      | <u>(1,300)</u>      | <u>(36)</u>                  | <u>(16)</u>                    | <u>(80)</u>                                 | <u>(1,700)</u>                             |
| Balances as of December 31, 2024                   | <u>\$ 174,300</u> | <u>\$ 1,044,019</u> | <u>\$ 23,973</u>             | <u>\$ 69,679</u>               | <u>\$ 138,945</u>                           | <u>\$ 1,450,916</u>                        |

<sup>(1)</sup> Represents capital projects that were completed and placed in service during the year ended December 31, 2024 related to the Company's existing facilities.

<sup>(2)</sup> These two facilities were sold to the Joint Venture in connection with its formation.

<sup>(3)</sup> In December 2024, the Company entered into an agreement to sell its facility located in Derby, Kansas. The Company recognized an impairment loss of \$1.7 million during the year ended December 31, 2024 to reduce the carrying value of the asset to its fair value. The fair value was determined to be the contractual sales price less commissions and fees.

## Lease Intangible Assets and Liabilities

The following is a summary of the carrying amount of lease intangible assets and liabilities:

|                     | As of December 31, 2025 |                          |                  |
|---------------------|-------------------------|--------------------------|------------------|
|                     | Cost                    | Accumulated Amortization | Net              |
| <b>Assets</b>       |                         |                          |                  |
| In-place leases     | \$ 82,590               | \$ (58,294)              | \$ 24,296        |
| Above market leases | 24,024                  | (15,258)                 | 8,766            |
| Leasing costs       | 37,959                  | (25,017)                 | 12,942           |
|                     | <u>\$ 144,573</u>       | <u>\$ (98,569)</u>       | <u>\$ 46,004</u> |
| <b>Liability</b>    |                         |                          |                  |
| Below market leases | \$ 17,335               | \$ (12,391)              | \$ 4,944         |
| <br>                |                         |                          |                  |
|                     | As of December 31, 2024 |                          |                  |
|                     | Cost                    | Accumulated Amortization | Net              |
| <b>Assets</b>       |                         |                          |                  |
| In-place leases     | \$ 77,698               | \$ (50,714)              | \$ 26,984        |
| Above market leases | 24,599                  | (13,201)                 | 11,398           |
| Leasing costs       | 36,648                  | (21,326)                 | 15,322           |
|                     | <u>\$ 138,945</u>       | <u>\$ (85,241)</u>       | <u>\$ 53,704</u> |
| <b>Liability</b>    |                         |                          |                  |
| Below market leases | \$ 14,073               | \$ (10,137)              | \$ 3,936         |

The following is a summary of the acquired lease intangible amortization:

|   | Year Ended December 31, |            |            |
|---|-------------------------|------------|------------|
|   | 2025                    | 2024       | 2023       |
| Amortization expense related to in-place leases           | \$ 9,568                | \$ 9,942   | \$ 11,612  |
| Amortization expense related to leasing costs             | \$ 4,449                | \$ 4,544   | \$ 5,079   |
| Decrease in rental revenue related to above market leases | \$ 2,918                | \$ 3,180   | \$ 3,384   |
| Increase in rental revenue related to below market leases | \$ (2,271)              | \$ (2,009) | \$ (2,332) |

As of December 31, 2025, scheduled future aggregate net amortization of the acquired lease intangible assets and liabilities for each year ended December 31 is listed below:

|            | Net Decrease in Revenue | Net Increase in Expense |
|------------|-------------------------|-------------------------|
| 2026       | \$ (477)                | \$ 12,830               |
| 2027       | (471)                   | 9,408                   |
| 2028       | (779)                   | 6,695                   |
| 2029       | (831)                   | 4,196                   |
| 2030       | (648)                   | 1,785                   |
| Thereafter | (615)                   | 2,324                   |
| Total      | <u>\$ (3,821)</u>       | <u>\$ 37,238</u>        |

For the year ended December 31, 2025, the weighted average amortization period for asset lease intangibles and liability lease intangibles are 2.8 years and 2.3 years, respectively.

## Investment in Unconsolidated Joint Venture

As of December 31, 2025, the Company had one investment in an unconsolidated Joint Venture, which as of December 31, 2025 held investments in two properties located in North Carolina and Texas. The Company retains a 12.5% interest in the Joint Venture. The Company's maximum exposure related to the Joint Venture is limited to the amount of its investment. The Joint Venture had total

debt outstanding of \$17.6 million as of December 31, 2025, all of which was non-recourse to the Company. For the year ended December 31, 2025, the Company recognized a loss of \$150 from its equity interest in the net loss of the Joint Venture.

#### Note 4 – Credit Facility, Notes Payable and Derivative Instruments

##### Credit Facility

On October 8, 2025, the Operating Partnership, as borrower, and certain of its subsidiaries entered into an amended and restated \$900 million unsecured syndicated credit facility with JPMorgan Chase Bank, N.A. as administrative agent (the “Credit Facility”). The Credit Facility consists of (i) \$500 million of term loans, which include (a) a \$350 million loan that is comprised of three term loans as follows: a \$100 million term loan maturing in October 2029 (“Term Loan A-1”); a \$100 million term loan maturing in October 2030 (“Term Loan A-2”); and a \$150 million term loan maturing in April 2031 (“Term Loan A-3,” collectively the “Term Loan A Tranches”); and (b) a \$150 million term loan maturing in February 2028 (“Term Loan B”), and (ii) a \$400 million revolver maturing in October 2029 with two, six-month extension options available at the Company’s election (the “Revolver”). The Credit Facility also includes a \$500 million accordion feature. Interest rates on amounts outstanding under the Credit Facility equal the term SOFR plus a borrowing spread based on the current pricing grid in the Credit Facility.

The Operating Partnership is subject to a number of financial covenants under the Credit Facility, including, among other things, the following as of the end of each fiscal quarter, (i) a maximum consolidated unsecured leverage ratio of less than 60%, (ii) a maximum consolidated secured leverage ratio of less than 30%, (iii) a maximum consolidated secured recourse leverage ratio of less than 10%, (iv) a minimum fixed charge coverage ratio of 1.50:1.00, (v) a minimum unsecured interest coverage ratio of 1.50:1.00, (vi) a maximum consolidated leverage ratio of less than 60%, and (vii) a minimum net worth of \$595.6 million plus 75% of all net proceeds raised through equity offerings subsequent to June 30, 2025. As of December 31, 2025, management believed it complied with all of the financial and non-financial covenants contained in the Credit Facility.

The Company has entered into interest rate swaps to hedge its interest rate risk on the Term Loan A Tranches and Term Loan B through their respective maturities. For additional information see the “Derivative Instruments - Interest Rate Swaps” section herein.

During the year ended December 31, 2025, the Company borrowed \$138,300 under the Credit Facility and repaid \$111,725, for a net amount borrowed of \$26,575. During the year ended December 31, 2024, the Company borrowed \$143,800 under the Credit Facility and repaid \$99,600, for a net amount borrowed of \$44,200. Interest expense incurred on the Credit Facility was \$28,193, \$25,628, and \$25,868 for the years ended December 31, 2025, 2024, and 2023, respectively.

As of December 2025 and 2024, the Company had the following outstanding borrowings under the Credit Facility:

|                                       | December 31, 2025 | December 31, 2024 |
|---------------------------------------|-------------------|-------------------|
| Revolver                              | \$ 163,175        | \$ 136,600        |
| Term Loan A Tranches <sup>(1)</sup>   | 350,000           | 350,000           |
| Term Loan B                           | 150,000           | 150,000           |
| Credit Facility, gross                | 663,175           | 636,600           |
| Less: Unamortized debt issuance costs | (10,476)          | (4,868)           |
| Credit Facility, net                  | <u>\$ 652,699</u> | <u>\$ 631,732</u> |

<sup>(1)</sup> The balance as of December 31, 2024 consisted of one term loan that was replaced by the Term Loan A tranches through the amended and restated Credit Facility on October 8, 2025.

Costs incurred related to the Credit Facility, net of accumulated amortization, are netted against the Company’s “Credit Facility, net of unamortized debt issuance costs” balance in the accompanying Consolidated Balance Sheets. During the year ended December 31, 2025, the Company paid \$8,580 related to amendments and modifications to the Credit Facility, and no such costs were incurred during the year ended December 31, 2024. Amortization expense incurred was \$2,972, \$2,198, and \$2,199 for the years ended December 31, 2025, 2024, and 2023, respectively, and is included in the “Interest Expense” line item in the accompanying Consolidated Statements of Operations.

## Notes Payable, Net of Debt Issuance Costs

The Company, through certain of its wholly owned subsidiaries, entered into or assumed loans in connection with the acquisitions of the Rosedale and Toledo facilities. As of December 31, 2025 and 2024, the Company had the following outstanding borrowings under these loans:

|                                 | December 31, 2025 | December 31, 2024 |
|---------------------------------|-------------------|-------------------|
| Rosedale loan <sup>(1)</sup>    | \$ —              | \$ 13,158         |
| Toledo loan <sup>(2)</sup>      | 1,153             | 1,263             |
| Notes payable, gross            | 1,153             | 14,421            |
| Unamortized debt issuance costs | —                 | (22)              |
| Notes payable, net              | <u>\$ 1,153</u>   | <u>\$ 14,399</u>  |

<sup>(1)</sup> The Rosedale loan had an annual interest rate of 3.85% and matured on July 31, 2025.

<sup>(2)</sup> The Toledo loan has an annual interest rate of 5.0% and matures on July 30, 2033.

Amortization expense incurred related to the debt issuance costs on these loans was \$22, \$44, and \$146, for the years ended December 31, 2025, 2024, and 2023, respectively, and is included in the “Interest Expense” line item in the accompanying Consolidated Statements of Operations. Additionally, in connection with the Cantor Loan defeasance \$240 of unamortized debt issuance costs were written off during the year ended December 31, 2023, and included as a component of the “Loss on Extinguishment of Debt” line item in the accompanying Consolidated Statements of Operations.

On March 31, 2016, the Company entered into a \$32,097 CMBS loan (the “Cantor Loan”). On December 6, 2023, the Company defeased the Cantor Loan in accordance with the provisions of the underlying loan agreement. The defeasance resulted in a total payment of \$31,525 during the year ended December 31, 2023, which consisted of the payment of the outstanding principal balance on December 6, 2023 of \$30,897 and transaction costs of \$628. The transaction costs are included as a component of the “Loss on Extinguishment of Debt” line item in the accompanying Consolidated Statements of Operations. The total loss on extinguishment of debt during the year ended December 31, 2023, resulting from the defeasance was \$868.

The Company made principal payments of \$13,268 and \$11,544 during the years ended December 31, 2025 and 2024, respectively. Interest expense incurred on these loans was \$365, \$819, and \$2,680 for the years ended December 31, 2025, 2024, and 2023, respectively.

As of December 31, 2025, scheduled principal payments due for each year ended December 31 were as follows:

|            |                 |
|------------|-----------------|
| 2026       | \$ 117          |
| 2027       | 124             |
| 2028       | 131             |
| 2029       | 139             |
| 2030       | 147             |
| Thereafter | 495             |
| Total      | <u>\$ 1,153</u> |

## Derivative Instruments - Interest Rate Swaps

As of December 31, 2025, the Company had nine interest rate swaps that are used to manage its interest rate risk by fixing the SOFR component of its term loans through their maturities. Five of the Company’s interest rate swaps related to a term loan that was in place prior to the entry into the third amended and restated Credit Facility on October 8, 2025, with a combined notional value of \$350 million. These five interest rate swaps remain in place and fix the SOFR component on that term loan through April 2026 at 1.36%. That term loan was replaced by the Term Loan A Tranches under the third amended and restated Credit Facility. Four of the Company’s interest rate swaps related to Term Loan B with a combined notional value of \$150 million that fix the SOFR component on Term Loan B through January 2028 at 2.54%. In addition, the Company entered into seven forward starting interest rate swaps on October 7, 2025, with a combined notional value of \$350 million that will be effective upon the April 2026 maturity of the existing five interest rate swaps discussed above. These forward starting interest rate swaps fully hedge the SOFR component of the Term Loan A Tranches through their respective maturities.

