

2022 ANNUAL REPORT

# Blackstone Real Estate Income Trust (BREIT)



Blackstone

Real Estate  
Income Trust





MARCH 17, 2023

## Dear BREIT Stockholder,

We launched BREIT in 2017 with a simple goal in mind: to bring Blackstone Real Estate's preeminent institutional platform to individual investors. We believe we have built an all-weather portfolio that has delivered attractive tax-advantaged distributions and capital appreciation. Amid a challenging investment environment and higher interest rates, BREIT generated an 8.4% net return last year, as well as a 12.5% annualized net return since inception six years ago, despite meaningfully widening exit cap rates (lowering valuation multiples).<sup>1,2</sup> Additionally, BREIT's 4.5% annualized distribution yield equates to a 7.1% tax-equivalent yield.<sup>3</sup>

Over the past six years, we have constructed a portfolio designed to benefit from secular and demographic tailwinds. We chose the right sectors and regions that we believe offer appreciation potential, avoided sectors that do not, and prudently managed our balance sheet. Our 2022 performance reflected these advantages. Approximately 70% of our portfolio is located in the fast-growing Sunbelt markets, where population, employment and wage growth significantly outpace the national average, boosting demand for rental properties.<sup>4,5,6,7</sup> Around 80% of BREIT's real estate holdings are concentrated in the rental housing and industrial sectors, where supply / demand fundamentals remain favorable: a structural shortage of housing has resulted in pricing power for rental housing assets, while steady e-commerce growth has generated demand from industrial tenants.<sup>4</sup> This positioning of our portfolio resulted in strong 13% cash flow growth in 2022 and we believe these tailwinds will continue.<sup>8</sup> In fact, Green Street, a widely respected real estate research firm in the U.S., is forecasting rental housing and industrial cash flows for comparable publicly traded REITs in our largest sectors to grow 8% in 2023, exceeding both inflation and historical growth rates.<sup>9</sup>

In anticipation of rising interest rates, we also proactively locked in low rates on approximately 90% of our liabilities for more than six years, protecting the portfolio from rising debt costs while generating balance sheet gains, even as rates have risen materially.<sup>10,11,12</sup> This combination of sector and geographic concentration along with prudent balance sheet management, has led to our significant 3x outperformance versus the publicly traded REIT index since BREIT's inception.<sup>13</sup>

Notwithstanding our strong performance, we recognize that the investment environment has changed and have reflected this in our monthly valuation process and net asset value by widening our rental housing and industrial exit cap

rates (lowering valuation multiples) by 15%.<sup>2</sup> Despite this shift and elevated repurchase requests, we continued to actively manage our portfolio, investing more than \$35 billion in new opportunities and completing or committing to sell assets worth more than \$6 billion last year, which we sold in aggregate at a meaningful premium to our carrying values.<sup>14</sup>

We started the new year with a landmark investment in BREIT Class I common shares totaling \$4.5 billion from The Office of the Chief Investment Officer of the Regents of the University of California. A commitment of this size by a highly sophisticated investor following a thorough due diligence process is, in our view, a tremendous affirmation of the quality of BREIT's portfolio, asset values, and performance outlook. This investment provides meaningful capital during what we believe is an opportune deployment period and enhances BREIT's balance sheet flexibility.

Manager selection is critical during periods of volatility and all real estate is not created equal. We believe our focus on our high conviction sectors rather than for-sale housing, commodity office assets or malls has supported BREIT's performance in this challenging environment. BREIT benefits from Blackstone's preeminent real estate business, 30+ year track record of successfully navigating market cycles and proprietary market insights from its position as the largest owner, buyer and seller of commercial real estate globally.<sup>15,16</sup> As we look to 2023, we are excited about the opportunities ahead and remain confident in BREIT's ability to continue to deliver strong performance.

Thank you for your continued confidence – we are grateful for the responsibility you have entrusted with us.



**Frank Cohen**

Chairman of the Board  
& Chief Executive Officer



**A.J. Agarwal**

President & Director



**Wesley LePatner**

Chief Operating Officer  
& Director



**Brian Kim**

Head of Acquisitions and  
Capital Markets & Director

## Performance Highlights

# 8.4%

2022 Net Return for Class I<sup>1</sup>

# 12.5%

ITD Annualized Net Return for Class I<sup>1</sup>

# \$69B

Net Asset Value

# 7.1%

Tax-Equivalent Yield<sup>3</sup>



# 2022 Key Highlights

**13%**

Same property NOI growth – meaningfully higher than publicly traded REITs<sup>8,17</sup>

**\$20B+**

Gross fundraising

**\$35B+**

Invested in new opportunities, including two public-to-private transactions

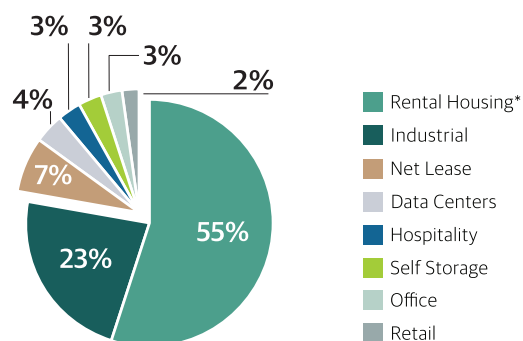
**\$6B+**

Assets sold at meaningful premiums to carrying values<sup>14</sup>

## Real Estate Portfolio Snapshot

Diversified portfolio with concentrations in the sectors and markets Blackstone believes will outperform

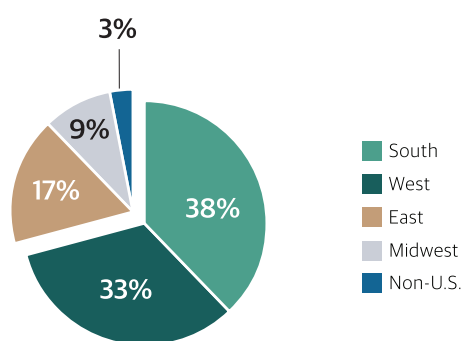
### Property Sector<sup>4</sup>



**78%**

concentrated in rental housing and industrial

### Region Concentration<sup>4</sup>



**71%**

concentrated in the South and West (Sunbelt) regions of the U.S.

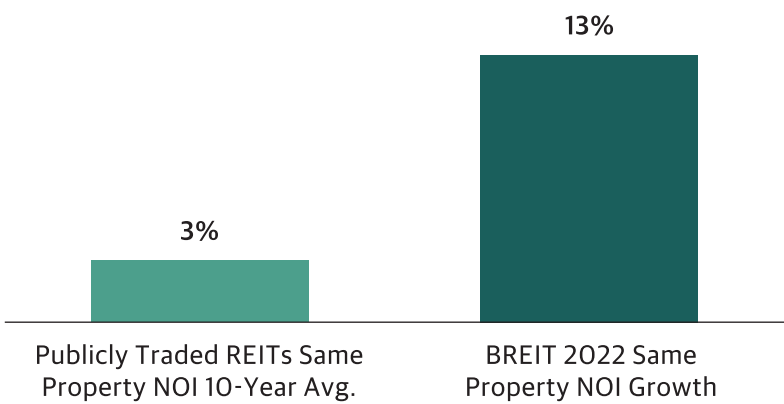
<sup>4</sup>Rental Housing includes the following subsectors as a percent of Real Estate TAV: multifamily (36%, including affordable housing, which accounts for 8%), student housing (10%), single family rental housing (8%), manufactured housing (1%) and senior housing (<1%).



# We Believe BREIT Has Significant Momentum Heading into 2023

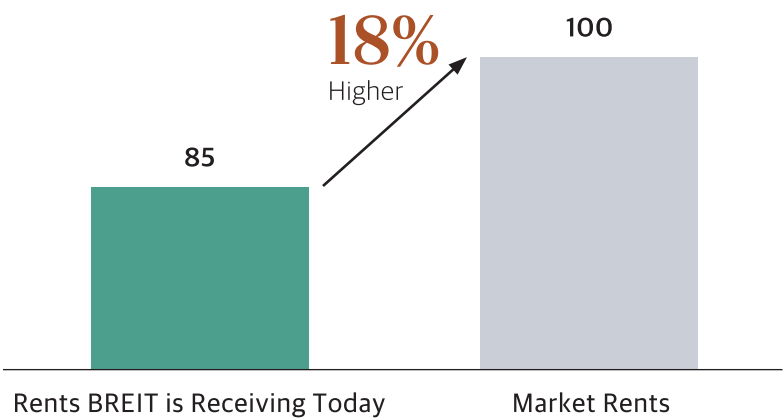
## Outsized Cash Flow Growth Powering BREIT's Current Performance