The Company records the swaps either as an asset or a liability measured at its fair value at each reporting period. When hedge accounting is applied, the change in the fair value of derivatives designated and that qualify as cash flow hedges is (i) recorded in accumulated other comprehensive income in the equity section of the Company's Consolidated Balance Sheets and (ii) subsequently reclassified into earnings as interest expense for the period that the hedged forecasted transactions affect earnings. If specific hedge accounting criteria are not met, changes in the Company's derivative instruments' fair value are recognized currently as an adjustment to net income. As of December 31, 2025 and 2024, all of the Company's swaps met the criteria for hedge accounting.

The Company's interest rate swaps are not traded on an exchange. The Company's interest rate swaps are recorded at fair value based on a variety of observable inputs including contractual terms, interest rate curves, yield curves, measure of volatility, and correlations of such inputs. The Company measures its derivatives at fair value on a recurring basis based on the expected size of future cash flows on a discounted basis and incorporates a measure of non-performance risk. The fair values are based on Level 2 inputs within the framework of ASC Topic 820. The Company considers its own credit risk, as well as the credit risk of its counterparties, when evaluating the fair value of its derivative instruments.

The fair value of the Company's interest rate swaps was an asset of \$6,102 and \$18,613 as of December 31, 2025 and 2024, respectively. The balances are included in the "Derivative Assets" line item on the Company's Consolidated Balance Sheets as of December 31, 2025 and 2024, respectively.

The table below details the components of the amounts presented on the accompanying Consolidated Statements of Comprehensive Income recognized on the Company's interest rate swap agreements designated as cash flow hedges:

|   | Year Ended December 31, |                 |                 |
|---|-------------------------|-----------------|-----------------|
|   | 2025                    | 2024            | 2023            |
| Amount of gain recognized in other comprehensive loss   | \$ (308)                | \$ (10,683)     | \$ (6,056)      |
| Amount of gain reclassified from accumulated other comprehensive income into interest expense | 12,819                  | 17,195          | 15,605          |
| Total change in accumulated other comprehensive income  | <u>\$ 12,511</u>        | <u>\$ 6,512</u> | <u>\$ 9,549</u> |

During the next twelve months, the Company estimates that an additional \$3,822 will be reclassified as a decrease to interest expense. Additionally, during the years ended December 31, 2025, 2024, and 2023, the Company recorded total interest expense in its Consolidated Statements of Operations of \$31,754, \$28,689, and \$30,893, respectively.

### Weighted-Average Interest Rate and Term

The weighted average interest rate and term of the Company's debt was 3.74% and 4.1 years, respectively, at December 31, 2025, compared to 3.75% and 2.0 years, respectively, as of December 31, 2024.

### Note 5 –Equity

#### Preferred Stock

On November 20, 2025, the Company sold 2,050,000 shares of its Series B Cumulative Redeemable Preferred Stock, \$0.001 par value per share, with a liquidation preference of \$25 per share, inclusive of 50,000 shares issued in connection with the underwriters' exercise of their over-allotment option. The Company may, at its option, redeem the Series B Preferred Stock for cash in whole or in part, from time to time, at any time on or after November 20, 2030, at a cash redemption price of \$25 per share, plus accrued and unpaid dividends. The Series B Preferred Stock generally has no voting rights, except for limited voting rights if the Company fails to pay dividends for six quarterly periods and on certain fundamental matters that may affect the preference or special rights of the Series B Preferred Stock. The issuance resulted in aggregate gross proceeds of \$51.3 million. After deducting underwriting discounts and advisory fees of \$1.6 million, and expenses paid by the Company that were directly attributable to the offering of \$0.5 million (which are both treated as a reduction of the "Preferred Stock" balance on the accompanying Consolidated Balance Sheets), the Company's Series B preferred stock balance as of December 31, 2025 was \$49.1 million. The net proceeds received from the transaction were primarily used to repay borrowings on the Company's Revolving Credit Facility. The Company assessed the characteristics of the Series B Preferred Stock in accordance with the provisions of ASC Topic 480 – "Distinguishing Liabilities from Equity," and concluded that the Series B Preferred Stock is classified as permanent equity.

The Company's charter authorizes the issuance of 10,000,000 shares of preferred stock, par value \$0.001 per share. As of December 31, 2025 and 2024, there were 3,105,000 shares of Series A Cumulative Redeemable Preferred Stock ("Series A Preferred Stock"), issued and outstanding, and 2,050,000 shares of Series B Cumulative Redeemable Preferred Stock ("Series B Preferred Stock"), issued and outstanding. Each of the Series A Preferred Stock and Series B Preferred Stock has a liquidation preference of \$25 per share.

Series A Preferred stock dividend activity for the years ended December 31, 2025 and 2024 is summarized in the following table:

| <u>Date Announced</u> | <u>Record Date</u> | <u>Applicable Quarter</u> | <u>Payment Date</u> | <u>Quarterly Dividend</u> | <u>Dividends per Share</u> |
|-----------------------|--------------------|---------------------------|---------------------|---------------------------|----------------------------|
| December 12, 2023     | January 15, 2024   | Q4 2023                   | January 31, 2024    | \$ 1,455                  | \$ 0.46875                 |
| March 7, 2024         | April 15, 2024     | Q1 2024                   | April 30, 2024      | \$ 1,455                  | \$ 0.46875                 |
| June 6, 2024          | July 15, 2024      | Q2 2024                   | July 31, 2024       | \$ 1,455                  | \$ 0.46875                 |
| September 5, 2024     | October 15, 2024   | Q3 2024                   | October 31, 2024    | \$ 1,455                  | \$ 0.46875                 |
| December 4, 2024      | January 15, 2025   | Q4 2024                   | January 31, 2025    | \$ 1,455                  | \$ 0.46875                 |
| February 27, 2025     | April 15, 2025     | Q1 2025                   | April 30, 2025      | \$ 1,455                  | \$ 0.46875                 |
| May 28, 2025          | July 15, 2025      | Q2 2025                   | July 31, 2025       | \$ 1,455                  | \$ 0.46875                 |
| September 3, 2025     | October 15, 2025   | Q3 2025                   | October 31, 2025    | \$ 1,455                  | \$ 0.46875                 |
| December 4, 2025      | January 15, 2026   | Q4 2025                   | February 2, 2026    | \$ 1,455 <sup>(1)</sup>   | \$ 0.46875                 |

<sup>(1)</sup> Two months of this amount, equal to \$970, was accrued at December 31, 2025.

The holders of the Series A Preferred Stock are entitled to receive dividend payments only when, as and if declared by the Board (or a duly authorized committee of the Board). The Series A Preferred Stock dividends will accrue or be payable in cash from the original issue date, on a cumulative basis, quarterly in arrears on each dividend payment date at a fixed rate per annum equal to 7.50% of the liquidation preference of \$25.00 per share (equivalent to \$1.875 per share on an annual basis). Dividends on the Series A Preferred Stock are cumulative and accrue whether or not (i) funds are legally available for the payment of those dividends, (ii) the Company has earnings or (iii) those dividends are declared by the Board. The Series A Preferred Stock may be partially or fully redeemed by the Company. The quarterly dividend payment dates on the Series A Preferred Stock are January 31, April 30, July 31 and October 31 of each year. During each of the years ended December 31, 2025 and 2024, the Company paid preferred dividends of \$5,822.

Series B Preferred stock dividend activity for the year ended December 31, 2025 is summarized in the following table:

| <u>Date Announced</u> | <u>Record Date</u> | <u>Applicable Quarter</u> | <u>Payment Date</u> | <u>Quarterly Dividend</u> | <u>Dividends per Share</u> |
|-----------------------|--------------------|---------------------------|---------------------|---------------------------|----------------------------|
| December 4, 2025      | January 15, 2026   | Q4 2025                   | February 2, 2026    | \$ 795 <sup>(1)</sup>     | \$ 0.38800                 |

<sup>(1)</sup> Consists of the initial, pro-rata dividend for the period from original issuance on November 20, 2025, through January 30, 2026. Had the Series B Preferred Stock been outstanding for a full quarter, the amount of the quarterly dividend per share would have been \$0.50. A portion of this amount, equal to \$458, was accrued at December 31, 2025.

The holders of the Series B Preferred Stock are entitled to receive dividend payments only when, as and if declared by the Board (or a duly authorized committee of the Board). The Series B Preferred Stock dividends will accrue or be payable in cash from the original issue date, on a cumulative basis, quarterly in arrears on each dividend payment date at a fixed rate per annum equal to 8.00% of the liquidation preference of \$25.00 per share (equivalent to \$2.00 per share on an annual basis). Dividends on the Series B Preferred Stock are cumulative and accrue whether or not (i) funds are legally available for the payment of those dividends, (ii) the Company has earnings or (iii) those dividends are declared by the Board. The Series B Preferred Stock may be partially or fully redeemed by the Company beginning in November 2030. The quarterly dividend payment dates on the Series B Preferred Stock are January 31, April 30, July 31 and October 31 of each year.

## Common Stock

After the impact of the Reverse Stock Split, the Company has 100,000,000 authorized shares of common stock, \$0.001 par value. And as of December 31, 2025 and 2024, there were 13,234,830 and 13,374,245 outstanding shares of common stock, respectively, on a split-adjusted basis.

Common stock dividend activity for the years ended December 31, 2025 and 2024 is summarized in the following table:

| <u>Date Announced</u> | <u>Record Date</u> | <u>Applicable Quarter</u> | <u>Payment Date</u> | <u>Dividend Amount<sup>(1)</sup></u> | <u>Dividends per Share<sup>(2)</sup></u> |
|-----------------------|--------------------|---------------------------|---------------------|--------------------------------------|--|
| December 12, 2023     | December 27, 2023  | Q4 2023                   | January 9, 2024     | \$ 14,819                            | \$ 1.05                                  |
| March 7, 2024         | March 22, 2024     | Q1 2024                   | April 9, 2024       | \$ 14,901                            | \$ 1.05                                  |
| June 6, 2024          | June 21, 2024      | Q2 2024                   | July 9, 2024        | \$ 14,912                            | \$ 1.05                                  |
| September 5, 2024     | September 20, 2024 | Q3 2024                   | October 8, 2024     | \$ 15,109                            | \$ 1.05                                  |
| December 4, 2024      | December 20, 2024  | Q4 2024                   | January 8, 2025     | \$ 15,164                            | \$ 1.05                                  |
| February 27, 2025     | March 21, 2025     | Q1 2025                   | April 9, 2025       | \$ 15,234                            | \$ 1.05                                  |
| May 28, 2025          | June 20, 2025      | Q2 2025                   | July 9, 2025        | \$ 10,890                            | \$ 0.75                                  |
| September 3, 2025     | September 29, 2025 | Q3 2025                   | October 15, 2025    | \$ 10,914                            | \$ 0.75                                  |
| December 4, 2025      | December 19, 2025  | Q4 2025                   | January 9, 2026     | \$ 10,839                            | \$ 0.75                                  |

(1) Includes dividends on granted LTIP Units and OP Units issued to third parties.

(2) Dividend per Share amounts are shown on a split-adjusted basis.

During the years ended December 31, 2025 and 2024, the Company paid total dividends on its common stock, LTIP Units, and OP Units in the aggregate amount of \$52.3 million and \$59.9 million, respectively.

As of December 31, 2025 and 2024, the Company had accrued dividend balances of \$216 and \$386 for dividends payable on the aggregate annual and long-term LTIP Units that are subject to retroactive receipt of dividends on the amount of LTIP Units ultimately earned. During the year ended December 31, 2025, dividends accrued relating to these units decreased by \$65 and dividends paid related to these units were \$105. During the year ended December 31, 2024, \$168 of dividends were accrued and \$127 of dividends were paid related to these units.

The amount of the dividends paid to the Company's stockholders is determined by the Board and is dependent on a number of factors, including funds available for payment of dividends, the Company's financial condition and capital expenditure requirements except that, in accordance with the Company's organizational documents and Maryland law, the Company may not make dividend distributions that would: (i) cause it to be unable to pay its debts as they become due in the usual course of business; (ii) cause its total assets to be less than the sum of its total liabilities plus senior liquidation preferences; or (iii) jeopardize its ability to maintain its qualification as a REIT.

#### Capital Raising Activity

In January 2024, the Company and the Operating Partnership implemented a \$300 million "at-the-market" equity offering program, pursuant to which the Company may offer and sell (including through forward sales), from time to time, shares of its common stock (the "2024 ATM Program"). During the year ended December 31, 2025, no shares were sold under the 2024 ATM Program. During the year ended December 31, 2024, the Company generated gross proceeds of \$12.0 million through ATM equity issuances of 240,885 shares of the Company's common stock at a weighted average offering price of \$49.75 per share after adjusting to reflect the impact of the Reverse Stock Split.

#### Common Stock Repurchase Program

In August 2025, the Board approved a \$50 million common stock repurchase program (the "Stock Repurchase Program"). Under the Stock Repurchase Program, the Company may purchase up to \$50 million of its outstanding shares of common stock from time to time in the open market, including through block purchases, through privately negotiated transactions or pursuant to any Rule 10b5-1 trading plan, in accordance with applicable securities laws. The specific timing, price and size of purchases will depend on prevailing stock prices, general economic and market conditions and other considerations. The Stock Repurchase Program does not obligate the Company to repurchase any dollar amount or number of shares of its common stock and may be suspended or discontinued at any time. During the year ended December 31, 2025, the Company repurchased 175,634 shares of its common stock at a weighted average purchase price of \$34.16 per share and an aggregate purchase price of \$6.0 million.

### Reverse Stock Split

In August 2025, the Board approved the Reverse Stock Split. The Reverse Stock Split was completed on September 19, 2025. As a result of the Reverse Stock Split, on September 19, 2025, every five issued and outstanding shares of the Company's common stock was converted into one share of its common stock, with a proportionate reduction in the Company's (i) authorized shares of common stock from 500 million shares to 100 million shares, (ii) outstanding equity awards, (iii) number of shares remaining available for issuance under the Company's 2016 Equity Incentive Plan, as amended, and (iv) outstanding common units of the Operating Partnership. The par value of each share of the Company's common stock remained unchanged. Trading in the Company's common stock on a split adjusted basis began at the market open on September 22, 2025. The Reverse Stock Split reduced the number of shares outstanding on September 19, 2025 from 67,036,790 to 13,407,358, excluding fractional shares. All common share and unit and per common share and unit amounts in these condensed consolidated financial statements and notes thereto and applicable disclosures have been retrospectively adjusted for all periods presented to reflect the Reverse Stock Split. Additionally, for all previously reported periods the Company's Common Stock balance decreased by approximately 55,000 and Additional Paid-In Capital balance increased by the same amount, resulting in no change in the Company's total equity balances.

The Company's common stock continues to trade on the New York Stock Exchange but was assigned a new CUSIP number in connection with the Reverse Stock Split. No fractional shares were issued in connection with the Reverse Stock Split. Instead, each stockholder that otherwise would have received fractional shares received, in lieu of such fractional shares, cash in an amount based on the closing price of the Company's common stock on the New York Stock Exchange on September 19, 2025. The Reverse Stock Split resulted in approximately 60 fractional shares, for which cash payments totaling approximately two thousand dollars were paid in lieu of issuing such fractional shares. The two thousand dollars paid was treated as a reduction of the Company's Additional Paid-In Capital balance as of December 31, 2025. The Reverse Stock Split applied to all of the outstanding shares of the Company's common stock as of September 19, 2025, and therefore did not affect any stockholder's ownership percentage of shares of the Company's common stock, except for de minimis changes resulting from the payment of cash in lieu of fractional shares.

### **OP Units**

During the year ended December 31, 2025, the Operating Partnership did not issue any OP Units and redeemed 5,000 OP Units (adjusted to reflect the impact of the Reverse Stock Split). During the year ended December 31, 2024, the Operating Partnership did not issue or redeem any OP Units.

The OP Unit value at issuance and redemption is based on the Company's closing share price on the date of the respective transaction and is included as a component of noncontrolling interest equity in the Company's Consolidated Balance Sheets as of December 31, 2025 and 2024. The Company has sufficient shares of common stock authorized pursuant to its charter to cover the redemption of outstanding OP Units.

### **Note 6 –Related Party Transactions**

#### **Related Party Balances**

The due from related parties balance as of December 31, 2025 and 2024 was \$162 and \$270, respectively. These balances primarily consist of taxes paid on behalf of LTIP Unit and OP Unit holders that are reimbursable to the Company as well as funds owed to the Company from the Joint Venture for management fees earned by the Company. The Company had no amounts due to related parties as of December 31, 2025 and 2024.

### **Note 7 – Stock-Based Compensation**

#### **2016 Equity Incentive Plan**

The 2016 Equity Incentive Plan, as amended (the "Plan"), is intended to assist the Company and its affiliates in recruiting and retaining employees of the Company, members of the Board, executive officers of the Company, and individuals who provide services to the Company and its affiliates.

The Plan is intended to permit the grant of both qualified and non-qualified options and the grant of stock appreciation rights, restricted stock, unrestricted stock, awards of restricted stock units, performance awards and other equity-based awards (including LTIP

Units). Based on the grants outstanding as of December 31, 2025, there were 266,867 shares of common stock that remain available to be granted under the Plan. Units subject to awards under the Plan that are forfeited, cancelled, lapsed, or otherwise expired (excluding shares withheld to satisfy exercise prices or tax withholding obligations) are available for grant.

### Time-Based Grants

During the year ended December 31, 2025, the following LTIP Units were issued by the Company:

| Date              | Description  | Number of<br>Units Issued<br>(thousands) | Vesting Dates   |
|-------------------|--|--|---|
| February 26, 2025 | Final awards under the 2024 Annual Incentive Plan                      | 25                                       | 50% on February 26, 2025; and<br>50% on February 26, 2026                                       |
| February 26, 2025 | Time-based awards under the 2025 Long-Term Incentive Plan              | 41                                       | 100% on February 26, 2028   |
| May 14, 2025      | Annual awards to independent directors                                 | 12                                       | 100% on May 14, 2026  |
| June 23, 2025     | New Chief Executive Officer and President signing grant <sup>(1)</sup> | 32                                       | 100% on June 23, 2028   |
| October 1, 2025   | Discretionary grant  | 3  | 33.33% on October 1, 2026;<br>33.33% on October 1, 2027; and<br>33.33% on October 1, 2028       |
| December 17, 2025 | Discretionary grant  | 1  | 33.33% on December 17, 2026;<br>33.33% on December 17, 2027; and<br>33.33% on December 17, 2028 |

<sup>(1)</sup> Represents a one-time award of LTIP Units in connection with the appointment of the Company's new Chief Executive Officer and President, effective June 23, 2025. The number of LTIP Units was based on the volume-weighted average closing price (VWAP) of the Company's common stock reported on the New York Stock Exchange for the 20 trading days ending on the grant date.

During the year ended December 31, 2025, certain participants redeemed an aggregate of 31,270 vested LTIP Units for the Company's common stock, and none of the previously granted LTIP units were forfeited. A detail of the Company's outstanding time-based LTIP Units as of December 31, 2025 is as follows (in thousands):

|  |            |
|--|------------|
| Vested units                                   | 540        |
| Unvested units                                 | 162        |
| LTIP Units outstanding as of December 31, 2025 | <u>702</u> |

### Performance Based Awards

The Board has approved annual performance-based LTIP awards ("Annual Awards") and long-term performance-based LTIP awards ("Long-Term Awards" and together with the Annual Awards, "Performance Awards") to the executive officers and other employees of the Company. As described below, the Annual Awards have one-year performance periods and the Long-Term Awards have three-year performance periods. In addition to meeting specified performance metrics, vesting in the Performance Awards is subject to service requirements.

During the year ended December 31, 2025, two 2023 Long-Term Awards and seven 2024 Long-Term Awards were forfeited. A detail of the Performance Awards under the 2023, 2024 and 2025 programs as of December 31, 2025 is as follows (in thousands):

|   |     |
|---|-----|
| 2023 Long-Term Awards                                   | 29  |
| 2024 Long-Term Awards                                   | 39  |
| 2025 Annual Awards <sup>(1)</sup>                       | 36  |
| 2025 Long-Term Awards <sup>(2)</sup>                    | 33  |
| Total target Performance Awards as of December 31, 2025 | 137 |

<sup>(1)</sup> Approved by the Board on February 26, 2025, with the exception of five awards for the new Chief Executive Officer and President approved by the Board on June 20, 2025 with an award date of June 23, 2025. The number of target LTIP Units was based on the average closing price of the Company's common stock reported on the New York Stock Exchange over the 15 trading days preceding the award date.

<sup>(2)</sup> Approved by the Board on February 26, 2025. The number of target LTIP Units was based on the fair value of the Long-Term Awards as determined by an independent valuation consultant.

*Annual Awards.* The Annual Awards are subject to the terms and conditions of LTIP Annual Award Agreements ("LTIP Annual Award Agreements") between the Company and each grantee.

The Compensation Committee of the Board (the "Compensation Committee") and the Board established performance goals for the year ending December 31, 2025, as set forth in the 2025 LTIP Annual Award Agreements (the "Performance Goals") that will be used to determine the number of LTIP Units earned by each grantee. Cumulative stock-based compensation expense during the year ended December 31, 2025 reflects management's estimate of the probability of the number of these awards that will be earned. As soon as reasonably practicable following the end of the performance period, the Compensation Committee and the Board will determine the extent to which the Company has achieved each of the Performance Goals (expressed as a percentage) and, based on such determination, will calculate the number of LTIP Units that each grantee is entitled to receive. Each grantee may earn up to 150% of the number of his/her target LTIP Units. Any 2025 Annual Award LTIP Units that are not earned will be forfeited and cancelled.

*Vesting.* LTIP Units that are earned as of the end of the applicable performance period will vest in two installments as follows: 50% of the earned LTIP Units will become vested on the valuation date of the awards (which is expected to occur in February 2026) and 50% of the earned LTIP Units become vested on the one year anniversary of the initial vesting date. Vesting may be accelerated under certain circumstances such as a "change-in-control" transaction or a "qualified termination" event.

*Distributions.* Distributions equal to the dividends declared and paid by the Company will accrue during the applicable performance period on the estimated number of LTIP Units that the grantee could earn and will be paid with respect to all of the earned LTIP Units at the conclusion of the applicable performance period, in cash or by the issuance of additional LTIP Units at the discretion of the Compensation Committee.

*Long-Term Awards.* The Long-Term Awards are subject to the terms and conditions of their related LTIP Long-Term Award Agreements (collectively the "LTIP Long-Term Award Agreements") between the Company and each grantee. The number of LTIP Units that each grantee earns under the LTIP Long-Term Award Agreements will be determined following the conclusion of a three-year performance period based on the Company's (i) total stockholder return ("TSR"), which is determined based on a combination of appreciation in stock price and dividends paid during the performance period, and (ii) relative stockholder return ("RSR"), which is determined by comparing the Company's TSR with the TSRs of the companies that comprise the Dow Jones U.S. Real Estate Health Care Index (the "Index"). Each grantee may earn up to 200% of the number of target LTIP Units covered by the grantee's Long-Term Award. Any target LTIP Units that are not earned will be forfeited and cancelled. The number of LTIP Units earned under the Long-Term Awards will be determined as soon as reasonably practicable following the end of the applicable three-year performance period based on the Company's TSR on an absolute basis (as to 50% of the Long-Term Award) and RSR (as to 50% of the Long-Term Award).

*Vesting.* LTIP Units that are earned as of the end of the applicable three-year performance period will vest in two installments as follows; 50% of the earned LTIP Units will vest upon the day prior to the third anniversary of the respective grant dates and the remaining 50% will vest on the one year anniversary of the initial vesting date. Vesting may be accelerated under certain circumstances such as a "change-in-control" transaction or a "qualified termination" event.