**BREIT 2022 Same Property NOI Growth and Real Estate Historical Average<sup>8, 18</sup>**



## BREIT's Rents Are Below Market = Embedded Rent Growth Potential

**BREIT's Multifamily and Industrial Rents**  
Indexed to 100<sup>19</sup>



# Portfolio Overview

High conviction, thematic portfolio concentrated in growth markets<sup>20</sup>

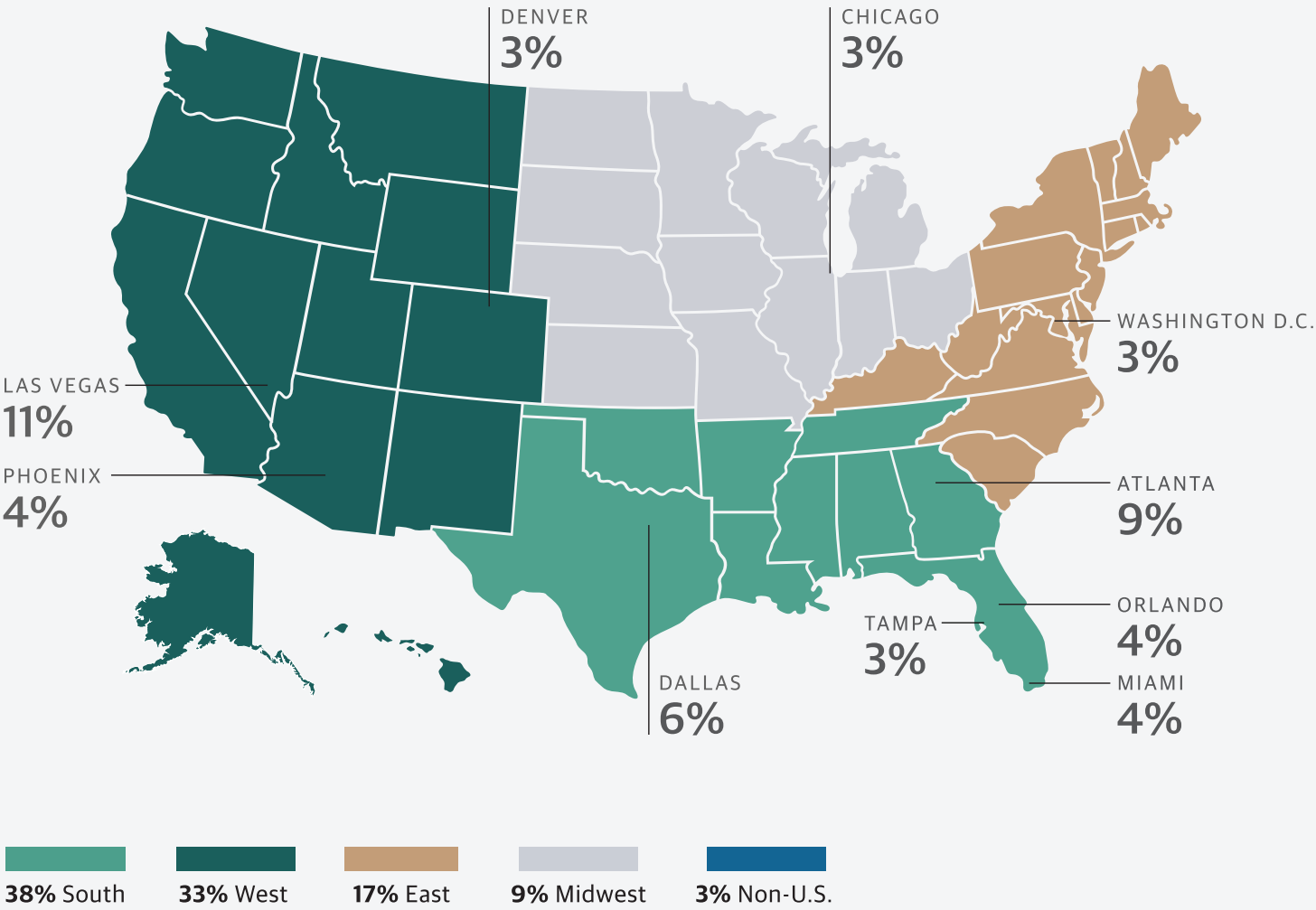
5,172

# of properties<sup>21</sup>

95%

occupancy<sup>22</sup>

## BREIT Market Concentration<sup>23</sup>





# 2022 Investment Highlights



**American Campus Communities**  
7.0% of BREIT's Real Estate TAV<sup>24</sup>



**Pike Portfolio**  
4.4% of BREIT's Real Estate TAV<sup>24</sup>



**Rapids Multifamily Portfolio**  
2.6% of BREIT's Real Estate TAV<sup>24</sup>



**Cosmopolitan Net Lease**  
2.6% of BREIT's Real Estate TAV<sup>24</sup>



**Mileway**  
1.4% of BREIT's Real Estate TAV<sup>24</sup>



**One Manhattan West Office**  
0.4% of BREIT's Real Estate TAV<sup>24</sup>

## Blackstone Leadership



**Stephen A. Schwarzman**  
Chairman and CEO,  
Blackstone



**Jonathan Gray**  
President and COO,  
Blackstone



**Kathleen McCarthy**  
Global Co-Head,  
Blackstone Real Estate



**Kenneth Caplan**  
Global Co-Head,  
Blackstone Real Estate



**Nadeem Meghji**  
Head of Real Estate  
Americas, Blackstone  
Real Estate

## BREIT Leadership



**Frank Cohen**  
Chairman of the Board  
& Chief Executive Officer



**A.J. Agarwal**  
President & Director



**Wesley LePatner**  
Chief Operating Officer  
& Director



**Brian Kim**  
Head of Acquisitions and  
Capital Markets & Director



**Robert Harper**  
Head of Asset  
Management



**Karen Sprogis**  
Head of Investor  
Relations



**Tony Marone**  
Chief Financial Officer  
& Treasurer



**Leon Volchyok**  
Chief Legal Officer  
& Secretary



**Paul Kolodziej**  
Chief Accounting Officer

## BREIT Independent Directors



**Raymond J. Beier**<sup>1,2,4</sup>  
Independent Director



**Susan Carras**<sup>1,3,4</sup>  
Independent Director



**Richard I. Gilchrist**<sup>1,3,4</sup>  
Independent Director



**Field Griffith**<sup>2,3,4</sup>  
Independent Director



**Edward Lewis**<sup>1,2,3,4</sup>  
Independent Director

1. Audit Committee
2. Compensation Committee
3. Nominating and Corporate Governance Committee
4. Affiliate Transaction Committee



# Notes

**Past performance does not guarantee future results.** All figures are approximate and as of December 31, 2022, unless otherwise indicated. Opinions expressed reflect the current opinions of BREIT as of the date appearing in the materials only and are based on BREIT's opinions of the current market environment, which is subject to change. Certain information contained in the materials discusses general market activity, industry or sector trends, or other broad-based economic, market or political conditions and should not be construed as research or investment advice.

**Blackstone Proprietary Data.** Certain information and data provided herein is based on Blackstone proprietary knowledge and data. Portfolio companies may provide proprietary market data to Blackstone, including about local market supply and demand conditions, current market rents and operating expenses, capital expenditures and valuations for multiple assets. Such proprietary market data is used by Blackstone to evaluate market trends as well as to underwrite potential and existing investments. While Blackstone currently believes that such information is reliable for purposes used herein, it is subject to change, and reflects Blackstone's opinion as to whether the amount, nature and quality of the data is sufficient for the applicable conclusion, and no representations are made as to the accuracy or completeness thereof.

**Select Images.** The selected images of certain BREIT investments in this presentation are provided for illustrative purposes only, are not representative of all BREIT investments of a given property type and are not representative of BREIT's entire portfolio. It should not be assumed that BREIT's investment in the properties identified and discussed herein were or will be profitable. Please refer to <https://www.breit.com/properties> for a complete list of BREIT's real estate investments (excluding equity in public and private real estate related companies).

**Tax Information.** The tax information herein is provided for informational purposes only, is subject to material change, and should not be relied upon as a guarantee or prediction of tax effects. This material also does not constitute tax advice to, and should not be relied upon by, potential investors, who should consult their own tax advisors regarding the matters discussed herein and the tax consequences of an investment. A portion of REIT ordinary income distributions may be tax deferred given the ability to characterize ordinary income as Return of Capital ("ROC"). ROC distributions reduce the stockholder's tax basis in the year the distribution is received, and generally defer taxes on that portion until the stockholder's stock is sold via redemption. Upon redemption, the investor may be subject to higher capital gains taxes as a result of a lower cost basis due to the return of capital distributions. Certain non-cash deductions, such as depreciation and amortization, lower the taxable income for REIT distributions. Investors should be aware that a REIT's Return of Capital (ROC) percentage may vary significantly in a given year and, as a result, the impact of the tax law and any related advantages may vary significantly from year to year. While we currently believe that the estimations and assumptions referenced herein are reasonable under the circumstances, there is no guarantee that the conditions upon which such assumptions are based will materialize or are otherwise applicable. This information does not constitute a forecast, and all assumptions herein are subject to uncertainties, changes and other risks, any of which may cause the relevant actual, financial and other results to be materially different from the results expressed or implied by the information presented herein. No assurance, representation or warranty is made by any person that any of the estimations herein will be achieved, and no recipient of this example should rely on such estimations. Investors may also be subject to net investment income taxes of 3.8% and/or state income tax in their state of residence which would lower the after-tax yield received by the investor.

**Trends.** There can be no assurances that any of the trends described herein will continue or will not reverse. Past events and trends do not imply, predict or guarantee, and are not necessarily indicative of, future events or results.

1. Represents Class I shares. Please refer to page 96 for performance for BREIT's other share classes. Returns shown reflect the percent change in the NAV per share from the beginning of the applicable period, plus the amount of any distribution per share declared in the period. **All returns shown assume reinvestment of distributions pursuant to BREIT's distribution reinvestment plan, are derived from unaudited financial information, and are net of all BREIT expenses, including general and administrative expenses, transaction-related expenses, management fees, performance participation allocation, and share class-specific fees, but exclude the impact of early repurchase deductions on the repurchase of shares that have been outstanding for less than one year.** The inception dates for the Class I, D, S and T shares are January 1, 2017, May 1, 2017, January 1, 2017 and June 1, 2017, respectively. 1-year and 3-year refer to the twelve and thirty-six months, respectively, ended December 31, 2022. **The returns have been prepared using unaudited data and valuations of the underlying investments in BREIT's portfolio, which are estimates of fair value and form the basis for BREIT's NAV.** Valuations based upon unaudited reports from the underlying investments may be subject to later adjustments, may not correspond to realized value and may not accurately reflect the price at which assets could be liquidated. As return information is calculated based on NAV, return information presented will be impacted should the assumptions on which NAV was determined prove to be different. **Past performance is not necessarily indicative of future results.** 3-year and inception to date ("ITD") returns are annualized consistent with the IPA Practice Guideline 2018.
2. Reflects the 15% increase in BREIT's weighted average rental housing and industrial assumed exit cap rates from December 31, 2021 to December 31, 2022, weighted by BREIT's asset value in each sector for the respective time period.
3. Reflects Class I shares. Annualized distribution rates for all BREIT share classes can be found on page 96. Reflects the current month's distribution annualized and divided by the prior month's NAV, which is inclusive of all fees and expenses. All distribution rates shown are historical. Distributions are not guaranteed and may be funded from sources other than cash flow from operations, including borrowings, offering proceeds, the sale of our assets and repayments of our real estate debt investments. We have no limits on the amounts we may fund from such sources. As of December 31, 2022, 100% of inception to date distributions were funded from cash flows from operations. BREIT has delivered 70, 68, 70 and 67 months of consecutive distributions for the Class I, D, S and T shares, respectively. Tax-equivalent yield reflects the pre-tax yield an investor in a theoretical taxable investment would need to receive to match the +4.5% after-tax yield of BREIT's Class I share class in the current tax year assuming that (i) all income earned on the theoretical fixed income investment is taxed at the top ordinary rate of 37% and (ii) 94% of BREIT's distributions are treated as a return of capital ("ROC"), which is equal to the percentage of distributions classified as ROC for 2022, and excluding the impact of taxes that would be payable upon redemption. The ordinary income tax rate could change in the future. Tax-equivalent yield for the other share classes are as follows: Class D: +6.8%; Class S: +5.7%; and Class T: +5.8%. The tax-equivalent yield would be reduced by 1.4%, 1.3%, 1.1% and 1.1% for Class I, D, S and T shares, respectively, taking into account deferred capital gains tax that would be payable upon redemption. This assumes a one-year holding period and includes the impact of deferred capital gains tax incurred in connection with a redemption of BREIT shares. Upon

# Notes (continued)

redemption, an investor is assumed to be subject to tax on all prior return of capital distributions at the current maximum capital gains rate of 20%. The capital gains rate could change in the future. Other fixed income products with different characteristics, such as municipal bonds, may also provide tax advantages. The availability of certain tax benefits, such as tax losses from other investments, may also increase the after-tax yield of other fixed income products for an investor. Investors should consult their own tax advisors. See "Tax Information" above.

4. Sunbelt represents the South and West regions as defined by the National Council of Real Estate Investment Fiduciaries ("NCREIF"). "Region Concentration" represents regions as defined by NCREIF and the weighting is measured as the asset value of real estate properties and unconsolidated property investments for each regional category (South, West, East, Midwest, Non-U.S.) divided by the total asset value of all (i) real estate properties, excluding the value of any third-party interests in such real estate properties, and (ii) unconsolidated property investments. "Non-U.S." reflects investments in Europe and Canada. "Property Sector Concentration" weighting is measured as the asset value of real estate investments for each sector category (rental housing, industrial, net lease, data centers, hospitality, self storage, office, retail) divided by the total asset value of all real estate investments, excluding the value of any third-party interests in such real estate investments ("Real Estate TAV"). The following sectors each have subsectors comprising over 1.0% of Real Estate TAV. Rental housing: multifamily (36%, including affordable housing, which accounts for 8%), student housing (10%), single family rental housing (8%) and manufactured housing (1%); industrial: warehouses; and hospitality: select service hotels. Please see the prospectus for more information on BREIT's investments.
5. U.S. Bureau of Economic Analysis, as of June 22, 2022. Represents 5-year compound annual growth rate of population from mid-quarter Q1'17 to mid-quarter Q1'22.
6. U.S. Bureau of Labor Statistics, as of September 16, 2022. Represents 5-year compound annual growth rate of seasonally adjusted employees on nonfarm payrolls from Aug. '17 to Aug. '22.
7. U.S. Bureau of Labor Statistics, as of August 24, 2022. Represents 5-year compound annual rate of employment-weighted average weekly wage from Q1'17 to Q1'22.
8. **Same Property NOI Growth.** Represents BREIT's same property NOI growth for the year ended December 31, 2022 compared to the prior year. Net Operating Income ("NOI") is a supplemental non-generally accepted accounting principles ("GAAP") measure of our property operating results that we believe is meaningful because it enables management to evaluate the impact of occupancy, rents, leasing activity and other controllable property operating results at our real estate. We define NOI as operating revenues less operating expenses, which exclude (i) impairment of investments in real estate, (ii) depreciation and amortization, (iii) straight-line rental income and expense, (iv) amortization of above- and below- market lease intangibles, (v) lease termination fees, (vi) property expenses not core to the operations of such properties, and (vii) other non-property related revenue and expense items such as (a) general and administrative expenses, (b) management fee paid to the Adviser, (c) performance participation allocation paid to the Special Limited Partner, (d) incentive compensation awards, (e) income (loss) from investments in real estate debt, (f) change in net assets of consolidated securitization vehicles, (g) income from equity securities and interest

rate derivatives, (h) net gain (loss) on dispositions of real estate, (i) interest expense, (j) gain (loss) on extinguishment of debt, (k) other income (expense), and (l) similar adjustments for NOI attributable to non-controlling interests and unconsolidated entities. We evaluate our consolidated results of operations on a same property basis, which allows us to analyze our property operating results excluding acquisitions and dispositions during the periods under comparison. Properties in our portfolio are considered same property if they were owned for the full periods presented, otherwise they are considered non-same property. Recently developed properties are not included in same property results until the properties have achieved stabilization for both full periods presented. Properties held for sale, properties that are being re-developed, and interests in unconsolidated entities under contract of sale with hard deposit or other factors ensuring the buyer's performance are excluded from same property results and are considered non-same property. We do not consider our investments in the real estate debt segment or equity securities to be same property. NOI margin is measured by dividing same property NOI by same property total revenues. For more information, please refer to BREIT's Current Report on Form 10-K and the prospectus. Additionally, please refer to page 111 for a reconciliation of GAAP net loss to same property NOI for the years ended December 31, 2022 and 2021.