*Distributions.* Pursuant to the LTIP Long-Term Award Agreements, distributions equal to the dividends declared and paid by the Company will accrue during the applicable performance period on the estimated number of LTIP Units that the grantee could earn

and will be paid with respect to all of the earned LTIP Units at the conclusion of the applicable performance period, in cash or by the issuance of additional LTIP Units at the discretion of the Compensation Committee.

### Stock-Based Compensation Expense

Compensation expense for LTIP Unit grants, Annual Awards, and Long-Term Awards is based on the grant date fair value of the units/awards, with no subsequent remeasurement required.

As the Long-Term Awards involve market-based performance conditions, the Company utilizes a Monte Carlo simulation to provide a grant date fair value for expense recognition. The Monte Carlo simulation is a generally accepted statistical technique used, in this instance, to simulate a range of possible future stock prices for the Company and the members of the Index over the Performance Periods. The purpose of this modeling is to use a probabilistic approach for estimating the fair value of the performance share award.

The assumptions used in the Monte Carlo simulation include beginning average stock price, valuation date stock price, expected volatilities, correlation coefficients, risk-free rate of interest, and expected dividend yield. The beginning average stock price is the beginning average stock price for the Company and each member of the Index for the 15 trading days leading up to the grant date of the Long-Term Award. The valuation date stock price is the closing stock price of the Company and each of the peer companies in the Index on the grant dates of the Long-Term Awards. The expected volatilities are modeled using the historical volatilities for the Company and the members of the Index. The correlation coefficients are calculated using the same data as the historical volatilities. The risk-free rate of interest is taken from the U.S. Treasury website and relates to the expected life of the remaining performance period on valuation or revaluation. Lastly, the dividend yield assumption is 0.0%, which is mathematically equivalent to reinvesting dividends in the issuing entity, which is part of the Company’s award agreement assumptions.

Below are details regarding certain of the assumptions for the Long-Term Awards using Monte Carlo simulations:

|                        | <u>2025 Long-Term<br/>Awards</u> | <u>2024 Long-Term<br/>Awards</u> | <u>2023 Long-Term<br/>Awards</u> |
|------------------------|----------------------------------|----------------------------------|----------------------------------|
| Fair value             | \$ 46.60                         | \$ 46.85                         | \$ 58.35                         |
| Target awards          | 33                               | 39                               | 29                               |
| Volatility             | 28.67 %                          | 28.12 %                          | 43.54 %                          |
| Risk-free rate         | 4.00 %                           | 4.38 %                           | 4.35 %                           |
| Dividend assumption    | reinvested                       | reinvested                       | reinvested                       |
| Expected term in years | 3                                | 3                                | 3                                |

The Company incurred stock compensation expense of \$4,496, \$5,102, and \$4,242, for the years ended December 31, 2025, 2024, and 2023, respectively, related to the grants awarded under the Plan. Compensation expense is included within “General and Administrative” expense in the Company’s Consolidated Statements of Operations.

As of December 31, 2025, total unamortized compensation expense related to these awards of approximately \$5.3 million is expected to be recognized over a weighted average remaining period of 1.5 years.

### Note 8 – Leases

The Company operates as both a lessor and a lessee. As a lessor, the Company is required under ASC Topic 842 to account for leases using an approach that is substantially similar to ASC Topic 840’s guidance for operating leases and other leases such as sales-type leases and direct financing leases. In addition, ASC Topic 842 requires lessors to capitalize and amortize only incremental direct leasing costs. As a lessee, the Company is required under the new standard to apply a dual approach, classifying leases, such as ground leases, as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase. This classification determines whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. ASC Topic 842 also requires lessees to record a right of use asset and a lease liability for all leases with an initial term of greater than a year regardless of their classification. The Company has also elected the practical expedient not to recognize right of use assets and lease liabilities for leases with a term of a year or less.

## Information as Lessor

To generate positive cash flow, as a lessor, the Company leases its facilities to tenants in exchange for fixed monthly payments that cover rent, property taxes, insurance and certain cost recoveries, primarily common area maintenance (“CAM”). The Company’s leases were determined to be operating leases and have a portfolio-average-lease-years remaining of approximately 10 years. Payments from the Company’s tenants for CAM are considered nonlease components that are separated from lease components and are generally accounted for in accordance with the revenue recognition standard. However, the Company qualified for and elected the practical expedient related to combining the components because the lease component is classified as an operating lease and the timing and pattern of transfer of CAM income, which is not the predominant component, is the same as the lease component, for all asset classes. As such, consideration for CAM is accounted for as part of the overall consideration in the lease. Payments from customers for property taxes and insurance are considered non-components of the lease and therefore no consideration is allocated to them because they do not transfer a good or service to the customer. Fixed contractual payments from the Company’s leases are recognized on a straight-line basis over the terms of the respective leases. This means that, with respect to a particular lease, actual amounts billed in accordance with the lease during any given period may be higher or lower than the amount of rental revenue recognized for the period. Straight-line rental revenue is commenced when the tenant assumes control of the leased premises. Accrued straight-line rents receivable represents the amount by which straight-line rental revenue exceeds rents currently billed in accordance with lease agreements.

Some of the Company’s leases are subject to annual changes in the Consumer Price Index (“CPI”). Although increases in CPI are not estimated as part of the Company’s measurement of straight-line rental revenue, for leases with base rent increases based on CPI, the amount of rent revenue recognized is adjusted in the period the changes in CPI are measured and effective. Additionally, some of the Company’s leases have extension options.

Initial direct costs, primarily commissions related to the leasing of our facilities, are capitalized when material as incurred. Capitalized leasing costs are amortized on a straight-line basis over the remaining useful life of the respective leases. All other costs to negotiate or arrange a lease are expensed as incurred.

Lease-related receivables, which include accounts receivable and accrued straight-line rents receivable, are reduced for credit losses, if applicable. The Company regularly evaluates the collectability of its lease-related receivables. The Company’s evaluation of collectability primarily consists of reviewing past due account balances and considering such factors as the credit quality of our tenant, historical trends of the tenant and changes in tenant payment terms. If the Company’s assumptions regarding the collectability of lease-related receivables prove incorrect, the Company could experience credit losses in excess of what was recognized in rental and other revenues.

The Company recognized \$147,682 and \$138,410 of rental revenue related to operating lease payments for the years ended December 31, 2025 and 2024, respectively. Of these amounts \$7,354 and \$7,737, respectively, relate to variable rental revenue.

The aggregate annual cash to be received by the Company on the noncancelable operating leases related to its portfolio as of December 31, 2025 is as follows for the subsequent years ended December 31:

|            |    |                |
|------------|----|----------------|
| 2026       | \$ | 122,266        |
| 2027       |    | 111,053        |
| 2028       |    | 100,426        |
| 2029       |    | 87,011         |
| 2030       |    | 66,166         |
| Thereafter |    | 228,275        |
| Total      | \$ | <u>715,197</u> |

## Information as Lessee

The Company recorded a right of use asset and liability during the year ended December 31, 2025 for the five acquisitions completed during that period that have buildings located on land that is subject to ground leases. The Company used a discount rate of approximately 5.9% to record the right of use asset and liability for these ground leases, which approximated its incremental borrowing rate at the date of acquisition. During the year ended December 31, 2025, the Company incurred interest expense of \$202 from ground leases that were classified as financing leases. Including these buildings, the Company has 12 buildings located on land that is subject to ground leases with a weighted average remaining term of approximately 44 years. Rental payments on these leases are adjusted periodically based on either the CPI or on a pre-determined schedule. The monthly payments on a pre-determined schedule are

recognized on a straight-line basis over the terms of the respective leases. Changes in the CPI are not estimated as part of our measurement of straight-line rental expense. Some of the Company’s ground leases contain extension options and, where we determined it was reasonably certain that an extension would occur, they were included in our calculation of the right of use asset and liability. The Company recognized approximately \$356 and \$197 of ground lease expense during the years ended December 31, 2025 and 2024, respectively, of which \$272 and \$147 was paid in cash.

The following table sets forth the undiscounted cash flows of our scheduled obligations for future lease payments on operating ground leases at December 31, 2025 and a reconciliation of those cash flows to the operating lease liability at December 31, 2025:

|                        |           |               |
|------------------------|-----------|---------------|
| 2026                   | \$        | 1,134         |
| 2027                   |           | 1,150         |
| 2028                   |           | 1,174         |
| 2029                   |           | 1,193         |
| 2030                   |           | 1,211         |
| Thereafter             |           | 25,988        |
| <b>Total</b>           |           | <b>31,850</b> |
| Discount               |           | (18,412)      |
| <b>Lease liability</b> | <b>\$</b> | <b>13,438</b> |

### Tenant Concentration

During the year ended December 31, 2025, the Company’s rental revenues were derived from 312 tenants leasing 189 buildings. During this period there were no tenants with rental revenue that exceeded 10% of the Company’s rental revenue.

### Note 9 – Commitments and Contingencies

#### Litigation

The Company is not presently subject to any material litigation nor, to its knowledge, is any material litigation threatened against the Company, which if determined unfavorably to the Company, would have a material adverse effect on the Company’s financial position, results of operations, or cash flows.

#### Environmental Matters

The Company follows a policy of monitoring its properties for the presence of hazardous or toxic substances. While there can be no assurance that a material environmental liability does not exist at its properties, the Company is not currently aware of any environmental liability with respect to its properties that would have a material effect on its financial position, results of operations, or cash flows. Additionally, the Company is not aware of any material environmental liability or any unasserted claim or assessment with respect to an environmental liability that management believes would require additional disclosure or the recording of a loss contingency.

### 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 defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) that are designed to ensure that the information required to be disclosed in our reports filed or submitted to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC’s rules and forms, and that information is accumulated and communicated to management, including the principal executive officer (our Chief Executive Officer) and principal financial officer (our Chief Financial Officer) as appropriate, to allow timely decisions regarding required disclosures. Our Chief Executive Officer (our “CEO”) and Chief Financial Officer (our “CFO”) evaluated

the effectiveness of our disclosure controls and procedures as of December 31, 2025. Based on that evaluation, our CEO and CFO concluded that, as of the end of the period covered by this Report, the Company's disclosure controls and procedures were effective.

### **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting during the fourth quarter of 2025 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

### **Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for the preparation of our consolidated financial statements and related information. Management uses its best judgment to ensure that the consolidated financial statements present fairly, in all material respects, our financial position and results of operations in conformity with generally accepted accounting principles. Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in the Exchange Act. These internal controls are designed to provide reasonable assurance that the reported financial information is presented fairly, that disclosures are adequate and that the judgments inherent in the preparation of financial statements are reasonable. There are inherent limitations in the effectiveness of any system of internal controls including the possibility of human error and overriding of controls. Consequently, even an effective internal control system can only provide reasonable, not absolute, assurance with respect to reporting financial information.

Our internal control over financial reporting includes policies and procedures that: (i) pertain to maintaining records that, in reasonable detail, accurately and fairly reflect our transactions; (ii) provide reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with generally accepted accounting principles and that the receipts and expenditures of company assets are made in accordance with our management and directors' authorization; and (iii) provide reasonable assurance regarding the prevention of or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on our financial statements.

Under the supervision of management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our management concluded that our internal controls over financial reporting were effective as of December 31, 2025.

Deloitte & Touche LLP, an independent registered public accounting firm, audited our consolidated financial statements included in this Annual Report on Form 10-K and our internal control over financial reporting, and that firm's report on our internal control over financial reporting is set forth below.

March 2, 2026

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Chiron Real Estate Inc.

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Chiron Real Estate Inc. and subsidiaries (the “Company”) as of December 31, 2025, 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, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2025, of the Company and our report dated March 2, 2026, expressed an unqualified opinion on those financial statements.

### Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual 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

McLean, VA  
March 2, 2026

**ITEM 9B. OTHER INFORMATION**

None.

**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 this Item is incorporated herein by reference to the Company's definitive Proxy Statement to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated herein by reference to the Company's definitive Proxy Statement to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

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

The information required by this Item is incorporated herein by reference to the Company's definitive Proxy Statement to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

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

The information required by this Item is incorporated herein by reference to the Company's definitive Proxy Statement to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this Item is incorporated herein by reference to the Company's definitive Proxy Statement to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(a)(1) Financial Statements**

|   |    |
|---|----|
| Report of Independent Registered Public Accounting Firm   | 53 |
| Consolidated Balance Sheets as of December 31, 2025 and 2024  | 55 |
| Consolidated Statements of Operations for the years ended December 31, 2025, 2024, and 2023           | 56 |
| Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024, and 2023 | 57 |
| Consolidated Statements of Equity for the years ended December 31, 2025, 2024, and 2023               | 58 |
| Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024, and 2023           | 59 |
| Notes to Consolidated Financial Statements  | 60 |

**(a)(2) Financial Statement Schedule**

**SCHEDULE III**

**CONSOLIDATED REAL ESTATE AND ACCUMULATED DEPRECIATION**  
(dollars in thousands)

| Description                 | Initial Costs |               |                   | Costs Capitalized Subsequent to Acquisition |                   | Gross Value at Close of Period |                   |              | Accumulated Depreciation | Year Built / Renov | Year Acquired | Life on Which Depreciation in Income Statement is Computed |
|-----------------------------|---------------|---------------|-------------------|---|-------------------|--------------------------------|-------------------|--------------|--------------------------|--------------------|---------------|--|
|                             | Encumbrances  | Land & Improv | Building & Improv | Land & Improv                               | Building & Improv | Land & Improv                  | Building & Improv | Total Assets |                          |                    |               |  |
| Omaha-LTACH                 | \$ —          | \$ —          | \$ 21,867         | \$ —  | \$ —              | \$ —                           | \$ —              | \$ 21,867    | \$ 6,325                 | 2008               | 2014          | (1)  |
| Asheville-ASC               | 572           | 1,934         | 293               | 1,034                                       | 865               | 2,968                          | 3,833             | 694          | 2002                     | 2014               | (1)           |  |
| Pittsburgh-MOB/ASC          | 1,287         | 10,322        | —                 | —   | 1,287             | 10,322                         | 11,609            | 2,649        | 2006                     | 2015               | (1)           |  |
| Memphis-MOB/ASC             | 2,705         | 17,451        | (485)             | (1,590)                                     | 2,220             | 15,861                         | 18,081            | 3,574        | (4)                      | 2015               | (1)           |  |
| Plano-Surgical Hospital     | 1,050         | 16,696        | —                 | —   | 1,050             | 16,696                         | 17,746            | 4,143        | 2013                     | 2016               | (1)           |  |
| Westland-MOB/ASC            | 230           | 4,520         | —                 | 330   | 230               | 4,850                          | 5,080             | 1,117        | 2009                     | 2016               | (1)           |  |
| Reading-MOB/ASC             | 1,440         | 7,940         | —                 | 22  | 1,440             | 7,962                          | 9,402             | 1,876        | 1992/2002                | 2016               | (1)           |  |
| East Orange-MOB             | 2,150         | 10,112        | —                 | 523   | 2,150             | 10,635                         | 12,785            | 2,405        | 1996                     | 2016               | (1)           |  |
| Watertown- MOB/ Imaging     | 1,100         | 8,002         | 509               | 378   | 1,609             | 8,380                          | 9,989             | 1,985        | 2011/2015                | 2016               | (1)(3)        |  |
| Sandusky-MOB                | 791           | 10,710        | —                 | —   | 791               | 10,710                         | 11,501            | 2,769        | (5)                      | 2016/2017          | (1)           |  |
| Altoona-IRF                 | 1,184         | 18,505        | —                 | —   | 1,184             | 18,505                         | 19,689            | 4,650        | 2000                     | 2016               | (1)(2)(3)     |  |
| Mechanicsburg-IRF           | 810           | 21,451        | —                 | —   | 810               | 21,451                         | 22,261            | 5,263        | 2011                     | 2016               | (1)(2)(3)     |  |
| Mesa-IRF                    | 3,620         | 16,265        | —                 | —   | 3,620             | 16,265                         | 19,885            | 4,643        | 2011                     | 2016               | (1)(2)(3)     |  |
| Lewisburg-MOB/ Imaging      | 681           | 6,114         | —                 | 57  | 681               | 6,171                          | 6,852             | 1,844        | 2006                     | 2017               | (1)(2)(3)     |  |
| Cape Coral-MOB              | 353           | 7,017         | —                 | —   | 353               | 7,017                          | 7,370             | 1,257        | 2007                     | 2017               | (1)(3)        |  |
| Las Cruces-MOB              | 397           | 4,618         | 40                | 69  | 437               | 4,687                          | 5,124             | 1,205        | 2012                     | 2017               | (1)           |  |
| Clermont-MOB                | 145           | 4,422         | —                 | 35  | 145               | 4,457                          | 4,602             | 910          | 2014                     | 2017               | (1)(2)(3)     |  |
| Brockport-MOB               | 693           | 7,097         | —                 | —   | 693               | 7,097                          | 7,790             | 2,046        | 2011                     | 2017               | (1)(2)(3)     |  |
| Flower Mound-ASC            | 730           | 3,155         | —                 | —   | 730               | 3,155                          | 3,885             | 912          | 2014                     | 2017               | (1)(2)(3)     |  |
| Sherman-IRF/ LTACH          | 1,601         | 25,011        | —                 | 2,447                                       | 1,601             | 27,458                         | 29,059            | 6,016        | 2009                     | 2017               | (1)(2)        |  |
| Lubbock-MOB                 | 1,566         | 5,725         | —                 | —   | 1,566             | 5,725                          | 7,291             | 1,903        | 2004                     | 2017               | (1)(2)(3)     |  |
| Austin-IRF                  | 7,223         | 29,616        | —                 | —   | 7,223             | 29,616                         | 36,839            | 6,339        | 2012                     | 2017               | (1)(2)(3)     |  |
| Albertville-MOB             | 1,154         | 4,444         | 198               | 40  | 1,352             | 4,484                          | 5,836             | 2,019        | 2007                     | 2017               | (1)(2)(3)     |  |
| Moline-MOB/ASC              | 854           | 9,237         | —                 | —   | 854               | 9,237                          | 10,091            | 2,561        | 2004                     | 2017               | (1)(2)(3)     |  |
| Lee's Summit-MOB            | 571           | 2,929         | —                 | 306   | 571               | 3,235                          | 3,806             | 1,189        | 2007                     | 2017               | (1)(2)(3)     |  |
| Amarillo-MOB                | 1,437         | 7,254         | —                 | —   | 1,437             | 7,254                          | 8,691             | 1,319        | 2011                     | 2017               | (1)           |  |
| Wyomissing-MOB              | 487           | 5,250         | —                 | —   | 487               | 5,250                          | 5,737             | 934          | 2004                     | 2017               | (1)           |  |
| Saint George-MOB/ASC        | 435           | 5,372         | —                 | 138   | 435               | 5,510                          | 5,945             | 1,089        | 1997                     | 2017               | (1)           |  |
| Silvis-MOB                  | 249           | 5,862         | 39                | 994   | 288               | 6,856                          | 7,144             | 2,226        | 1997/2006                | 2018               | (1)(2)(3)     |  |
| Fremont-MOB                 | 162           | 8,335         | —                 | —   | 162               | 8,335                          | 8,497             | 1,566        | 2018                     | 2018               | (1)           |  |
| Gainesville-MOB/ASC         | 625           | 9,885         | —                 | 794   | 625               | 10,679                         | 11,304            | 2,105        | 2002                     | 2018               | (1)           |  |
| East Dallas-Acute Hospital  | 6,272         | 17,012        | —                 | 1,450                                       | 6,272             | 18,462                         | 24,734            | 5,034        | 1994                     | 2018               | (1)           |  |
| Orlando-MOB                 | 3,075         | 11,944        | —                 | 513   | 3,075             | 12,457                         | 15,532            | 3,021        | 2007/2008/2009           | 2018               | (1)(2)(3)     |  |
| Belpre-MOB/ Imaging/ER/ ASC | 3,997         | 53,520        | —                 | —   | 3,997             | 53,520                         | 57,517            | 11,281       | 2011/2013/2014/2017      | 2018               | (1)(2)(3)     |  |