9. **NOI growth is a property operating metric and a component of valuation but is not a comprehensive measure of operating results or indicative of BREIT's performance.** Green Street Advisors, latest sector updates available as of January 18, 2023. Multifamily publicly traded REIT same property NOI growth represented by Mid America Apartment Communities Inc. ("MAA"). Industrial publicly traded REIT same property NOI growth represented by Prologis. We believe MAA and Prologis are appropriate comparisons to BREIT's multifamily and industrial sectors, respectively, based on their geographic concentration and asset quality. Historical growth rate reflects 20-year average rate of 3% and represents average annual growth from 2003 to 2022; 2022 represents the year-end estimate. There can be no assurance that publicly traded REIT NOI will grow as expected or that BREIT's NOI will grow as expected or keep pace with any publicly traded REIT. Inflation reflects U.S. Bureau of Labor Statistics data and represents the Consumer Price Index, which measures changes in the prices paid by urban consumers for a representative basket of goods and services year-over-year as of December 31, 2022. NOI may not be correlated to or continue to keep pace with inflation.
10. As of December 31, 2022. 88% fixed rate financing is measured by dividing (i) the sum of our consolidated fixed rate debt, secured financings on investments in real estate debt with matched underlying interest rate exposure, and the outstanding notional principal amount of corporate and consolidated interest rate swaps, by (ii) total consolidated debt outstanding. The use of leverage involves a high degree of financial risk and may increase the exposure of the investments to adverse economic factors.
11. As of December 31, 2022. Low rates reflect BREIT's 4.3% weighted average interest rate, which is measured as the weighted average interest rate of corporate and consolidated property debt, adjusted for BREIT's corporate and consolidated property interest rate hedges, and excludes BREIT's pro rata share of debt within its unconsolidated real estate investments. 6.5 years reflects the weighted average duration of fixed and swapped consolidated property level and entity level debt and excludes BREIT's pro rata share of debt within its unconsolidated real estate investments.



## Notes (continued)

12. Reflects value increases from BREIT's fixed rate liabilities and corporate and real estate interest rate hedges of \$4.2 billion during the year ended December 31, 2022. Excludes value associated with floating rate debt and interest rate swaps against debt investments.
13. Reflects BREIT's Class I net return for the year and inception to date period ended December 31, 2022 of 8.4% and 12.5%, respectively, compared to total returns for publicly traded REITs of -24.5% in 2022 and 3.9% since BREIT's inception. Publicly traded REITs represented by the MSCI U.S. REIT Index. The volatility and risk profile of the indices presented are likely to be materially different from that of BREIT including those related to fees and expenses, liquidity, safety, and tax features BREIT does not trade on a national securities exchange, and therefore, is generally illiquid. Your ability to redeem shares in BREIT through BREIT's share repurchase plan may be limited and our board may make exceptions to, modify or suspend the plan. In addition, the indices employ different investment guidelines and criteria than BREIT as a result, the holdings in BREIT may differ significantly from the holdings of the securities that comprise the indices. The performance of the indices has not been selected to represent an appropriate benchmark to compare to BREIT's performance, but rather is disclosed to allow for comparison of BREIT's performance to that of well known and widely recognized indices. See Note 1 for more information on BREIT's returns as well as "Index Definitions".
14. The amount of assets sold includes \$0.6 billion of investments under contract. Reflects gross sales price. Premium represents the sale price of BREIT assets as of January 11, 2023 relative to BREIT's gross asset carrying value ("GAV") for those assets three months prior to the sale. Analysis excludes sales in our single family rental housing and affordable housing sectors where certain third parties including existing tenants and joint venture partners have certain buyout rights that may not be reflective of market value. There can be no assurance that dispositions under contract but not yet closed will close as expected or at all.
15. MSCI Real Capital Analytics, as of December 31, 2022. World's largest owner of commercial real estate reflects estimated market value. Largest buyer and seller reflect transaction volume since January 1, 2010.
16. The real estate group of Blackstone Inc. ("Blackstone"), Blackstone Real Estate, is our sponsor and an affiliate of our advisor. Information regarding Blackstone and Blackstone Real Estate is included to provide information regarding the experience of our sponsor and its affiliates. An investment in BREIT is not an investment in Blackstone as BREIT is a separate and distinct legal entity. **Past performance does not guarantee future results.** There can be no assurance that any Blackstone fund or investment will achieve its objectives or avoid substantial losses.
17. Publicly traded REITs reflect NAREIT Total REIT Industry Tracker data and represent year-over-year same property NOI growth for the twelve months ended December 31, 2022 based on latest available data. Year to date publicly traded REITs same property NOI growth through December 31, 2022 is 8%.
18. Represents year-over-year growth. Real Estate Historical Average represents publicly traded REITs NOI from Nareit Total REIT Industry Tracker data and reflects average quarterly same property NOI growth for the 10-year period ended December 31, 2022.
19. As of December 31, 2022. Represents our estimate of the embedded growth potential between BREIT's in-place multifamily and industrial portfolio rents and achievable market rents. We estimate that BREIT's multifamily (excluding affordable housing) in-place rent roll has a 1% embedded growth potential and that BREIT's industrial in-place rent roll has a 36% embedded growth potential. Reflects Blackstone Proprietary Data. Does not represent the entirety of BREIT's portfolio. Other BREIT property sectors may have lower embedded growth potential. Any expectations that in-place rents have the potential to increase are based on certain assumptions that may not be correct and on certain variables that may change, are presented for illustrative purposes only and do not constitute forecasts. There can be no assurance that any such results will actually be achieved. Embedded rent growth will not directly correlate with increased returns. A number of factors, including operating expenses as described in BREIT's Current Report on Form 10-K and the prospectus, will impact BREIT's net returns and performance. BREIT's industrial assets have a 4.5-year weighted average lease length and BREIT's rental housing assets have an approximately 0.5-year weighted average lease length. Reflects real estate properties only, including unconsolidated properties, and does not include real estate debt investments. For a complete list of BREIT's real estate investments (excluding equity in public and private real estate-related companies), visit [www.breit.com/properties](http://www.breit.com/properties). As of January 31, 2023, the multifamily (excluding affordable housing) sector accounted for 28% of BREIT's real estate asset value and the industrial sector accounted for 23% of BREIT's real estate asset value.
20. Growth market means a market with high population growth relative to the U.S. average. While BREIT generally seeks to acquire real estate properties located in growth markets, certain properties may not be located in such markets. Although a market may be a growth market as of the date of the publication of this material, demographics and trends may change and investors are cautioned on relying upon the data presented as there is no guarantee that historical trends will continue or that BREIT could benefit from such trends. U.S. Census Bureau, as of July 2021, released in March 2022. See "Important Disclosure Information-MSA".
21. Reflects real estate investments only, including unconsolidated properties, and does not include real estate debt investments.
22. Occupancy is an important real estate metric because it measures the utilization of properties in the portfolio. Occupancy is weighted by the total value of all consolidated real estate properties, excluding our hospitality investments, and any third-party interests in such properties. For our industrial, net lease, data centers, office and retail investments, occupancy includes all leased square footage as of December 31, 2022. For our multifamily and student housing investments, occupancy is defined as the percentage of actual rent divided by gross potential rent (defined as actual rent for occupied units and market rent for vacant units) for the three months ended December 31, 2022. For our single family rental housing investments, the occupancy rate includes occupied homes for the three months ended December 31, 2022. For our self storage, manufactured housing and senior living investments, the occupancy rate includes occupied square footage, occupied sites and occupied units, respectively, as of December 31, 2022. The average occupancy rate for our hospitality investments includes paid occupied rooms for the 12 months ended December 31, 2022. Hospitality investments owned less than 12 months are excluded from the average occupancy rate calculation. Unconsolidated investments are excluded from occupancy rate calculations.



## Notes (continued)

23. “Market Concentration” represents BREIT’s top 10 metropolitan statistical areas (“MSAs”) by portfolio weighting. BREIT is invested in additional MSAs which are not named above. “Region Concentration” represents regions as defined by NCREIF and the weighting is measured as the asset value of real estate properties and unconsolidated property investments for each regional category (South, West, East, Midwest, Non-U.S.) divided by the total asset value of all (i) real estate properties, excluding the value of any third-party interests in such real estate properties, and (ii) unconsolidated property investments. “Non-U.S.” reflects investments in Europe and Canada.

24. Real Estate Total Asset Value (“Real Estate TAV”) weighting is measured as the asset value (based on fair value) of each real estate investment divided by the total asset value (based on fair value) of all real estate investments, excluding the value of any third-party interests in such real estate investments.



**10-K**

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**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, 2022**

☐ **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: 000-55931



**Blackstone Real Estate Income Trust, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**81-0696966**  
(I.R.S. Employer  
Identification No.)

**345 Park Avenue**  
**New York, New York 10154**  
(Address of principal executive offices) (Zip Code)

**(212) 583-5000**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Securities registered pursuant to Section 12(g) of the Act:		
Title of Each Class		
Class S Common Stock, \$0.01 par value per share		
Class I Common Stock, \$0.01 par value per share		
Class T Common Stock, \$0.01 par value per share		
Class D Common Stock, \$0.01 par value per share		

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐  
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" 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. Yes ☐ No ☒

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 Exchange Act. Yes ☐ No ☒

The aggregate market value of the common stock held by non-affiliates of the registrant: There is currently no established public market for the Registrant's shares of common stock. As of March 17, 2023, the issuer had the following shares outstanding: 1,587,734,005 shares of Class S common stock, 2,614,945,892 shares of Class I common stock, 71,491,191 shares of Class T common stock, 415,832,448 shares of Class D, and 1,100,707 shares of Class C common stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III of this annual report on Form 10-K incorporates information by reference from the registrant's definitive proxy statement with respect to its 2022 annual meeting of stockholders to be filed with the Securities and Exchange Commission within 120 days after the close of the registrant's fiscal year.

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS; RISK FACTOR SUMMARY

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws and the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “anticipate,” “estimate,” “believe,” “continue,” “identify” or other similar words or the negatives thereof. These may include our financial estimates and their underlying assumptions, statements about plans, objectives, intentions, and expectations with respect to positioning, including the impact of macroeconomic trends and market forces, future operations, repurchases, acquisitions, future performance and statements regarding identified but not yet disclosed acquisitions. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include but are not limited to those described under the section entitled “Risk Factors” in this report, as such factors may be updated from time to time in our periodic filings with the United States Securities and Exchange Commission (“SEC”), which are accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov). These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this document (or our prospectus and other filings). Except as otherwise required by federal securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

The following is a summary of principal risk factors that may materially adversely affect our business, financial condition, results of operations and cash flows. The following should be read in conjunction with the more complete discussion of the risk factors we face, which are set forth more fully in “Part I. Item 1A. Risk Factors”.

- Since there is no public trading market for shares of our common stock, repurchase of shares by us is generally the only way to dispose of your shares. Our share repurchase plan, which is approved and administered by our board of directors, provides our stockholders with the opportunity to request that we repurchase their shares on a monthly basis, but we are not obligated to repurchase any shares, and our board of directors may determine to repurchase only some, or even none, of the shares that have been requested to be repurchased in any particular month in our discretion. In addition, repurchases will be subject to available liquidity and other significant restrictions, including repurchase limitations that have in the past been, and may in the future be, exceeded, resulting in our repurchase of shares on a pro rata basis. Further, our board of directors will, in certain circumstances, make exceptions to, modify and suspend our share repurchase plan (including to make exceptions to the repurchase limitations, or purchase fewer shares than such repurchase limitations) if, in its reasonable judgement, it deems such action to be in our best interest and the best interest of our stockholders. Our board of directors cannot terminate our share repurchase plan absent a liquidity event which results in our stockholders receiving cash or securities listed on a national securities exchange or where otherwise required by law. As a result, our shares should be considered as having only limited liquidity and at times may be illiquid.
- Distributions are not guaranteed and may be funded from sources other than cash flow from operations, including, without limitation, borrowings, net offering proceeds (including from sales of our common stock or units of BREIT Operating Partnership L.P.), the sale of our assets, and repayments of our real estate debt investments, and we have no limits on the amounts we may fund from such sources.
- The purchase and repurchase price for shares of our common stock are generally based on our prior month’s net asset value (“NAV”) and are not based on any public trading market. While there will be independent valuations of our properties from time to time, the valuation of properties is inherently subjective and our NAV may not accurately reflect the actual price at which our properties could be liquidated on any given day.
- We are dependent on BX REIT Advisors L.L.C (the “Adviser”), as well as the persons and firms the Adviser retains to provide services on our behalf, to conduct our operations. The Adviser will face conflicts of interest as a result of, among other things, the allocation of investment opportunities among us and Other Blackstone Accounts, the allocation of time of its investment professionals and the substantial fees that we will pay to the Adviser.
- Principal and interest payments on any of our outstanding borrowings will reduce the amount of liquidity or investment in additional real estate assets.
- There are limits on the ownership and transferability of our shares. See “Description of Capital Stock—Restrictions on Ownership and Transfer” in the prospectus for our public offering of shares of our common stock (the “Offering”) (as amended and/or supplemented from time to time, the “Prospectus”).
- While BREIT’s investment strategy is to invest in stabilized commercial real estate across asset classes with a focus on providing current income to investors, an investment in BREIT is not an investment in fixed income. Fixed income has material differences from an investment in the Company, including those related to vehicle structure, investment objectives and restrictions, risks, fluctuation of principal, safety, guarantees or insurance, fees and expenses, liquidity and tax treatment.

- We intend to continue to qualify as a real estate investment trust (“REIT”) for U.S. federal income tax purposes. However, if we fail to qualify as a REIT and no relief provisions apply, our NAV and cash available for distribution to our stockholders could materially decrease.
- The acquisition of investment properties may be financed in substantial part by borrowing, which increases our exposure to loss. The use of leverage involves a high degree of financial risk and will increase the exposure of the investments to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the performance of our investments.
- Investing in commercial real estate assets involves certain risks, including but not limited to: tenants’ inability to pay rent; increases in interest rates and lack of availability of financing; tenant turnover and vacancies; and changes in supply of or demand for similar properties in a given market.
- Recent concerns about the real estate market, increases in interest rates, rising inflation, energy costs and geopolitical issues have contributed to increased volatility and diminished expectations for the economy and market going forward. Our operating results will be affected by global and national economic and market conditions generally and by the local economic conditions where our properties are located, including changes with respect to rising vacancy rates or decreasing market rental rates; fluctuations in the average occupancy and room rates for hotel properties; inability to lease space on favorable terms; bankruptcies, financial difficulties or lease defaults by our tenants, particularly for our tenants with net leases for large properties; rising inflation, changes in interest rates and supply chain disruptions; market volatility and changes in government rules, regulations and fiscal policies, such as property taxes, zoning laws, limitations on rental rates, and compliance costs with respect to environmental laws.
- Our portfolio is currently concentrated in certain industries and geographies, and, as a consequence, our aggregate return may be substantially affected by adverse economic or business conditions affecting that particular type of asset or geography.
- Competition for investment opportunities may reduce our profitability and the return on your investment.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. We caution you not to place undue reliance on these forward-looking statements. All written and oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by these cautionary statements. Moreover, unless we are required by law to update these statements, we will not necessarily update or revise any forward-looking statements included or incorporated by reference in this Annual Report after the date hereof, either to conform them to actual results or to changes in our expectations. We urge you to carefully consider the foregoing summary together with the risks discussed in Part I, Item 1A. “Risk Factors” and Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

### **Website Disclosure**

We use our website ([www.breit.com](http://www.breit.com)) as a channel of distribution of company information. The information we post through this channel may be deemed material. Accordingly, investors should monitor this channel, in addition to following our press releases and SEC filings. The contents of our website are not, however, a part of this report.



## **PART I.**

### **ITEM 1. BUSINESS**

References herein to “Blackstone Real Estate Income Trust,” the “Company,” “BREIT,” “we,” “us,” or “our” refer to Blackstone Real Estate Income Trust, Inc., a Maryland corporation, and its subsidiaries unless the context specifically requires otherwise.

#### **General Description of Business and Operations**

BREIT invests primarily in stabilized income-generating commercial real estate in the United States, and to a lesser extent, outside the United States. We also invest to a lesser extent in real estate debt investments. Our objective is to bring Blackstone’s leading institutional quality real estate investment platform to income focused investors. We are externally managed by the Adviser, a subsidiary of Blackstone Inc. (“Blackstone”). We were incorporated in Maryland on November 16, 2015. We are the sole general partner of BREIT Operating Partnership L.P. (“BREIT OP”), a Delaware limited partnership, and we own substantially all of our assets through BREIT OP. We currently operate our business in nine reportable segments: Rental Housing, Industrial, Net Lease, Data Centers, Hospitality, Self Storage, Retail, and Office properties, and Investments in Real Estate Debt. Rental Housing includes multifamily and other types of rental housing such as manufactured, student, affordable, and single family rental housing, as well as senior living. Net Lease includes the real estate assets of The Bellagio Las Vegas (the “Bellagio”), The Cosmopolitan of Las Vegas (the “Cosmopolitan”) and the unconsolidated interest in the MGM Grand and Mandalay Bay joint venture. In January 2023, BREIT sold its interest in MGM Grand and Mandalay Bay Resort as further described below under Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Recent Developments.”

BREIT is a non-listed, perpetual life real estate investment trust (“REIT”). We qualified as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”) for U.S. federal income tax purposes and generally will not be subject to U.S. federal income taxes on our taxable income to the extent we annually distribute all of our net taxable income to stockholders and maintain our qualification as a REIT.

As of March 17, 2023, we had received net proceeds of \$71.9 billion from the sale of shares of our Class S, Class I, Class T, Class D and Class C common stock. We have contributed the net proceeds to BREIT OP in exchange for a corresponding number of Class S, Class I, Class T, Class D and Class C units of BREIT OP. BREIT OP has primarily used the net proceeds to make investments in real estate and real estate debt and for other general corporate purposes (including to fund repurchase requests under our share repurchase plan from time to time) as further described below under “Investment Portfolio.” We intend to continue selling shares of our common stock on a monthly basis through our continuous public offering and private offerings.

#### **Our Adviser**

We are externally managed by our Adviser, and pursuant to the advisory agreement between us and the Adviser (the “Advisory Agreement”), we have delegated to the Adviser the authority to source, evaluate and monitor our investment opportunities and to make decisions related to the acquisition, management, financing and disposition of our assets, in accordance with our investment objectives, guidelines, policies and limitations, as well as provide us with our executive management team. Our board of directors will at all times have oversight and policy-making authority over us, including responsibility for governance, financial controls, compliance and disclosure.

Our Adviser is a part of Blackstone’s alternative asset management business, which is the world’s largest alternative asset manager. Blackstone’s assets under management include investment vehicles focused on private equity, real estate, public debt and equity, infrastructure, life sciences, growth equity, opportunistic, non-investment grade credit, real assets and secondary funds, all on a global basis. Through its different businesses, Blackstone had total assets under management of \$975 billion as of December 31, 2022.

In connection with the performance of its duties, our Adviser benefits from the resources, relationships, and expertise of the 787 professionals in Blackstone’s global real estate group. Blackstone has built the world’s preeminent global real estate business with \$326 billion of investor capital under management as of December 31, 2022. Blackstone’s real estate group (“Blackstone Real Estate”) provides the benefit of proven experience navigating market cycles, a vast portfolio that provides real time data insights, a disciplined investment approach with centralized decision making and deep industry expertise and relationships.

Our chief executive officer, chief financial officer, and other executive officers are senior Blackstone real estate professionals. Our Adviser, our executive officers, and other personnel supplied to us by our Adviser are each not obligated to dedicate any specific amount of time to our business. Our Adviser is subject to the supervision and oversight of our board of directors and has only such functions and authority as our board of directors delegates to it. Pursuant to the Advisory Agreement, our Adviser is entitled to receive a base management fee and expense reimbursements. In addition, BREIT Special Limited Partner L.P. (the “Special Limited Partner”), a wholly-owned subsidiary of Blackstone, is entitled to receive a performance participation allocation. See Note 10 to our consolidated

financial statements and Item 13 “Certain Relationships and Related Transactions, and Director Independence” in this Annual Report on Form 10-K for more detail on the terms of the Advisory Agreement.

## **Investment Objectives**

Our investment objectives are to invest in assets that will enable us to:

- provide attractive current income in the form of regular, stable cash distributions;
- preserve and protect invested capital;
- realize appreciation in NAV from proactive investment management and asset management; and
- provide an investment alternative for stockholders seeking to allocate a portion of their long-term investment portfolios to commercial real estate with lower volatility than listed public real estate companies.

## **Investment Strategy**

Our investment strategy is to acquire primarily stabilized, income-generating commercial real estate across asset classes in the United States and, to a lesser extent, outside the United States. We also invest to a lesser extent in real estate debt investments to provide current income and other purposes.

Our investment strategy seeks to capitalize on Blackstone’s scale and the real-time information provided by its real estate holdings to identify and acquire our target investments at attractive pricing. We also seek to benefit from Blackstone’s reputation and ability to transact at scale with speed and certainty, and its long-standing and extensive relationships in the real estate industry.

Our investments in primarily stabilized, income-generating U.S. commercial real estate focus on a range of asset types. These may include rental housing, industrial, net lease, data centers, self storage, hospitality, retail and office assets, as well as other sectors. For a breakdown of our portfolio by asset type see the “Investments in Real Estate” section below.

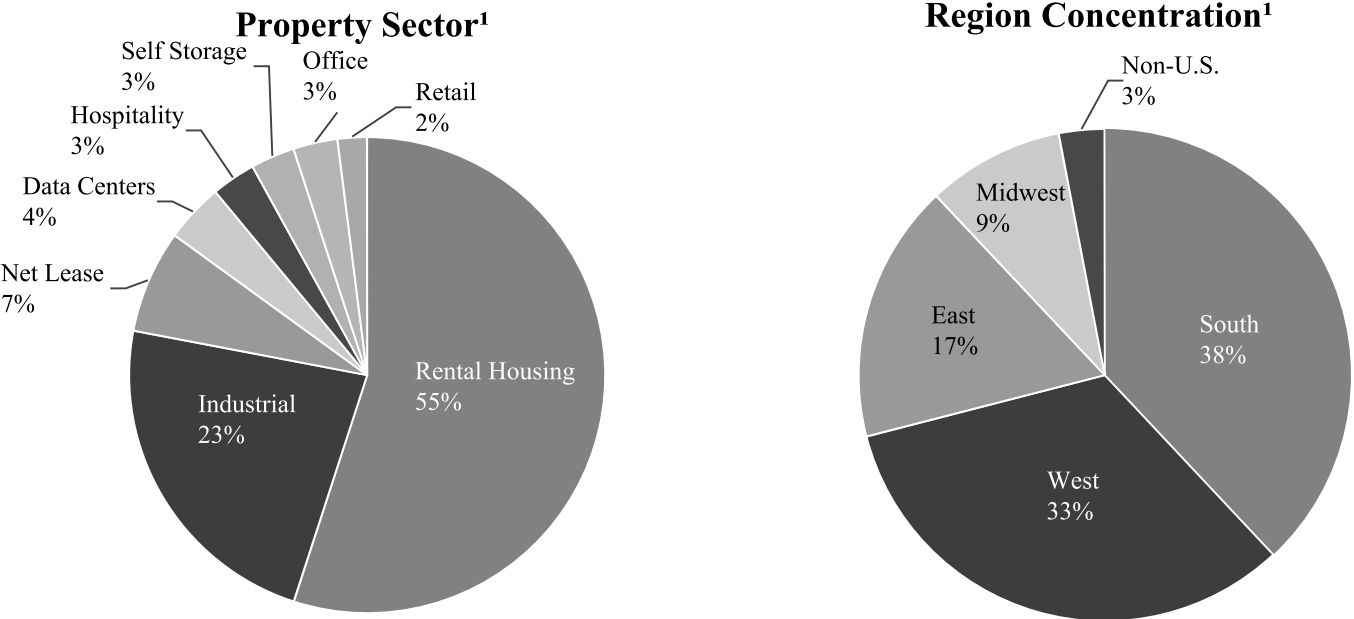
Our real estate debt strategy is focused on generating current income and contributing to our overall net returns. Alongside our credit facilities and operating cash flow, our real estate debt investments may provide an additional source of liquidity. These liquidity sources are collectively used for cash management, satisfying any stock repurchases under our share repurchase plan and other purposes. We use the Blackstone Real Estate Debt Strategies team to assist in this portion of the portfolio. The Blackstone Real Estate Debt Strategies team leverages the competitive advantages of the broader Blackstone Real Estate platform and its own proprietary investment models to seek attractive real estate debt investment opportunities throughout the capital structure.

## **Investments in Real Estate**

We invest primarily in stabilized, income-generating commercial real estate across assets in the United States and, to a lesser extent, outside the United States. We also invest in equity of public and private real estate-related companies, including real estate-related operating companies. We may also acquire assets that require some amount of capital investment in order to be renovated or repositioned as well as develop properties and make investments in other real assets such as infrastructure.

We do not designate specific geography or sector allocations for the portfolio; rather we invest in regions or asset classes where we see the best opportunities that support our investment objectives.

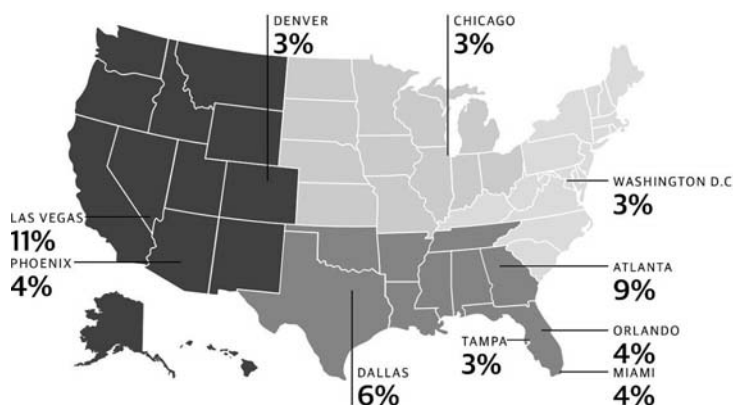
The following charts further describe the diversification of our investments in real estate based on fair value as of December 31, 2022:



<sup>1</sup> “Property Sector” weighting is measured as the asset value of our real estate investments for each sector divided by the total asset value of all real estate investments. “Region Concentration” reflects regions as defined by the National Council of Real Estate Fiduciaries (“NCREIF”), and the weighting is measured as the asset value of our real estate investments in each region, other than equity in public and private real estate-related companies, divided by the total value of all such real estate investments. “Non-U.S.” reflects investments in Europe and Canada. “Real estate investments” include wholly-owned property investments, BREIT’s share of property investments held through joint ventures and equity in public and private real estate-related companies.