|                                      |       |        |     |       |       |        |        |       |                     |      |           |
|--------------------------------------|-------|--------|-----|-------|-------|--------|--------|-------|---------------------|------|-----------|
| McAllen-MOB                          | 1,099 | 4,296  | —   | —     | 1,099 | 4,296  | 5,395  | 1,073 | 2000                | 2018 | (1)       |
| Bountiful-MOB                        | 720   | 4,185  | —   | 109   | 720   | 4,294  | 5,014  | 837   | 2004                | 2018 | (1)(2)    |
| Cincinnati-MOB                       | 1,823 | 1,811  | 128 | 301   | 1,951 | 2,112  | 4,063  | 980   | 2016                | 2018 | (1)(2)(3) |
| Melbourne Pine-Cancer Center         | 732   | 5,980  | —   | 1,031 | 732   | 7,011  | 7,743  | 1,532 | 1993                | 2018 | (1)(2)(3) |
| Southern IL-MOB                      | 1,830 | 12,660 | 133 | 603   | 1,963 | 13,263 | 15,226 | 2,694 | (6)                 | 2018 | (1)       |
| Vernon-MOB/ Dialysis/ Administrative | 1,166 | 9,929  | —   | —     | 1,166 | 9,929  | 11,095 | 2,365 | 1993/1999           | 2018 | (1)       |
| Corona                               | 1,601 | 14,689 | —   | —     | 1,601 | 14,689 | 16,290 | 2,571 | 2009                | 2018 | (1)       |
| Zachary-LTACH                        | 103   | 3,745  | —   | —     | 103   | 3,745  | 3,848  | 781   | 2015                | 2019 | (1)(2)(3) |
| Chandler -MOB/ASC                    | 4,616 | 11,643 | —   | 75    | 4,616 | 11,718 | 16,334 | 2,401 | 2004/2007/2015      | 2019 | (1)       |
| Surprise-IRF                         | 1,966 | 22,856 | 38  | —     | 2,004 | 22,856 | 24,860 | 5,293 | 2015                | 2019 | (1)(2)(3) |
| Las Vegas-IRF                        | 2,723 | 17,482 | —   | —     | 2,723 | 17,482 | 20,205 | 5,210 | 2007                | 2019 | (1)(2)(3) |
| Oklahoma Northwest-IRF               | 2,507 | 22,545 | 122 | 6,814 | 2,629 | 29,359 | 31,988 | 6,107 | 2012                | 2019 | (1)(2)(3) |
| San Marcos-Cancer Center             | 2,448 | 7,338  | —   | —     | 2,448 | 7,338  | 9,786  | 1,568 | 2009                | 2019 | (1)(2)(3) |
| Lansing Patient-MOB /ASC             | 1,387 | 8,348  | 225 | 808   | 1,612 | 9,156  | 10,768 | 2,435 | 1997/2000/2002      | 2019 | (1)(2)(3) |
| Bannockburn-MOB                      | 895   | 4,700  | 162 | 1,200 | 1,057 | 5,900  | 6,957  | 2,464 | 1999                | 2019 | (1)(2)(3) |
| Livonia-MOB/Urgent Care              | 1,181 | 8,071  | 85  | 1,737 | 1,266 | 9,808  | 11,074 | 3,041 | 1995                | 2019 | (1)(2)(3) |
| Gilbert-MOB/ASC                      | 2,470 | 2,389  | —   | —     | 2,470 | 2,389  | 4,859  | 660   | 2006                | 2019 | (1)(2)(3) |
| Morgantown-Office                    | 1,256 | 5,792  | —   | —     | 1,256 | 5,792  | 7,048  | 1,295 | 2019                | 2019 | (1)(2)(3) |
| Beaumont-Surgical Hospital           | 3,421 | 25,872 | —   | 938   | 3,421 | 26,810 | 30,231 | 4,531 | 2013                | 2019 | (1)(2)(3) |
| Bastrop-Freestanding ED              | 2,039 | 8,712  | —   | 27    | 2,039 | 8,739  | 10,778 | 1,734 | 2012                | 2019 | (1)(2)(3) |
| Jacksonville-MOB                     | —     | 5,019  | —   | —     | —     | 5,019  | 5,019  | 768   | 2003/2004           | 2019 | (1)       |
| Greenwood-MOB/ASC                    | 892   | 4,956  | —   | —     | 892   | 4,956  | 5,848  | 1,189 | 1986                | 2019 | (1)       |
| Clinton-MOB/ASC                      | 1,006 | 8,129  | 597 | 1,712 | 1,603 | 9,841  | 11,444 | 4,523 | 1964                | 2020 | (1)(2)(3) |
| West Allis-MOB                       | 1,111 | 7,785  | —   | —     | 1,111 | 7,785  | 8,896  | 1,492 | 1999                | 2020 | (1)(2)(3) |
| Grand Rapids-MOB/ASC                 | 3,421 | 17,810 | 292 | 519   | 3,713 | 18,329 | 22,042 | 4,573 | 1988/1992/2000/2006 | 2020 | (1)(2)(3) |
| Dumfries-MOB                         | 2,886 | 14,863 | —   | —     | 2,886 | 14,863 | 17,749 | 6,511 | 2019                | 2020 | (1)(2)(3) |
| Centerville -MOB                     | 160   | 4,410  | —   | —     | 160   | 4,410  | 4,570  | 698   | 2018                | 2020 | (1)(2)(3) |
| Fairfax-MOB                          | 7,112 | 9,621  | —   | 964   | 7,112 | 10,585 | 17,697 | 3,290 | 2019                | 2020 | (1)(2)(3) |
| Rosedale-MOB                         | 3,423 | 17,646 | —   | 240   | 3,423 | 17,886 | 21,309 | 3,784 | 2014/2017           | 2020 | (1)(2)(3) |
| Lancaster-Plasma Center              | 805   | 4,385  | —   | —     | 805   | 4,385  | 5,190  | 761   | 2009                | 2020 | (1)(2)(3) |
| Winston Salem-MOB                    | 1,778 | 6,714  | —   | —     | 1,778 | 6,714  | 8,492  | 1,389 | 2009                | 2020 | (1)(2)(3) |
| Decatur-MOB                          | 1,626 | 2,706  | 134 | 115   | 1,760 | 2,821  | 4,581  | 598   | 2010                | 2020 | (1)(2)(3) |
| Jackson-MOB                          | 895   | 4,730  | 68  | 7     | 963   | 4,737  | 5,700  | 820   | 2009                | 2020 | (1)(2)(3) |
| Sheboygan-MOB                        | 583   | 6,223  | —   | —     | 583   | 6,223  | 6,806  | 1,071 | 2005                | 2020 | (1)(2)(3) |
| Plymouth-MOB                         | 758   | 5,214  | —   | —     | 758   | 5,214  | 5,972  | 819   | 2010                | 2020 | (1)(2)(3) |
| Spring Hill-MOB/Img                  | 3,893 | 12,954 | 83  | 233   | 3,976 | 13,187 | 17,163 | 2,623 | 2002/2013/2017/2019 | 2020 | (1)(2)(3) |
| Cape Girardeau-ASC                   | 1,223 | 4,865  | —   | —     | 1,223 | 4,865  | 6,088  | 932   | 2002                | 2020 | (1)(2)(3) |
| Yuma-MOB                             | 1,349 | 4,989  | —   | 11    | 1,349 | 5,000  | 6,349  | 1,016 | 2013                | 2020 | (1)(2)(3) |
| Las Vegas-MOB/ASC                    | 311   | 6,813  | —   | 82    | 311   | 6,895  | 7,206  | 858   | 2007/2015           | 2020 | (1)       |
| Pensacola-MOB/ASC                    | 2,118 | 6,153  | —   | 129   | 2,118 | 6,282  | 8,400  | 1,437 | 1985/1997           | 2020 | (1)(2)(3) |
| Venice-MOB                           | 1,896 | 4,537  | 22  | 373   | 1,918 | 4,910  | 6,828  | 1,053 | 2008                | 2020 | (1)(2)(3) |
| El Paso-MOB                          | 970   | 7,709  | 39  | 216   | 1,009 | 7,925  | 8,934  | 1,228 | 2008                | 2021 | (1)(2)(3) |
| West El Paso-MOB/ASC                 | 995   | 7,727  | 22  | —     | 1,017 | 7,727  | 8,744  | 1,176 | 2015/2018           | 2021 | (1)(2)(3) |
| Syracuse-MOB                         | 744   | 4,880  | 25  | 101   | 769   | 4,981  | 5,750  | 940   | 2012                | 2021 | (1)(2)(3) |
| Fort Worth-Behavioral Hospital       | 1,960 | 13,453 | —   | —     | 1,960 | 13,453 | 15,413 | 1,838 | 2013                | 2021 | (1)(2)(3) |
| Port Saint Lucie-MOB/ASC             | 660   | 3,767  | —   | 68    | 660   | 3,835  | 4,495  | 789   | 1990                | 2021 | (1)(2)(3) |
| Dallas-MOB/ASC                       | 3,165 | 3,062  | 16  | 168   | 3,181 | 3,230  | 6,411  | 753   | 1989                | 2021 | (1)(2)(3) |
| Cape Coral-MOB                       | 6,103 | 21,287 | —   | 118   | 6,103 | 21,405 | 27,508 | 4,166 | 1991/1999/2004/2007 | 2021 | (1)(2)(3) |
| East Grand Forks-MOB                 | 1,123 | 7,063  | —   | 90    | 1,123 | 7,153  | 8,276  | 1,885 | 2004                | 2021 | (1)(2)(3) |
| Tallahassee-MOB                      | 919   | 7,107  | 32  | 511   | 951   | 7,618  | 8,569  | 1,221 | 2002                | 2021 | (1)(2)(3) |
| Caledonia-MOB                        | 648   | 2,765  | —   | —     | 648   | 2,765  | 3,413  | 469   | 2007                | 2021 | (1)(2)(3) |
| Forsyth-MOB/Imaging                  | 1,902 | 10,083 | 234 | 236   | 2,136 | 10,319 | 12,455 | 1,857 | 2003                | 2021 | (1)(2)(3) |
| Munster-MOB/ASC                      | 941   | 4,842  | 70  | 156   | 1,011 | 4,998  | 6,009  | 984   | 2005                | 2021 | (1)(2)(3) |
| Athens-MOB                           | 622   | 4,169  | —   | 551   | 622   | 4,720  | 5,342  | 702   | 2003                | 2021 | (1)(2)(3) |
| Hiialeah-MOB                         | 264   | 10,349 | —   | 857   | 264   | 11,206 | 11,470 | 2,621 | 2019                | 2021 | (1)(2)(3) |
| Mentor-MOB                           | 2,603 | 6,544  | 128 | 477   | 2,731 | 7,021  | 9,752  | 1,365 | 1991                | 2021 | (1)(2)(3) |
| Athens 200-MOB                       | 369   | 1,470  | —   | 138   | 369   | 1,608  | 1,977  | 330   | 2000                | 2021 | (1)(2)(3) |
| Lemoynne-MOB/Imaging                 | 412   | 4,020  | —   | —     | 412   | 4,020  | 4,432  | 683   | 1990/2000           | 2021 | (1)(2)(3) |
| Gainesville-MOB                      | 631   | 4,098  | 70  | 424   | 701   | 4,522  | 5,223  | 918   | 2006                | 2022 | (1)(2)(3) |
| Grand Rapids Paris-MOB               | 1,459 | 5,246  | 31  | 393   | 1,490 | 5,639  | 7,129  | 1,166 | 2004                | 2022 | (1)(2)(3) |
| Sarasota-MOB                         | 831   | 4,034  | —   | 123   | 831   | 4,157  | 4,988  | 735   | 2013                | 2022 | (1)(2)(3) |
| Greenwood-MOB                        | 1,122 | 4,692  | 144 | 755   | 1,266 | 5,447  | 6,713  | 1,060 | 2007                | 2022 | (1)(2)(3) |
| Fairbanks-MOB/ASC                    | 1,997 | 13,016 | 38  | 187   | 2,035 | 13,203 | 15,238 | 1,829 | 2010                | 2022 | (1)(2)(3) |
| Rocky Point-MOB/ASC/Imaging          | 836   | 6,534  | —   | 67    | 836   | 6,601  | 7,437  | 1,054 | 2006/2007           | 2022 | (1)(2)(3) |
| Fairfax Hamaker-MOB                  | 4,410 | 13,548 | —   | 4,127 | 4,410 | 17,675 | 22,085 | 2,864 | 1986                | 2022 | (1)(2)(3) |
| Lee's Summit-MOB/ASC                 | 1,431 | 4,512  | 127 | 149   | 1,558 | 4,661  | 6,219  | 840   | 2003                | 2022 | (1)(2)(3) |
| Lexington-MOB/Cancer Center          | 2,049 | 11,905 | 296 | 944   | 2,345 | 12,849 | 15,194 | 1,843 | 1996/2000/2006/2009 | 2022 | (1)(2)(3) |
| Toledo Ohio-MOB/ASC                  | 3,581 | 12,613 | 17  | 1,690 | 3,598 | 14,303 | 17,901 | 3,001 | 1997                | 2022 | (1)(2)(3) |
| Lake Geneva-MOB                      | 585   | 4,842  | 101 | 119   | 686   | 4,961  | 5,647  | 731   | 1999                | 2022 | (1)(2)(3) |
| Glenview-MOB/Retail                  | 1,688 | 6,536  | 47  | 612   | 1,735 | 7,148  | 8,883  | 1,176 | 2003                | 2022 | (1)(2)(3) |
| Canandaigua-MOB                      | 948   | 11,606 | —   | 245   | 948   | 11,851 | 12,799 | 1,683 | 2010/2013           | 2022 | (1)(2)(3) |
| Hermitage-MOB                        | 548   | 4,118  | 10  | 261   | 558   | 4,379  | 4,937  | 729   | 2000                | 2022 | (1)(2)(3) |
| Redding-MOB/ASC                      | 945   | 4,119  | —   | —     | 945   | 4,119  | 5,064  | 529   | 1981                | 2023 | (1)(2)(3) |
| Spartanburg-MOB                      | 1,058 | 3,003  | —   | —     | 1,058 | 3,003  | 4,061  | 229   | 2006                | 2024 | (1)(2)(3) |
| Clinton-MOB                          | 1,126 | 5,085  | —   | —     | 1,126 | 5,085  | 6,211  | 285   | 2016                | 2024 | (1)(2)(3) |

|                          |                   |                     |                 |                  |                   |                     |                     |                   |      |      |           |
|--------------------------|-------------------|---------------------|-----------------|------------------|-------------------|---------------------|---------------------|-------------------|------|------|-----------|
| Westland-MOB             | 1,077             | 3,729               | —               | —                | 1,077             | 3,729               | 4,806               | 264               | 1994 | 2024 | (1)(2)(3) |
| Minot-MOB                | 1,080             | 7,427               | —               | —                | 1,080             | 7,427               | 8,507               | 408               | 2011 | 2024 | (1)(2)(3) |
| Cerritos-MOB             | 3,532             | 1,349               | —               | —                | 3,532             | 1,349               | 4,881               | 149               | 1986 | 2024 | (1)(2)(3) |
| Sarasota-ASC             | 643               | 4,681               | —               | —                | 643               | 4,681               | 5,324               | 267               | 2002 | 2024 | (1)(2)(3) |
| Venice-MOB               | 1,226             | 3,017               | —               | —                | 1,226             | 3,017               | 4,243               | 127               | 2020 | 2024 | (1)(2)(3) |
| Ruskin-MOB               | 270               | 1,489               | —               | —                | 270               | 1,489               | 1,759               | 75                | 2004 | 2024 | (1)(2)(3) |
| 2101 Bradenton-MOB       | 1,019             | 1,437               | —               | —                | 1,019             | 1,437               | 2,456               | 109               | 1983 | 2024 | (1)(2)(3) |
| 2203 Bradenton-MOB       | 443               | 950                 | —               | —                | 443               | 950                 | 1,393               | 71                | 2002 | 2024 | (1)(2)(3) |
| 6807 Bradenton-ASC       | 1,247             | 694                 | —               | —                | 1,247             | 694                 | 1,941               | 51                | 1995 | 2024 | (1)(2)(3) |
| 6002 Bradenton-ASC       | 1,791             | 3,175               | —               | —                | 1,791             | 3,175               | 4,966               | 216               | 1984 | 2024 | (1)(2)(3) |
| Conway-MOB               | 2,619             | 7,786               | —               | —                | 2,619             | 7,786               | 10,405              | 421               | 2007 | 2024 | (1)(2)(3) |
| Little Rock-MOB          | 1,613             | 6,863               | —               | —                | 1,613             | 6,863               | 8,476               | 362               | 2012 | 2024 | (1)(2)(3) |
| Russellville-MOB         | 1,304             | 4,227               | —               | —                | 1,304             | 4,227               | 5,531               | 244               | 2010 | 2024 | (1)(2)(3) |
| Carondelet-MOB           | —                 | 14,601              | —               | —                | -                 | 14,601              | 14,601              | 873               | 2008 | 2025 | (1)(2)(3) |
| Silverbell-MOB           | —                 | 9,455               | —               | 14               | -                 | 9,469               | 9,469               | 574               | 2009 | 2025 | (1)(2)(3) |
| Slippery Rock-MOB        | 455               | 4,104               | —               | 8                | 455               | 4,112               | 4,567               | 220               | 2011 | 2025 | (1)(2)(3) |
| Clive-MOB                | 507               | 12,995              | —               | —                | 507               | 12,995              | 13,502              | 1,228             | 1990 | 2025 | (1)(2)(3) |
| DesMoines-MOB/ASC/Cancer | 182               | 22,206              | —               | —                | 182               | 22,206              | 22,388              | 1,542             | 1987 | 2025 | (1)(2)(3) |
| <b>Totals</b>            | <b>\$ 191,528</b> | <b>\$ 1,113,148</b> | <b>\$ 4,130</b> | <b>\$ 39,373</b> | <b>\$ 195,658</b> | <b>\$ 1,152,521</b> | <b>\$ 1,348,179</b> | <b>\$ 239,526</b> |      |      |           |

- (1) Estimated remaining useful life for buildings is 7 to 44 years and building improvements is 1 to 50 years.
- (2) Estimated remaining useful life for tenant improvements is 1 to 15 years.
- (3) Estimated remaining useful life for site improvements is 1 to 50 years.
- (4) Years of: 2011, 2009, 2006, 2003, 2001, and 1984.
- (5) Years of: 2017, 2000, 1998, 1982, and 1953.
- (6) Years of: 2016, 2015, 2014, 2012, 2006, and 2002.

The cost basis for income tax purposes of aggregate gross land, building, site improvements, and tenant improvements as of December 31, 2025 was \$1,459 million.

|                                  | Year Ended December 31, |                     |                     |
|----------------------------------|-------------------------|---------------------|---------------------|
|                                  | 2025                    | 2024                | 2023                |
| <b>Real Estate Assets:</b>       |                         |                     |                     |
| Balance, beginning of period     | \$ 1,311,971            | \$ 1,288,352        | \$ 1,336,100        |
| Additions through acquisitions   | 76,666                  | 86,760              | 11,575              |
| Deductions                       | (40,458)                | (63,141)            | (59,323)            |
| Balance, end of period           | <u>\$ 1,348,179</u>     | <u>\$ 1,311,971</u> | <u>\$ 1,288,352</u> |
| <b>Accumulated Depreciation:</b> |                         |                     |                     |
| Balance, beginning of period     | \$ 203,681              | \$ 174,379          | \$ 141,317          |
| Additions through expense        | 44,000                  | 40,388              | 41,227              |
| Deductions                       | (8,155)                 | (11,086)            | (8,165)             |
| Balance, end of period           | <u>\$ 239,526</u>       | <u>\$ 203,681</u>   | <u>\$ 174,379</u>   |

### (a)(3) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Articles of Restatement of Chiron Real Estate Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q as filed with the SEC on August 8, 2018).  |
| 3.2         | Articles of Amendment of Chiron Real Estate Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K as filed with the SEC on September 19, 2025).   |
| 3.3         | Articles Supplementary for Chiron Real Estate Inc. 8.00% Series B Cumulative Redeemable Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K as filed with the SEC on November 18, 2025). |

| Exhibit<br>No. | Description  |
|----------------|--|
| 3.4            | Articles of Amendment of Chiron Real Estate Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K as filed with the SEC on February 25, 2026).   |
| 3.5            | Fifth Amended and Restated Bylaws of Chiron Real Estate Inc., effective as of February 23, 2026 (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K as filed with the SEC on February 25, 2026).                      |
| 4.1            | Specimen of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-11/A filed with the SEC on June 15, 2016).   |
| 4.2            | Specimen of 7.50% Series A Cumulative Redeemable Preferred Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K as filed with the SEC on September 14, 2017).  |
| 4.3            | Specimen of 8.00% Series B Cumulative Redeemable Preferred Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K as filed with the SEC on November 18, 2025).   |
| 4.4*           | Description of Securities.   |
| 10.1†          | Chiron Real Estate Inc. 2016 Equity Incentive Plan (as amended through May 15, 2024) (incorporated herein by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A, filed on April 1, 2024).                                     |
| 10.2†          | Employment Agreement, dated as of July 9, 2020, by and between Jeffrey Busch and Inter-American Management LLC (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on July 9, 2020).           |
| 10.3†          | Employment Agreement, dated as of July 9, 2020, by and between Robert Kiernan and Inter-American Management LLC (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K as filed with the SEC on July 9, 2020).          |
| 10.4†          | Employment Agreement, dated as of July 9, 2020, by and between Alfonzo Leon and Inter-American Management LLC (incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K as filed with the SEC on July 9, 2020).            |
| 10.5†          | First Amendment to Employment Agreement, dated January 27, 2021, by and between Inter-American Management LLC and Jeffrey Busch (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 7, 2021).  |
| 10.6†          | First Amendment to Employment Agreement, dated January 27, 2021, by and between Inter-American Management LLC and Robert Kiernan (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 7, 2021). |
| 10.7†          | First Amendment to Employment Agreement, dated January 27, 2021, by and between Inter-American Management LLC and Alfonzo Leon (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 7, 2021).   |
| 10.8†          | Employment Agreement, dated June 23, 2025, by and between Mark O. Decker, Jr. and Inter-American Management LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on June 23, 2025).                |
| 10.9†          | Severance Plan (incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K as filed with the SEC on July 9, 2020).   |

| Exhibit No. | Description  |
|-------------|--|
| 10.10†      | Form of LTIP Unit Award Agreement (Annual Awards) (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 4, 2023).   |
| 10.11†      | Form of LTIP Unit Award Agreement (Long-Term Performance Awards) (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 5, 2023).   |
| 10.12†      | Form of LTIP Unit Award Agreement (Long-Term Time-Based Awards) (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 5, 2023).  |
| 10.13†      | Form of LTIP Unit Award Agreement (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed with the SEC on July 9, 2020).  |
| 10.14†      | Form of Indemnification Agreement between Chiron Real Estate Inc. and its directors and officers (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-11/A filed with the SEC on June 15, 2016).   |
| 10.15       | Agreement of Limited Partnership, dated March 14, 2016, of Chiron Real Estate LP (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K as filed with the SEC on March 18, 2016).  |
| 10.16       | First Amendment to Agreement of Limited Partnership of Chiron Real Estate LP (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on September 14, 2017).   |
| 10.17       | Second Amendment to Agreement of Limited Partnership of Chiron Real Estate LP, dated August 21, 2019 (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q as filed with the SEC on November 7, 2019).  |
| 10.18       | Third Amendment to Agreement of Limited Partnership of Chiron Real Estate LP, dated June 16, 2020 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q as filed with the SEC on August 7, 2020).   |
| 10.19       | Fourth Amendment to Agreement of Limited Partnership of Chiron Real Estate LP, dated November 18, 2025 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on November 18, 2025).  |
| 10.20*      | Fifth Amendment to Agreement of Limited Partnership of Chiron Real Estate LP, dated February 23, 2026.   |
| 10.21       | Third Amended and Restated Credit Facility Agreement, dated October 8, 2025, by and among Chiron Real Estate L.P., Chiron Real Estate Inc., the certain Subsidiaries from time to time party thereto as Guarantors, and JPMorgan Chase Bank, N.A., as administrative agent, and the several banks, financial institutions and other entities from time-to-time party thereto as lenders (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on October 8, 2025). |
| 10.22       | Transition and Separation Agreement and General Release of Claims, dated January 8, 2025, by and among Jeffrey Busch, Chiron Real Estate Inc., and Inter-American Management LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on January 8, 2025)  |
| 19.1*       | Chiron Real Estate Inc. Insider Trading Policy.  |
| 21*         | Subsidiaries of the Company.   |
| 23*         | Consent of Deloitte & Touche, LLP  |

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 31.1*                  | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2*                  | Certification of Principal Financial and Accounting Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                 |
| 32.1**                 | Certification of Principal Executive Officer and Principal Financial and Accounting Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 97.1†*                 | Policy Relating to Recovery of Erroneously Awarded Compensation.   |
| 101.INS*               | Inline XBRL Instance Document  |
| 101.SCH*               | Inline XBRL Taxonomy Schema  |
| 101.CAL*               | Inline XBRL Taxonomy Calculation Linkbase  |
| 101.DEF*               | Inline XBRL Taxonomy Definition Linkbase   |
| 101.LAB*               | Inline XBRL Taxonomy Label Linkbase  |
| 101.PRE*               | Inline XBRL Taxonomy Presentation Linkbase   |
| 104                    | Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101)   |

† Management contract or compensatory plan or arrangement.

\* Filed herewith

\*\* Furnished herewith. Such certification shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

#### **ITEM 16. FORM 10-K SUMMARY**

None.

## 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.

### Chiron Real Estate Inc.

Dated: March 2, 2026

By: /s/ Mark O. Decker, Jr.

Mark O. Decker, Jr.