The following map identifies the top markets of our real estate portfolio composition based on fair value as of December 31, 2022:



The select markets that are named represent BREIT's top 10 metropolitan statistical areas ("MSAs") by portfolio weighting. Portfolio weighting is measured as the asset value of our real estate investments for each MSA divided by the total asset value of all real estate investments. BREIT is invested in additional MSAs that are not named above. "Region Concentration" reflects regions as defined by the NCREIF, and the weighting is measured as the asset value of our real estate investments in each region, other than equity in public and private real estate-related companies, divided by the total value of all such real estate investments. "Non-U.S." reflects investments in Europe and Canada.

As of December 31, 2022, we owned a diversified portfolio of 5,172 properties and 28,776 single family rental homes concentrated in growth markets consisting of income producing assets primarily focused in Rental Housing, Industrial, and Net Lease properties, and to a lesser extent Data Centers, Self Storage, Hospitality, Retail, and Office properties.

### Investments in Real Estate Debt

Our real estate debt investments focus on non-distressed public and private real estate debt, including, but not limited to, commercial mortgage-backed securities ("CMBS"), real estate-related corporate credit, mortgages, loans, mezzanine and other forms of debt (including residential mortgage-backed securities ("RMBS") and other residential credit), interests of collateralized debt obligation and collateralized loan obligation vehicles and equity interests in public and private entities that invest in real estate debt as one of their core businesses, and may also include derivatives. Our investments in real estate debt are focused in the United States, but also include investments issued or backed by real estate in Canada, Europe and certain other countries.

### Borrowing Policies

We use financial leverage to provide additional funds to support our investment activities. This allows us to make more investments than would otherwise be possible, resulting in a broader portfolio. Subject to the limitation on indebtedness for money borrowed in our charter described below, our target leverage ratio is in the range of 60%. Our leverage ratio is measured by dividing (i) consolidated property-level and entity-level debt net of cash and loan-related restricted cash, by (ii) the asset value of real estate investments (measured using the greater of fair market value and cost) plus the equity in our settled real estate debt investments. Indebtedness incurred (i) in connection with funding a deposit in advance of the closing of an investment or (ii) as other working capital advances, will not be included as part of the calculation above.

Our real estate debt portfolio has embedded leverage through the use of reverse repurchase agreements and may also have embedded leverage through the use of derivatives, including, but not limited to, total return swaps, securities lending arrangements and credit default swaps. During times of increased investment and capital market activity, but subject to the limitation on indebtedness for money borrowed in our charter described below, we may employ greater leverage in order to quickly build a broader portfolio of assets. We may leverage our portfolio by assuming or incurring secured or unsecured property-level or entity-level debt. An example of property-level debt is a mortgage loan secured by an individual property or portfolio of properties incurred or assumed in connection with our acquisition of such property or portfolio of properties. An example of entity-level debt is our line of credit obtained by us or our Operating Partnership. We currently have secured and unsecured credit facilities from third parties and an uncommitted line of credit from an affiliate of Blackstone. We may decide to seek to obtain additional credit facilities under which we would reserve borrowing capacity. Borrowings under the line of credit or any future lines of credit may be used to fund acquisitions, repurchase shares, or for any other corporate purpose.

Under our charter, we have a limitation that precludes us from borrowing in excess of 300% of the cost of our net assets, which approximates borrowing 75% of the cost of our investments (unless a majority of our independent directors approves any borrowing in excess of the limit and we disclose the justification for doing so to our stockholders), but such restriction does not restrict the amount of indebtedness we may incur with respect to any single investment.

For an overview of our borrowings, see Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources.”

### **Taxation of the Company**

We elected to be taxed as a REIT under the Code commencing with our taxable year ended December 31, 2017. We generally must distribute annually at least 90% of our taxable net income, subject to certain adjustments and excluding any net capital gain, in order for U.S. federal income tax not to apply to our earnings that we distribute. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our net taxable income, we will be subject to U.S. federal 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 U.S. federal tax laws.

Our qualification as a REIT also depends on our ability to meet various other requirements imposed by the Code, which relate to organizational structure, diversity of stock ownership, and certain restrictions with regard to the nature of our assets and the sources of our income. Even if we qualify as a REIT, we may be subject to certain U.S. federal income and excise taxes and state and local taxes on our income and assets. If we fail to maintain our qualification as a REIT for any taxable year, we may be subject to material penalties as well as federal, state, and local income tax on our taxable income at regular corporate rates and we would not be able to qualify as a REIT for the subsequent four full taxable years.

Furthermore, we have one or more taxable REIT subsidiaries (“TRSs”) that pay federal, state, and local income tax on their net taxable income. See Item 1A—“Risk Factors—Risks Related to our REIT Status and Certain Other Tax Items” for additional tax status information.

### **Governmental Regulations**

As an owner of real estate, our operations are subject, in certain instances, to supervision and regulation by U.S. and other governmental authorities, and may be subject to various laws and judicial and administrative decisions imposing various requirements and restrictions, which include, among other things: (i) federal and state securities laws and regulations; (ii) federal, state and local tax laws and regulations, (iii) state and local laws relating to real property; (iv) federal, state and local environmental laws, ordinances, and regulations, and (v) various laws relating to housing, including permanent and temporary rent control and stabilization laws, the Americans with Disabilities Act of 1990 and the Fair Housing Amendment Act of 1988, among others.

Compliance with the federal, state and local laws described above has not had a material adverse effect on our business, assets, results of operations, financial condition and ability to pay distributions, and we do not believe that our existing portfolio will require us to incur material expenditures to comply with these laws and regulations.

### **Competition**

We face competition from various entities for investment opportunities, including other REITs, pension funds, insurance companies, investment funds and companies, partnerships and developers. In addition to third-party competitors, other programs sponsored by the Adviser and its affiliates, particularly those with investment strategies that overlap with ours, will seek investment opportunities under Blackstone’s prevailing policies and procedures.

In the face of this competition, we have access to our Adviser’s and Blackstone’s professionals and their industry expertise and relationships, which we believe provide us with a competitive advantage and help us source, evaluate and compete for potential investments. We believe these relationships will enable us to compete more effectively for attractive investment opportunities. However, we may not be able to achieve our business goals or expectations due to the competitive risks that we face. For additional information concerning these competitive risks, see Item 1A—“Risk Factors—Risks Related to Our Investment Activities.”

## **Environmental, Social and Governance**

As an externally managed company, BREIT's day-to-day operations are managed by our Adviser and our executive officers under the oversight of our Board of Directors. Our executive officers are senior Blackstone Real Estate professionals and our Adviser is a subsidiary of Blackstone and part of Blackstone Real Estate. As such, many of the environmental, social and governance ("ESG") initiatives undertaken by Blackstone may be relevant to our business and certain of the business decisions made on our behalf by employees of our Adviser to deliver returns for its investors. ESG principles have long informed the way Blackstone is run, approaches investing and partners with the assets in its portfolio. Blackstone also has a dedicated Global Real Estate ESG team that works closely with Blackstone Real Estate asset management teams across the globe to build on existing ESG efforts and scale them in the firm's global real estate portfolio. The Global Real Estate ESG team also works with certain of the Real Estate team's portfolio companies to drive long-term value through sustainability practices, energy efficiency and decarbonization at scale.

## **Human Capital**

We have no employees other than those employed by the management companies that were acquired in connection with the acquisitions of the Simply Storage Portfolio, Home Partners of America Portfolio, April Housing Portfolio, Preferred Apartment Communities Inc. Portfolio and the American Campus Communities Portfolio, none of whom are executive officers of the Company or are involved in the management of the Company. Our operations are conducted by the Adviser.

## **Conflicts of Interest**

We are subject to conflicts of interest arising out of our relationship with Blackstone, including the Adviser and its affiliates. See Item 1A — "Risk Factors — Risks Related to Conflicts of Interest."

## **Available Information**

Stockholders may obtain copies of our filings with the SEC, free of charge from the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or from our website at [www.breit.com](http://www.breit.com).

We are providing the address to our website solely for the information of investors. The information on our website is not a part of, nor is it incorporated by reference into, this report.



## ITEM 1A. RISK FACTORS

*You should specifically consider the following material risks in addition to the other information contained in this Annual Report on Form 10-K. The occurrence of any of the following risks might have a material adverse effect on our business and financial condition. The risks and uncertainties discussed below are not the only ones we face, but do represent those risks and uncertainties that we believe are most significant to our business, operating results, financial condition, prospects and forward-looking statements. As used herein, the term “you” refers to our current stockholders or potential investors in our common stock, as applicable.*

### **Risks Related to Our Organizational Structure**

***We have held certain of our current investments for only a limited period of time and you will not have the opportunity to evaluate our future investments before we make them, which makes your investment more speculative.***

We have held certain of our current investments for a limited period of time and are not able to provide you with information to assist you in evaluating the merits of any specific properties or real estate debt that we may acquire in the future, except for investments that may be described in one or more supplements to the Prospectus. Because we have not held certain of our current investments for a long period of time, it may be difficult for you to evaluate our success in achieving our investment objectives. We will continue to seek to invest substantially all of the future net offering proceeds from the Offering and certain private offerings, after the payment of fees and expenses, in the acquisition of or investment in interests in properties and real estate debt. However, because you will be unable to evaluate the economic merit of our future investments before we make them, you will have to rely entirely on the ability of the Adviser to select suitable and successful investment opportunities. Furthermore, the Adviser has broad discretion in selecting the types of properties we will invest in and the tenants of those properties, and you will not have the opportunity to evaluate potential investments. These factors increase the risk that your investment may not generate returns comparable to other real estate investment alternatives.

***We have incurred net losses under U.S. Generally Accepted Accounting Policies (“GAAP”) in the past and may incur net losses in the future, and we have an accumulated deficit and may continue to have an accumulated deficit in the future.***

For the years ended December 31, 2022 and December 31, 2021, we had net loss attributable to our stockholders of approximately \$883.5 million and \$804.8 million, respectively. As of December 31, 2022 and December 31, 2021, we had an accumulated loss of approximately \$3.3 billion and \$2.4 billion, respectively. These amounts largely reflect the expense of real estate depreciation and amortization in accordance with GAAP, which was approximately \$4.1 billion and \$1.9 billion, respectively, during these periods. For the years ended December 31, 2022 and 2021, our FAD, was \$1.9 billion and \$1.3 billion, respectively.

Net loss and accumulated deficit are calculated and presented in accordance with GAAP, which, among other things, requires depreciation of real estate investments to be calculated on a straight-line basis. As a result, our operating results imply that the value of our real estate investments will decrease evenly over a set time period. However, we believe that the value of real estate investments will fluctuate over time based on market conditions. Thus, in addition to GAAP financial metrics, management reviews certain non-GAAP financial metrics that exclude real estate-related depreciation and amortization, including FAD, as an additional meaningful non-GAAP supplemental disclosure to provide information for evaluating our operating results. See “Selected Information Regarding our Operations— Funds from Operations, Adjusted Funds from Operations and Funds Available for Distribution” for reconciliations of FAD to GAAP net loss attributable to common stockholders and for considerations on how to review this metric.

***The Adviser manages our portfolio pursuant to very broad investment guidelines and generally is not required to seek the approval of our board of directors for each investment, financing or asset allocation decision made by it, which may result in our making riskier investments and which could adversely affect our results of operations and financial condition.***

Our board of directors approved very broad investment guidelines that delegate to the Adviser the authority to execute acquisitions and dispositions of real estate and real estate debt on our behalf, so long as such acquisitions or dispositions are consistent with the investment guidelines and our charter. The Adviser will implement on our behalf the strategies and discretionary approaches it believes from time to time may be best suited to prevailing market conditions in furtherance of that purpose, subject to the limitations under our investment guidelines and our charter. There can be no assurance that the Adviser will be successful in implementing any particular strategy or discretionary approach to our investment activities. Furthermore, the diversification and type of investments may differ substantially from our prior investments. For example, future investments may focus on different sectors of real estate or different geographic areas than is the case for our current investment portfolio. Our board of directors reviews our investment guidelines on an annual basis (or more often as it deems appropriate) and reviews our investment portfolio periodically. Pre-approval of our board of directors or a committee of independent directors will be required only as set forth in our charter (including for transactions with affiliates of the Adviser) or for the acquisition or disposition of assets that are not in accordance with our investment guidelines. In addition, in conducting periodic reviews, our directors rely primarily on information provided to them by the Adviser.

Furthermore, transactions entered into on our behalf by the Adviser may be costly, difficult or impossible to unwind when they are subsequently reviewed by our board of directors.

***There is currently no public trading market for shares of our common stock; therefore, your ability to dispose of your shares will likely be limited to repurchase by us. If you do sell your shares to us, you may receive less than the price you paid.***

There is no current public trading market for shares of our common stock, and we do not expect that such a market will ever develop. Therefore, repurchase of shares by us will likely be the only way for you to dispose of your shares, and such repurchases are limited by the share repurchase plan. We expect to continue to repurchase shares at a price equal to the transaction price of the class of shares being repurchased on the date of repurchase (which will generally be equal to our prior month's NAV per share) and not based on the price at which you initially purchased your shares except that subject to limited exceptions, shares that have not been outstanding for at least one year will be repurchased at 98% of the transaction price. As a result, you may receive less than the price you paid for your shares when you sell them to us pursuant to our share repurchase plan. See Item 5—"Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities—Share Repurchases."

***Your ability to have your shares repurchased through our share repurchase plan is limited. We may choose to repurchase fewer shares than have been requested to be repurchased, in our discretion at any time, and the amount of shares we may repurchase is subject to caps overseen by our board of directors. Our board of directors has the discretion to make exceptions to, modify or suspend our share repurchase plan (including to make exceptions to the repurchase limitations or purchase fewer shares than such repurchase caps) if it deems such action to be in our best interest and the best interest of our stockholders.***

We may choose to repurchase fewer shares than have been requested in any particular month to be repurchased under our share repurchase plan, which is approved and administered by our board of directors, or none at all, in our discretion at any time. We may repurchase fewer shares than have been requested to be repurchased due to lack of readily available funds because of adverse market conditions beyond our control, the need to maintain liquidity for our operations or because we have determined that investing in real property or other illiquid investments is a better use of our capital than repurchasing our shares. In addition, the aggregate NAV of total repurchases (including repurchases at certain non-U.S. investor access funds primarily created to hold shares of our common stock but excluding any Early Repurchase Deduction applicable to the repurchased shares) is limited, in any calendar month, to no more than 2% of our aggregate NAV (measured using the aggregate NAV as of the end of the immediately preceding month) and, in any calendar quarter, to shares whose aggregate value is no more than 5% of our aggregate NAV (measured using the average aggregate NAV at the end of the immediately preceding three months). For the avoidance of doubt, both of these limits are assessed each month in a calendar quarter. We have in the past and may in the future, receive repurchases requests that exceed the limits under our share repurchase plan, and we have in the past repurchased less than the full amount of shares requested on a pro rata basis. Further, our board of directors may make exceptions to, modify or suspend our share repurchase plan if, in its reasonable judgment, it deems such action to be in our best interest and the best interest of our stockholders. Our board of directors cannot terminate our share repurchase plan absent a liquidity event which results in our stockholders receiving cash or securities listed on a national securities exchange or where otherwise required by law. If the full amount of all shares of our common stock requested to be repurchased in any given month are not repurchased, funds will be allocated pro rata based on the total number of shares of common stock being repurchased without regard to class and subject to the volume limitation. All unsatisfied repurchase requests must be resubmitted after the start of the next month or quarter, or upon the recommencement of the share repurchase plan, as applicable.

The vast majority of our assets consist of properties that cannot generally be readily liquidated without impacting our ability to realize full value upon their disposition. Therefore, we may not always have a sufficient amount of cash to immediately satisfy repurchase requests. Should repurchase requests, in our board of director's judgment, place an undue burden on our liquidity, adversely affect our operations or risk having an adverse impact on the Company as a whole, or should our board of directors otherwise determine that investing our liquid assets in real properties or other investments rather than repurchasing our shares is in the best interests of the Company as a whole, then we may choose to repurchase fewer shares than have been requested to be repurchased (including relative to the 2% monthly limit and 5% quarterly limit under our share repurchase plan), or none at all. Upon suspension of our share repurchase plan, our share repurchase plan requires our board of directors to consider at least quarterly whether the continued suspension of the plan is in the best interest of the Company and its stockholders; however, we are not required to authorize the recommencement of the share repurchase plan within any specified period of time. As a result, a stockholder's ability to have their shares repurchased by us has been limited in the past, and may be limited in the future, and at times stockholders have not been able to, and may not in the future be able to, liquidate their investment. See Item 5—"Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities—Share Repurchases."

***Economic events that may cause our stockholders to request that we repurchase their shares may materially adversely affect our cash flow and our results of operations and financial condition.***

Events affecting economic conditions in the U.S. and/or elsewhere or globally, such as the general negative performance of the real estate sector or market volatility (including as a result of the recent outbreak of hostilities between Russia and Ukraine) could cause

our stockholders to seek to sell their shares to us pursuant to our share repurchase plan at a time when such events are adversely affecting the performance of our assets. Even if we decide to satisfy all resulting repurchase requests, our cash flow and liquidity could be materially adversely affected, and we may incur additional leverage. In addition, if we determine to sell assets to satisfy repurchase requests, we may not be able to realize the return on such assets that we may have been able to achieve had we sold at a more favorable time, and our results of operations and financial condition, including, without limitation, breadth of our portfolio by property type and location, could be materially adversely affected.

In addition, stockholders have and may continue to seek to repurchase some or all of the shares of our common stock that they hold. A significant volume of repurchase requests in a given period has in the past and may in the future cause requests to exceed the 2% monthly and 5% quarterly limits under our share repurchase plan, resulting in less than the full amount of repurchase requests being satisfied in such period.

***We face risks associated with the deployment of our capital.***

In light of the nature of our continuous public offering as well as ongoing and periodic private offerings in relation to our investment strategy and the need to be able to deploy potentially large amounts of capital quickly to capitalize on potential investment opportunities, if we have difficulty identifying and purchasing suitable properties on attractive terms, there could be a delay between the time we receive net proceeds from the sale of shares of our common stock in the Offering or any private offering and the time we invest the net proceeds. We may also from time to time hold cash pending deployment into investments or have less than our targeted leverage, which cash or shortfall in target leverage may at times be significant, particularly at times when we are receiving high amounts of offering proceeds and/or times when there are few attractive investment opportunities. Such cash may be held in an account for the benefit of our stockholders that may be invested in money market accounts or other similar temporary investments, each of which is subject to management fees.

In the event we are unable to find suitable investments such cash may be maintained for longer periods which would be dilutive to overall investment returns. This could cause a substantial delay in the time it takes for your investment to realize its full potential return and could adversely affect our ability to pay regular distributions of cash flow from operations to you. It is not anticipated that the temporary investment of such cash into money market accounts or other similar temporary investments pending deployment into investments will generate significant interest, and investors should understand that such low interest payments on the temporarily invested cash may adversely affect overall returns. In the event we fail to timely invest the net proceeds of sales of our common stock or do not deploy sufficient capital to meet our targeted leverage, our results of operations and financial condition may be adversely affected.

***If we are unable to successfully integrate new investments and manage our growth, our results of operations and financial condition may suffer.***

We have in the past and may in the future significantly increase the size and/or change the types of investments in our portfolio. We may be unable to successfully and efficiently integrate newly acquired investments into our existing portfolio or otherwise effectively manage our assets or growth. In addition, increases in the size of our investment portfolio and/or changes in our investment focus may place significant demands on our Adviser's administrative, operational, asset management, financial and other resources which could lead to decreased efficiency. Any failure to effectively manage such growth or increase in scale could adversely affect our results of operations and financial condition.

***The amount and source of distributions we may make to our stockholders is uncertain, and we may be unable to generate sufficient cash flows from our operations to make distributions to our stockholders at any time in the future.***

We have not established a minimum distribution payment level, and our ability to make distributions to our stockholders may be adversely affected by a number of factors, including the risk factors described in the Prospectus. We may not generate sufficient income to make distributions to our stockholders. Our board of directors (or a committee of our board of directors) will make determinations regarding distributions based upon, among other factors, our financial performance, debt service obligations, debt covenants, REIT qualification and tax requirements and capital expenditure requirements. Among the factors that could impair our ability to make distributions to our stockholders are:

- our inability to invest the proceeds from sales of our shares on a timely basis in income-producing properties;
- our inability to realize attractive risk-adjusted returns on our investments;
- high levels of repurchase requests under our share repurchase plan for a prolonged period of time, which could lead to the disposition of investments to generate liquidity to satisfy repurchase requests;
- high levels of expenses or reduced revenues that reduce our cash flow or non-cash earnings; and
- defaults in our investment portfolio or decreases in the value of our investments.



As a result, we may not be able to make distributions to our stockholders at any time in the future, and the level of any distributions we do make to our stockholders may not increase or even be maintained over time, any of which could materially and adversely affect the value of your investment.

***We may pay distributions from sources other than our cash flow from operations, including, without limitation, the sale of our assets, borrowings, repayments of our real estate debt investments, and offering proceeds, and we have no limits on the amounts we may fund from such sources.***

We may not generate sufficient cash flow from operations to fully fund distributions to stockholders. Therefore, we may fund distributions to our stockholders from sources other than cash flow from operations, including, without limitation, the sale of our assets, borrowings, repayments of our real estate debt investments, and offering proceeds (including from sales of our common stock or Operating Partnership units). The extent to which we fund distributions from sources other than cash flow from operations will depend on various factors, including the level of participation in our distribution reinvestment plan, the extent to which the Adviser elects to receive its management fee in shares of our common stock and/or Operating Partnership units and the Special Limited Partner elects to receive distributions on its performance participation interest in Operating Partnership units, how quickly we invest the proceeds from this and any future offering and the performance of our investments, including our real estate debt portfolio. Funding distributions from the sale of our assets, borrowings, repayments of our real estate debt investments, and offering proceeds will result in us having less funds available to acquire properties or other real estate-related investments. As a result, the return you realize on your investment may be reduced. Doing so may also negatively impact our ability to generate cash flows. Likewise, funding distributions from the sale of additional securities will dilute your interest in us on a percentage basis and may impact the value of your investment especially if we sell these securities at prices less than the price you paid for your shares. We may be required to continue to fund our regular distributions from a combination of some of these sources if our investments fail to perform, if expenses are greater than our revenues or due to numerous other factors. We cannot predict when, if ever, distribution payments sourced from borrowings and from proceeds may occur, and an extended period of such payments would likely be unsustainable. We have not established a limit on the amount of our distributions that may be funded from any of these sources.

To the extent we borrow funds to pay distributions, we would incur borrowing costs and these borrowings would require a future repayment. The use of these sources for distributions and the ultimate repayment of any liabilities incurred could adversely impact our ability to pay distributions in future periods, decrease our NAV, decrease the amount of cash we have available for operations and new investments and adversely impact the value of your investment.

We may also defer operating expenses or pay expenses (including the fees of the Adviser or distributions to the Special Limited Partner) with shares of our common stock or Operating Partnership units in order to preserve cash flow for the payment of distributions. The ultimate repayment of these deferred expenses could adversely affect our operations and reduce the future return on your investment. We may repurchase shares or redeem Operating Partnership units from the Adviser or the Special Limited Partner shortly after issuing such units or shares as compensation. The payment of expenses in shares of our common stock or with Operating Partnership units will dilute your ownership interest in our portfolio of assets. There is no guarantee any of our operating expenses will be deferred and the Adviser and Special Limited Partner are under no obligation to receive future fees or distributions in shares of our common stock or Operating Partnership units and may elect to receive such amounts in cash.

***Payments to the Adviser or the Special Limited Partner in the form of common stock or Operating Partnership units they elect to receive in lieu of fees or distributions will dilute future cash available for distribution to our stockholders.***

The Adviser or the Special Limited Partner may choose to receive, and have in the past received, shares of our common stock or Operating Partnership units in lieu of certain fees or distributions. The holders of all Operating Partnership units are entitled to receive cash from operations pro rata with the distributions being paid to us and such distributions to the holder of the Operating Partnership units will reduce the cash available for distribution to us and to our stockholders. Furthermore, under certain circumstances the Operating Partnership units held by the Adviser or the Special Limited Partner are required to be repurchased, in cash at the holder's election, and there may not be sufficient cash to make such a repurchase payment; therefore, we may need to use cash from operations, borrowings, offering proceeds or other sources to make the payment, which will reduce cash available for distribution to you or for investment in our operations. The Special Limited Partner may receive such distributions of units related to its performance participation interest quarterly, and the frequency of repurchases of units from the Special Limited Partner may increase compared to prior periods in which such distributions were payable to the Special Limited Partner on an annual basis. Although the Special Limited Partner is required to pay a Quarterly Shortfall Obligation (as defined below) with respect to units received in connection with distributions of Quarterly Allocations (as defined below), there is no guarantee this Quarterly Shortfall Obligation will adequately offset the dilutive impacts on us. Repurchases of our shares or Operating Partnership units from the Adviser paid to the Adviser as a management fee are not subject to the monthly and quarterly volume limitations or the Early Purchase Deduction, and such sales may receive priority over other shares submitted for repurchase during such period. The amount of Operating Partnership units issued to the Special Limited Partner may be significant, particularly during periods in which the value of our real estate portfolio appreciates, resulting in higher performance participation allocation. Repurchases of our shares or Operating Partnership units from the Special

Limited Partner distributed to the Special Limited Partner with respect to its performance participation interest are not subject to the Early Purchase Deduction, but such repurchases are subject to the monthly and quarterly volume limitations and do not receive priority over other shares submitted for repurchase during such period.

***Purchases and repurchases of shares of our common stock are not made based on the current NAV per share of our common stock.***

Generally, our offering price per share and the price at which we make repurchases of our shares will equal the NAV per share of the applicable class as of the last calendar day of the prior month, plus, in the case of our offering price, applicable upfront selling commissions and dealer manager fees. The NAV per share, if calculated as of the date on which you make your subscription request or repurchase request, may be significantly different than the transaction price you pay or the repurchase price you receive. Certain of our investments or liabilities are subject to high levels of volatility from time to time and could change in value significantly between the end of the prior month as of which our NAV is determined and the date that you acquire or repurchase our shares, however the prior month's NAV per share will generally continue to be used as the transaction price per share and repurchase price per share. In exceptional circumstances, we may in our sole discretion, but are not obligated to, offer and repurchase shares at a different price that we believe reflects the NAV per share of such stock more appropriately than the prior month's NAV per share, including by updating a previously disclosed transaction price, in cases where we believe there has been a material change (positive or negative) to our NAV per share since the end of the prior month and we believe an updated price is appropriate. In such exceptional cases, the transaction price and the repurchase price will not equal our NAV per share as of any time.