Chief Executive Officer (Principal Executive 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 indicated and on the date indicated.

| <u>Signature</u>                                      | <u>Title</u>   | <u>Date</u>   |
|---|--|---------------|
| <u>/s/ Mark O. Decker, Jr.</u><br>Mark O. Decker, Jr. | Chief Executive Officer (Principal Executive Officer) and Director   | March 2, 2026 |
| <u>/s/ Robert J. Kiernan</u><br>Robert J. Kiernan     | Chief Financial Officer (Principal Financial and Accounting Officer) | March 2, 2026 |
| <u>/s/ Henry Cole</u><br>Henry Cole                   | Director   | March 2, 2026 |
| <u>/s/ Paula Crowley</u><br>Paula Crowley             | Director   | March 2, 2026 |
| <u>/s/ Matthew Cypher</u><br>Matthew Cypher           | Director   | March 2, 2026 |
| <u>/s/ Zhang Huiqi</u><br>Zhang Huiqi                 | Director   | March 2, 2026 |
| <u>/s/ Ronald Marston</u><br>Ronald Marston           | Director   | March 2, 2026 |
| <u>/s/ Lori Wittman</u><br>Lori Wittman               | Director   | March 2, 2026 |
| <u>/s/ Jeffrey M. Busch</u><br>Jeffrey M. Busch       | Director   | March 2, 2026 |

## SUBSIDIARIES OF THE REGISTRANT

The Company has the following wholly owned subsidiaries as of December 31, 2025:

| Name                          | State of Organization |
|-------------------------------|-----------------------|
| Chiron Real Estate LP         | Delaware              |
| Chiron Real Estate GP LLC     | Delaware              |
| Inter-American Management LLC | Delaware              |
| GMR Omaha, LLC                | Delaware              |
| GMR Asheville, LLC            | Delaware              |
| GMR Pittsburgh, LLC           | Delaware              |
| GMR Plano, LLC                | Delaware              |
| GMR Memphis, LLC              | Delaware              |
| GMR Melbourne, LLC            | Delaware              |
| GMR Westland, LLC             | Delaware              |
| GMR Memphis Exeter, LLC       | Delaware              |
| GMR Reading, LLC              | Delaware              |
| GMR East Orange, LLC          | Delaware              |
| GMR Sandusky, LLC             | Delaware              |
| GMR Watertown, LLC            | Delaware              |
| GMR Carson City, LLC          | Delaware              |
| GMR Ellijay, LLC              | Delaware              |
| GMR Las Cruces, LLC           | Delaware              |
| GMR Altoona, LLC              | Delaware              |
| GMR Mechanicsburg, LLC        | Delaware              |
| GMR Mesa, LLC                 | Delaware              |
| GMR Lewisburg, LLC            | Delaware              |
| GMR Cape Coral, LLC           | Delaware              |
| GMR Clermont, LLC             | Delaware              |
| GMR Oklahoma City, LLC        | Delaware              |
| GMR Flower Mound, LLC         | Delaware              |
| GMR Fort Worth, LLC           | Delaware              |
| GMR Lubbock, LLC              | Delaware              |
| GMR Sherman, LLC              | Delaware              |
| GMR Brockport, LLC            | Delaware              |
| GMR Austin, LLC               | Delaware              |
| GMR Fremont, LLC              | Delaware              |
| GMR Moline, LLC               | Delaware              |
| GMR Albertville, LLC          | Delaware              |
| GMR Lee's Summit, LLC         | Delaware              |
| GMR Wyomissing, LLC           | Delaware              |
| GMR Amarillo, LLC             | Delaware              |
| GMR Gainesville, LLC          | Delaware              |
| GMR Saint George, LLC         | Delaware              |
| GMR Silvis, LLC               | Delaware              |
| GMR Orlando, LLC              | Delaware              |

|                                   |          |
|-----------------------------------|----------|
| GMR Bountiful, LLC                | Delaware |
| GMR East Dallas Hospital, LLC     | Delaware |
| GMR East Dallas Land, LLC         | Delaware |
| GMR Belpre, LLC                   | Delaware |
| GMR McAllen, LLC                  | Delaware |
| GMR Derby, LLC                    | Delaware |
| GMR Southern IL, LLC              | Delaware |
| GMR Cincinnati Beechmont, LLC     | Delaware |
| GMR Southern IL Carbondale, LLC   | Delaware |
| GMR Southern IL Shiloh 1191, LLC  | Delaware |
| GMR Southern IL Shiloh 1197, LLC  | Delaware |
| GMR Melbourne Pine, LLC           | Delaware |
| GMR Vernon, LLC                   | Delaware |
| GMR Vernon Keynote, LLC           | Delaware |
| GMR Corona, LLC                   | Delaware |
| GMR Zachary, LLC                  | Delaware |
| GMR Chandler Dobson, LLC          | Delaware |
| GMR Chandler Pecos I, LLC         | Delaware |
| GMR Chandler Pecos II, LLC        | Delaware |
| GMR Chandler Val Vista I, LLC     | Delaware |
| GMR Las Vegas, LLC                | Delaware |
| GMR Oklahoma Northwest, LLC       | Delaware |
| GMR South Bend, LLC               | Delaware |
| GMR Surprise, LLC                 | Delaware |
| GMR Lansing Jolly 3390, LLC       | Delaware |
| GMR Lansing Jolly 3394, LLC       | Delaware |
| GMR Lansing Jolly 3400, LLC       | Delaware |
| GMR Lansing Patient, LLC          | Delaware |
| GMR Bannockburn, LLC              | Delaware |
| GMR San Marcos, LLC               | Delaware |
| GMR Morgantown, LLC               | Delaware |
| GMR Gilbert, LLC                  | Delaware |
| GMR Livonia, LLC                  | Delaware |
| GMR Aurora, LLC                   | Delaware |
| GMR Beaumont, LLC                 | Delaware |
| GMR Bastrop, LLC                  | Delaware |
| GMR Greenwood, LLC                | Delaware |
| GMR Panama City Chipley, LLC      | Delaware |
| GMR Panama City PCB, LLC          | Delaware |
| GMR Panama City, LLC              | Delaware |
| GMR Jacksonville Ponte Vedra, LLC | Delaware |
| GMR Jacksonville Riverside, LLC   | Delaware |
| GMR Clinton, LLC                  | Delaware |
| GMR High Point, LLC               | Delaware |
| GMR Grand Rapids Beltline, LLC    | Delaware |
| GMR Grand Rapids Main, LLC        | Delaware |
| GMR Grand Rapids Walker, LLC      | Delaware |
| GMR Grand Rapids Wilson, LLC      | Delaware |
| GMR West Allis, LLC               | Delaware |
| GMR Dumfries, LLC                 | Delaware |

|                                     |          |
|-------------------------------------|----------|
| GMR Fairfax, LLC                    | Delaware |
| GMR Rosedale 5233, LLC              | Delaware |
| GMR Rosedale 5235, LLC              | Delaware |
| GMR Centerville, LLC                | Delaware |
| GMR Winston-Salem, LLC              | Delaware |
| GMR Lancaster, LLC                  | Delaware |
| GMR Decatur, LLC                    | Delaware |
| GMR Jackson, LLC                    | Delaware |
| GMR Plymouth, LLC                   | Delaware |
| GMR Sheboygan, LLC                  | Delaware |
| GMR Cape Girardeau, LLC             | Delaware |
| GMR Hudson, LLC                     | Delaware |
| GMR Spring Hill County Line, LLC    | Delaware |
| GMR Spring Hill Medical Center, LLC | Delaware |
| GMR Las Vegas Pecos, LLC            | Delaware |
| GMR Las Vegas Warm Springs, LLC     | Delaware |
| GMR West El Paso, LLC               | Delaware |
| GMR El Paso, LLC                    | Delaware |
| GMR Syracuse, LLC                   | Delaware |
| GMR Yuma 20, LLC                    | Delaware |
| GMR Yuma 25, LLC                    | Delaware |
| GMR Pensacola Market, LLC           | Delaware |
| GMR Dallas North Central, LLC       | Delaware |
| GMR East Grand Forks, LLC           | Delaware |
| GMR Pensacola Grande, LLC           | Delaware |
| GMR Pensacola Davis, LLC            | Delaware |
| GMR Venice, LLC                     | Delaware |
| GMR Fort Worth Overton Ridge, LLC   | Delaware |
| GMR Coos Bay, LLC                   | Delaware |
| GMR Fort Myers Park Royal, LLC      | Delaware |
| GMR Fort Myers Camelot, LLC         | Delaware |
| GMR Cape Coral Viscaya 1265, LLC    | Delaware |
| GMR Cape Coral Viscaya 1261, LLC    | Delaware |
| GMR Cape Coral Viscaya 1255, LLC    | Delaware |
| GMR Cape Coral Southeast, LLC       | Delaware |
| GMR Port St. Lucie, LLC             | Delaware |
| GMR Tallahassee, LLC                | Delaware |
| GMR Caledonia, LLC                  | Delaware |
| GMR Forsyth 241 Weaver, LLC         | Delaware |
| GMR Forsyth 389 Weaver, LLC         | Delaware |
| GMR North Charleston, LLC           | Delaware |
| GMR Lemoyne, LLC                    | Delaware |
| GMR Munster, LLC                    | Delaware |
| GMR Hialeah, LLC                    | Delaware |
| GMR Athens-600, LLC                 | Delaware |
| GMR Oklahoma City A, LLC            | Delaware |
| GMR Mentor, LLC                     | Delaware |
| GMR Athens-200, LLC                 | Delaware |
| GMR Gainesville Sherwood, LLC       | Delaware |
| GMR Sarasota, LLC                   | Delaware |
| GMR Paris, LLC                      | Delaware |
| GMR Lee's Summit Northeast, LLC     | Delaware |
| GMR Greenwood Emerson, LLC          | Delaware |
| GMR Rocky Point, LLC                | Delaware |
| GMR Fairbanks, LLC                  | Delaware |
| GMR Danville, LLC                   | Delaware |
| GMR Frankfort, LLC                  | Delaware |
| GMR London, LLC                     | Delaware |

|                                     |          |
|-------------------------------------|----------|
| GMR Somerset, LLC                   | Delaware |
| GMR Fairfax Hamaker, LLC            | Delaware |
| GMR Glenview, LLC                   | Delaware |
| GMR Toledo, LLC                     | Delaware |
| GMR Canandaigua, LLC                | Delaware |
| GMR Lake Geneva, LLC                | Delaware |
| GMR Hermitage Garden Way, LLC       | Delaware |
| GMR Redding Butte, LLC              | Delaware |
| GMR Redding Churn Creek, LLC        | Delaware |
| GMR Cerritos, LLC                   | Delaware |
| GMR Clinton Township, LLC           | Delaware |
| GMR Westland Central City, LLC      | Delaware |
| GMR Spartanburg, LLC                | Delaware |
| GMR Minot, LLC                      | Delaware |
| GMR Conway, LLC                     | Delaware |
| GMR Little Rock, LLC                | Delaware |
| GMR Russellville, LLC               | Delaware |
| GMR East Venice, LLC                | Delaware |
| GMR Sarasota Clark, LLC             | Delaware |
| GMR Bradenton 2101 61st Street, LLC | Delaware |
| GMR Bradenton 2203 61st Street, LLC | Delaware |
| GMR Bradenton 53rd Avenue, LLC      | Delaware |
| GMR Bradenton Pointe West, LLC      | Delaware |
| GMR Ruskin, LLC                     | Delaware |
| GMR Clive, LLC                      | Delaware |
| GMR Des Moines EN, LLC              | Delaware |
| GMR Des Moines West, LLC            | Delaware |
| GMR Slippery Rock, LLC              | Delaware |
| GMR Tucson Carondelet, LLC          | Delaware |
| GMR Tucson Silverbell, LLC          | Delaware |
| GMR JV Manager I, LLC               | Delaware |
| GMRE TRS I, LLC                     | Delaware |

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-276248 on Form S-3 and Registration Statement No. 333-281484 on Form S-8 of our reports dated March 2, 2026, relating to the consolidated financial statements of Chiron Real Estate Inc. and subsidiaries (“the Company”), and the effectiveness of the Company’s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ DELOITTE & TOUCHE LLP

McLean, Virginia

March 2, 2026

## CERTIFICATIONS

I, Mark O. Decker, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (this "Report") of Chiron Real Estate Inc. (the "registrant");

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;

4. The registrant's other certifying officer(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.

Date: March 2, 2026

/s/ Mark O. Decker, Jr.

Mark O. Decker, Jr., Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATIONS

I, Robert J. Kiernan, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (this "Report") of Chiron Real Estate Inc. (the "registrant");

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;

4. The registrant's other certifying officer(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.

Date: March 2, 2026

/s/ Robert J. Kiernan

Robert J. Kiernan, Chief Financial Officer  
(Principal Financial and Accounting Officer)

**Section 1350 Certification of Chief Executive Officer and Chief Financial Officer**

In connection with the Annual Report on Form 10-K of Chiron Real Estate Inc. (the “Company”) for the fiscal year ended December 31, 2025 as filed with the SEC (the “Report”), Mark O. Decker, Jr., the Chief Executive Officer of the Company and Robert J. Kiernan, the Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 2, 2026

/s/ Mark O. Decker, Jr.  
Mark O. Decker, Jr., Chief Executive Officer  
(Principal Executive Officer)

Date: March 2, 2026

/s/ Robert J. Kiernan  
Robert J. Kiernan, Chief Financial Officer  
(Principal Financial and Accounting Officer)

*This certification accompanies this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.*

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CHIRON

**XRN**  
LISTED  
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