***Valuations and appraisals of our real estate and real estate debt are estimates of fair value and may not necessarily correspond to realizable value.***

For the purposes of calculating our monthly NAV, our properties will generally initially be valued at cost, which we expect to represent fair value at that time. The Adviser will then value our properties monthly, based on current material market data and other information deemed relevant, with review for reasonableness each month by an independent valuation advisor. Each property will be valued by an independent third-party appraisal firm annually. Annual appraisals may be delayed for a short period in exceptional circumstances. Concurrent with the appraisal process, the Adviser will value each property and, taking into account the appraisal, among other factors, will determine the appropriate valuation within the range provided by the independent third-party appraisal firm.

Investments in real estate debt and other securities with readily available market quotations will be valued monthly at fair market value. Certain investments, such as mortgages, mezzanine loans, preferred equity or private company investments, are unlikely to have market quotations. In the case of loans acquired by us, such initial value will generally be the acquisition price of such loan. In the case of loans originated by us, such initial value will generally be the par value of such loan. Each such investment will then be valued by the Adviser within the first three full months after we invest in such investment and no less than quarterly thereafter. Additionally, the Adviser may in its discretion consider material market data and other information that becomes available after the end of the applicable month in valuing our assets and liabilities and calculating our NAV for a particular month. For more information regarding our valuation process, see "Net Asset Value Calculation and Valuation Guidelines" in the Prospectus.

Although monthly valuations of each of our real properties will be reviewed for reasonableness by an independent valuation advisor, such valuations are based on asset- and portfolio-level information provided by the Adviser, including historical operating revenues and expenses of the properties, lease agreements on the properties, revenues and expenses of the properties, information regarding recent or planned capital expenditures and any other information relevant to valuing the real property, which information will not be independently verified by the independent valuation advisor. Similarly, each month, the independent valuation advisor will review for reasonableness our quarterly valuations (and our monthly updates of such valuations) of our real estate debt and other securities for which market quotations are not readily available. However, such valuations are based on information provided by the Adviser, which information will not be verified by the independent valuation advisor. While the independent valuation advisor is responsible for reviewing our property and certain real estate debt and other securities valuations as set forth in our valuation guidelines, the independent valuation advisor is not responsible for, and does not calculate, our NAV, and the Adviser is ultimately and solely responsible for the determination of our NAV.

Within the parameters of our valuation guidelines, the valuation methodologies used to value our properties and certain of our investments will involve subjective judgments and projections and may not be accurate. Valuation methodologies will also involve assumptions and opinions about future events, which may or may not turn out to be correct. Valuations and appraisals of our properties and other investments will be only estimates of fair value. Ultimate realization of the value of an asset depends to a great extent on economic, market and other conditions beyond our control and the control of the Adviser and the independent valuation advisor. Further, valuations do not necessarily represent the price at which an asset would sell, since market prices of assets can only be determined by negotiation between a willing buyer and seller. As such, the carrying value of an asset may not reflect the price at which the asset could be sold in the market, and the difference between carrying value and the ultimate sales price could be material.

In addition, accurate valuations are more difficult to obtain in times of low transaction volume because there are fewer market transactions that can be considered in the context of the appraisal.

There will be no retroactive adjustment in the valuation of such assets, the offering price of our shares of common stock, the price we paid to repurchase shares of our common stock or NAV-based fees we paid to the Adviser and Blackstone Securities Partners L.P. (the “Dealer Manager”), an affiliate of the Adviser, to the extent such valuations prove to not accurately reflect the realizable value of our assets. Because the price you will pay for shares of our common stock in the Offering, and the price at which your shares may be repurchased by us pursuant to our share repurchase plan are generally based on our prior month’s NAV per share, you may pay more than realizable value or receive less than realizable value for your investment.

***Our NAV per share amounts may change materially if the appraised values of our properties materially change from prior appraisals or the actual operating results for a particular month differ from what we originally budgeted for that month.***

We anticipate that the annual appraisals of our properties will be conducted on a rolling basis, such that properties may be appraised at different times but each property would be appraised at least once per year. In addition, all of our single family rental housing (“SFR”) properties will be appraised at the same time on an annual basis. When these appraisals are considered by the Adviser for purposes of valuing the relevant property, there may be a material change in our NAV per share amounts for each class of our common stock from those previously reported. In addition, actual operating results for a given month may differ from what we originally budgeted for that month, which may cause a material increase or decrease in the NAV per share amounts. We will not retroactively adjust the NAV per share of each class reported for the previous month. Therefore, because a new annual appraisal may differ materially from the prior appraisal or the actual results from operations may be better or worse than what we previously budgeted for a particular month, the adjustment to take into consideration the new appraisal or actual operating results may cause the NAV per share for each class of our common stock to increase or decrease, and such increase or decrease will occur in the month the adjustment is made.

***It may be difficult to reflect, fully and accurately, material events that may impact our monthly NAV.***

The Adviser’s determination of our monthly NAV per share will be based in part on appraisals of each of our properties provided annually by independent third-party appraisal firms in individual appraisal reports reviewed by an independent valuation advisor and quarterly valuations of our real estate debt and other securities for which market prices are not readily available provided by the Adviser and reviewed by an independent valuation advisor, each in accordance with valuation guidelines approved by our board of directors. As a result, our published NAV per share in any given month may not fully reflect any or all changes in value that may have occurred since the most recent appraisal or valuation. The Adviser will review appraisal reports and monitor our real estate and real estate debt, and is responsible for notifying the applicable independent valuation advisor of the occurrence of any property-specific or market-driven event it believes may cause a material valuation change in the real estate valuation, but it may be difficult to reflect fully and accurately rapidly changing market conditions or material events that may impact the value of our real estate and real estate debt or liabilities between valuations, or to obtain complete information regarding any such events in a timely manner. For example, an unexpected termination or renewal of a material lease, a material increase or decrease in vacancies or an unanticipated structural or environmental event at a property may cause the value of a property to change materially, yet obtaining sufficient relevant information after the occurrence has come to light and/or analyzing fully the financial impact of such an event may be difficult to do and may require some time. As a result, the NAV per share may not reflect a material event until such time as sufficient information is available and analyzed, and the financial impact is fully evaluated, such that our NAV may be appropriately adjusted in accordance with our valuation guidelines. Depending on the circumstance, the resulting potential disparity in our NAV may be in favor or to the detriment of either stockholders who repurchase their shares, or stockholders who buy new shares, or existing stockholders.

***NAV calculations are not governed by governmental or independent securities, financial or accounting rules or standards.***

The methods used by our Adviser and State Street or its affiliates to calculate our NAV, including the components used in calculating our NAV, are not prescribed by rules of the SEC or any other regulatory agency. Further, there are no accounting rules or standards that prescribe which components should be used in calculating NAV, and our NAV is not audited by our independent registered public accounting firm. We calculate and publish NAV solely for purposes of establishing the price at which we sell and repurchase shares of our common stock, and you should not view our NAV as a measure of our historical or future financial condition or performance. The components and methodology used in calculating our NAV may differ from those used by other companies now or in the future.

In addition, calculations of our NAV, to the extent that they incorporate valuations of our assets and liabilities, are not prepared in accordance with GAAP. These valuations may differ from liquidation values that could be realized in the event that we were forced to sell assets.

Additionally, errors may occur in calculating our NAV, which could impact the price at which we sell and repurchase shares of our common stock and the amount of the Adviser’s management fee and the Special Limited Partner’s performance participation interest. The Adviser has implemented certain policies and procedures to address such errors in NAV calculations. If such errors were to occur,

the Adviser, depending on the circumstances surrounding each error and the extent of any impact the error has on the price at which shares of our common stock were sold or repurchased or on the amount of the Adviser's management fee or the Special Limited Partner's performance participation interest, may determine in its sole discretion to take certain corrective actions in response to such errors, including, subject to Blackstone's policies and procedures, making adjustments to prior NAV calculations. You should carefully review the disclosure of our valuation policies and how NAV will be calculated under "Net Asset Value Calculation and Valuation Guidelines" in the Prospectus.

***Our board of directors may, in the future, adopt certain measures under Maryland law without stockholder approval that may have the effect of making it less likely that a stockholder would receive a "control premium" for his or her shares.***

Corporations organized under Maryland law with a class of equity securities registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and at least three independent directors are permitted to elect to be subject, by a charter or bylaw provision or a resolution of its board of directors and notwithstanding any contrary charter or bylaw provision, to any or all of five provisions:

- staggering the board of directors into three classes;
- requiring a two-thirds vote of stockholders to remove directors;
- providing that only the board of directors can fix the size of the board;
- providing that all vacancies on the board, regardless of how the vacancy was created, may be filled only by the affirmative vote of a majority of the remaining directors in office and for the remainder of the full term of the class of directors in which the vacancy occurred; and
- providing for a majority requirement for the calling by stockholders of a special meeting of stockholders.

These provisions may discourage an extraordinary transaction, such as a merger, tender offer or sale of all or substantially all of our assets, all of which might provide a premium price for stockholders' shares. In our charter, we have elected that vacancies on our board of directors be filled only by the remaining directors and for the remainder of the full term of the directorship in which the vacancy occurred. Through other provisions in our charter and bylaws, we vest in our board of directors the exclusive power to fix the number of directorships, provided that the number is not less than three. We have not elected to be subject to any of the other provisions described above, but our charter does not prohibit our board of directors from opting into any of these provisions in the future.

Further, under the Maryland Business Combination Act, we may not engage in any merger or other business combination with an "interested stockholder" (which is defined as (1) any person who beneficially owns, directly or indirectly, 10% or more of the voting power of our outstanding voting stock and (2) an affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding stock) or any affiliate of that interested stockholder for a period of five years after the most recent date on which the interested stockholder became an interested stockholder. A person is not an interested stockholder if our board of directors approved in advance the transaction by which he would otherwise have become an interested stockholder. In approving a transaction, our board of directors may provide that its approval is subject to compliance, at or after the time of approval, with any terms or conditions determined by our board of directors. After the five-year period ends, any merger or other business combination with the interested stockholder or any affiliate of the interested stockholder must be recommended by our board of directors and approved by the affirmative vote of at least:

- 80% of all votes entitled to be cast by holders of outstanding shares of our voting stock; and
- two-thirds of all of the votes entitled to be cast by holders of outstanding shares of our voting stock other than those shares owned or held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder.

These supermajority voting provisions do not apply if, among other things, our stockholders receive a minimum price (as defined in the Maryland General Corporation Law (the "MGCL")) for their common stock and the consideration is received in cash or in the same form as previously paid by the interested stockholder.

The statute permits various exemptions from its provisions, including business combinations that are exempted by our board of directors prior to the time the interested stockholder becomes an interested stockholder. Our board of directors has adopted a resolution exempting any business combination involving us and any person, including Blackstone, the Dealer Manager and the Adviser, from the provisions of this law, provided that such business combination is first approved by our board of directors.



***Our charter permits our board of directors to authorize us to issue preferred stock on terms that may subordinate the rights of the holders of our current common stock or discourage a third party from acquiring us.***

Our board of directors is permitted, subject to certain restrictions set forth in our charter, to authorize the issuance of shares of preferred stock without stockholder approval. Further, our board of directors may classify or reclassify any unissued shares of common or preferred stock into other classes or series of stock and establish the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms or conditions of redemption of the stock and may amend our charter from time to time to increase or decrease the aggregate number of shares or the number of shares of any class or series that we have authority to issue without stockholder approval. Thus, our board of directors could authorize us to issue shares of preferred stock with terms and conditions that could subordinate the rights of the holders of our common stock or have the effect of delaying, deferring or preventing a change in control of us, including an extraordinary transaction such as a merger, tender offer or sale of all or substantially all of our assets, that might provide a premium price for holders of our common stock.

***Maryland law limits, in some cases, the ability of a third party to vote shares acquired in a “control share acquisition.”***

The Maryland Control Share Acquisition Act provides that “control shares” of a Maryland corporation acquired in a “control share acquisition” have no voting rights except to the extent approved by stockholders by a vote of two-thirds of the votes entitled to be cast on the matter. Shares of stock owned by the acquirer, by officers or by employees who are directors of the corporation, are excluded from shares entitled to vote on the matter. “Control shares” are voting shares of stock which, if aggregated with all other shares of stock owned by the acquirer or in respect of which the acquirer can exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquirer to exercise voting power in electing directors within specified ranges of voting power. Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained stockholder approval or shares acquired directly from the corporation. A “control share acquisition” means the acquisition of issued and outstanding control shares. The control share acquisition statute does not apply: (1) to shares acquired in a merger, consolidation or statutory share exchange if the Maryland corporation is a party to the transaction; or (2) to acquisitions approved or exempted by the charter or bylaws of the Maryland corporation. Our bylaws contain a provision exempting from the Control Share Acquisition Act any and all acquisitions of our stock by any person. There can be no assurance that this provision will not be amended or eliminated at any time in the future. For a more detailed discussion on the Maryland laws governing control share acquisitions, see “Certain Provisions of Maryland Corporate Law and Our Charter and Bylaws—Control Share Acquisition” in the Prospectus.

***Maryland law and our organizational documents limit our rights and the rights of our stockholders to recover claims against our directors and officers, which could reduce your and our recovery against them if they cause us to incur losses.***

Maryland law provides that a director will not have any liability as a director so long as he or she performs his or her duties in accordance with the applicable standard of conduct. In addition, our charter generally limits the personal liability of our directors and officers for monetary damages subject to the limitations of the North American Securities Administrators Association’s Statement of Policy Regarding Real Estate Investment Trusts, as revised and adopted on May 7, 2007 (the “NASAA REIT Guidelines”) and Maryland law. Maryland law and our charter provide that no director or officer shall be liable to us or our stockholders for monetary damages unless the director or officer (1) actually received an improper benefit or profit in money, property or services or (2) was actively and deliberately dishonest as established by a final judgment as material to the cause of action. Moreover, our charter generally requires us to indemnify and advance expenses to our directors and officers for losses they may incur by reason of their service in those capacities unless their act or omission was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty, they actually received an improper personal benefit in money, property or services or, in the case of any criminal proceeding, they had reasonable cause to believe the act or omission was unlawful. Further, we have entered into separate indemnification agreements with each of our officers and directors. As a result, you and we may have more limited rights against our directors or officers than might otherwise exist under common law, which could reduce your and our recovery from these persons if they act in a manner that causes us to incur losses. In addition, we are obligated to fund the defense costs incurred by these persons in some cases. However, our charter provides that we may not indemnify our directors or officers, or the Adviser and its affiliates, for any liability or loss suffered by them or hold our directors or officers, the Adviser and its affiliates harmless for any liability or loss suffered by us, unless they have determined, in good faith, that the course of conduct that caused the loss or liability was in our best interests, they were acting on our behalf or performing services for us, the liability or loss was not the result of negligence or misconduct by our non-independent directors, the Adviser and its affiliates, or gross negligence or willful misconduct by our independent directors, and the indemnification or agreement to hold harmless is recoverable only out of our net assets and not from the stockholders. See “Management—Limited Liability and Indemnification of Directors, Officers, the Adviser and Other Agents” in the Prospectus.

***Maryland law limits our stockholders’ ability to amend our charter or dissolve us without the approval of our board of directors.***

Although the NASAA REIT Guidelines indicate that stockholders are permitted to amend our charter or terminate us without the necessity for concurrence by our board of directors, we are required to comply with the MGCL, which provides that any amendment

to our charter or any dissolution of our company must first be declared advisable by our board of directors. Therefore, our stockholders may vote to authorize the amendment of our charter or the dissolution of our company, but only after such action has been declared advisable by our board of directors. Accordingly, the only proposals to amend our charter or to dissolve our company that will be presented to our stockholders will be those that have been declared advisable by our board of directors and also require approval by our stockholders.

***Your interest in us will be diluted if we issue additional shares. Your interest in our assets will also be diluted if the Operating Partnership issues additional units.***

Holders of our common stock will not have preemptive rights to any shares we issue in the future. Our charter authorizes us to issue up to 10,600,000,000 shares of capital stock, of which 10,500,000,000 shares are classified as common stock, of which 500,000,000 shares are classified as Class T shares, 3,000,000,000 shares are classified as Class S shares, 500,000,000 shares are classified as Class D shares, 6,000,000,000 shares are classified as Class I shares, and 500,000,000 shares are classified as Class C shares, and 100,000,000 shares are classified as preferred stock. We have also issued shares in private offerings and Operating Partnership units to holders other than the Company and made equity grants to our independent directors and service providers, and expect to make more such issuances in the future. In addition, our board of directors may amend our charter from time to time to increase or decrease the aggregate number of authorized shares of capital stock or the number of authorized shares of capital stock of any class or series without stockholder approval. Our board of directors may elect, without stockholder approval, to: (1) sell additional shares in this or future public offerings; (2) issue shares of our common stock or units in our Operating Partnership in private offerings; (3) issue shares of our common stock or Operating Partnership units upon the exercise of the options we may grant to our independent directors or future employees; (4) issue shares of our common stock or Operating Partnership units to the Adviser or the Special Limited Partner, or their successors or assigns, in payment of an outstanding obligation to pay fees for services rendered to us or the performance participation allocation; (5) issue shares of our common stock or Operating Partnership units to sellers of properties we acquire, or (6) issue equity incentive compensation to certain employees of our portfolio companies, or to third parties as satisfaction of obligations under incentive compensation arrangements. To the extent we issue additional shares of common stock after your purchase in the Offering, your percentage ownership interest in us will be diluted. Because we hold all of our assets through the Operating Partnership, to the extent we issue additional units of our Operating Partnership after you purchase in the Offering, your percentage ownership interest in our assets will be diluted. Because certain classes of the units of our Operating Partnership may, in the discretion of our board of directors, be exchanged for shares of our common stock, any merger, exchange or conversion between our Operating Partnership and another entity ultimately could result in the issuance of a substantial number of shares of our common stock, thereby diluting the percentage ownership interest of other stockholders. Because of these and other reasons, our stockholders may experience substantial dilution in their percentage ownership of our shares or their interests in the underlying assets held by our Operating Partnership. Operating Partnership units may have different and preferential rights to the claims of common units of our Operating Partnership which correspond to the common stock held by our stockholders. Certain units in our Operating Partnership may have different and preferential rights to the terms of the common Operating Partnership units which correspond to the common stock held by our stockholders.

***We are not required to comply with certain reporting requirements, including those relating to auditor's attestation reports on the effectiveness of our system of internal control over financial reporting, accounting standards and disclosure about our executive compensation, that apply to other public companies.***

So long as our shares of common stock are not traded on a securities exchange, we will be deemed to be a "non-accelerated filer" under the Exchange Act, and as a non-accelerated filer, we will be exempt from compliance with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act. In addition, so long as we are externally managed by the Adviser and we do not directly compensate our executive officers, or reimburse the Adviser or its affiliates for salaries, bonuses, benefits and severance payments for persons who also serve as one of our executive officers or as an executive officer of the Adviser, we do not have any executive compensation.

***Our UPREIT structure may result in potential conflicts of interest with limited partners in our Operating Partnership whose interests may not be aligned with those of our stockholders.***

Our directors and officers have duties to our corporation and our stockholders under Maryland law and our charter in connection with their management of the corporation. At the same time, we, as general partner, have fiduciary duties under Delaware law to our Operating Partnership and to the limited partners in connection with the management of our Operating Partnership. Our duties as general partner of our Operating Partnership and its partners may come into conflict with the duties of our directors and officers to the corporation and our stockholders. Under Delaware law, a general partner of a Delaware limited partnership owes its limited partners the duties of good faith and fair dealing. Other duties, including fiduciary duties, may be modified or eliminated in the partnership's partnership agreement. The partnership agreement of our Operating Partnership provides that, for so long as we own a controlling interest in our Operating Partnership, any conflict that cannot be resolved in a manner not adverse to either our stockholders or the limited partners may be resolved in favor of our stockholders.

Additionally, the partnership agreement expressly limits our liability by providing that we and our officers, directors, agents and employees will not be liable or accountable to our Operating Partnership for losses sustained, liabilities incurred or benefits not derived if we or our officers, directors, agents or employees acted in good faith. In addition, our Operating Partnership is required to indemnify us and our officers, directors, employees, agents and designees to the extent permitted by applicable law from and against any and all claims arising from operations of our Operating Partnership, unless it is established that: (1) the act or omission was material to the matter giving rise to the proceeding and either was committed in bad faith or was the result of active and deliberate dishonesty; (2) the indemnified party received an improper personal benefit in money, property or services; or (3) in the case of a criminal proceeding, the indemnified person had reasonable cause to believe that the act or omission was unlawful.

The provisions of Delaware law that allow the fiduciary duties of a general partner to be modified by a partnership agreement have not been tested in a court of law, and we have not obtained an opinion of counsel covering the provisions set forth in the partnership agreement that purport to waive or restrict our fiduciary duties.

***Your investment return may be reduced if we are required to register as an investment company under the Investment Company Act.***

We intend to continue to conduct our operations so that neither we, nor our Operating Partnership nor the subsidiaries of our Operating Partnership are investment companies under the Investment Company Act of 1940, as amended (the “Investment Company Act”). However, there can be no assurance that we and our subsidiaries will be able to successfully avoid operating as an investment company.

A change in the value of any of our assets could negatively affect our ability to maintain our exclusion from regulation under the Investment Company Act. To maintain compliance with the applicable exclusion under the Investment Company Act, we may be unable to sell assets we would otherwise want to sell and may need to sell assets we would otherwise wish to retain. In addition, we may have to acquire additional assets that we might not otherwise have acquired or may have to forego opportunities to acquire assets that we would otherwise want to acquire and would be important to our investment strategy.

If we were required to register as an investment company but failed to do so, we would become subject to substantial regulation with respect to our capital structure (including our ability to use borrowings), management, operations, transactions with affiliated persons (as defined in the Investment Company Act), and portfolio composition, including disclosure requirements and restrictions with respect to diversification and industry concentration, and other matters. Compliance with the Investment Company Act would, accordingly, limit our ability to make certain investments and require us to significantly restructure our business plan, which could materially adversely affect our NAV and our ability to pay distributions to our stockholders.

***We depend on the Adviser and its affiliates to develop appropriate systems and procedures to control operational risk.***

Operational risks arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or other similar disruption in our operations may cause us to suffer financial losses, the disruption of our business, liability to third parties, regulatory intervention or damage to our reputation. We depend on the Adviser and its affiliates to develop the appropriate systems and procedures to control operational risk. We rely heavily on our Adviser’s financial, accounting, treasury, communications and other data processing systems. The ability of our Adviser’s systems to accommodate transactions could also constrain our ability to properly manage our portfolio. Generally, the Adviser will not be liable for losses incurred due to the occurrence of any such errors.

We are subject to the risk that our trading orders may not be executed in a timely and efficient manner due to various circumstances, including, without limitation, systems failure or human error. As a result, we could be unable to achieve the market position selected by the Adviser or might incur a loss in liquidating our positions. Since some of the markets in which we may effect transactions are over-the-counter or interdealer markets, the participants in such markets are typically not subject to credit evaluation or regulatory oversight comparable to that which members of exchange-based markets are subject. We are also exposed to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions, thereby causing us to suffer a loss.

***Cybersecurity risks and data protection could result in the loss of data, interruptions in our business, damage to our reputation, and subject us to regulatory actions, increased costs and financial losses, each of which could have a material adverse effect on our business and results of operations.***

Our operations are highly dependent on our information systems and technology and we rely heavily on our and Blackstone’s financial, accounting, treasury, communications and other data processing systems. Such systems may fail to operate properly or become disabled as a result of tampering or a breach of the network security systems or otherwise. In addition, such systems are from time to time subject to cyberattacks which may continue to increase in sophistication and frequency in the future. Attacks on Blackstone and its affiliates and their portfolio companies’ and service providers’ systems could involve, and in some instances have

in the past involved, attempts that are intended to obtain unauthorized access to our proprietary information or personal identifying information of our stockholders, destroy data or disable, degrade or sabotage our systems, or divert or otherwise steal funds, including through the introduction of “phishing” attempts and other forms of social engineering, computer viruses and other malicious code. Cybersecurity incidents and cyber-attacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. Our information and technology systems as well as those of Blackstone, its portfolio entities and other related parties, such as service providers, may be vulnerable to damage or interruption from cyber security breaches, computer viruses or other malicious code, “phishing” attempts and other forms of social engineering, network failures, computer and telecommunication failures, infiltration by unauthorized persons and other security breaches, usage errors by their respective professionals or service providers, power, communications or other service outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes, wars and terrorist attacks. Cyberattacks and other security threats could originate from a wide variety of external sources, including cyber criminals, nation state hackers, hacktivists and other outside parties. Cyberattacks and other security threats could also originate from the malicious or accidental acts of insiders, such as employees, or third-party agents and consultants of the Company. There also have been several publicized cases where hackers have requested ransom payments in exchange for not disclosing client or customer information or restoring access to digital infrastructure (and any information contained therein). There has been an increase in the frequency and sophistication of the cyber and security threats Blackstone faces, with attacks ranging from those common to businesses generally to those that are more advanced and persistent, which may target Blackstone because Blackstone holds a significant amount of confidential and sensitive information about its investors, its portfolio companies and potential investments. As a result, Blackstone may face a heightened risk of a security breach or disruption with respect to this information. There can be no assurance that measures Blackstone takes to ensure the integrity of its systems will provide protection, especially because cyberattack techniques used change frequently or are not recognized until successful.

If unauthorized parties gain access to such information and technology systems, they may be able to steal, publish, delete or modify private and sensitive information, including nonpublic personal information related to shareholders (and their beneficial owners) and material nonpublic information. Although Blackstone has implemented, and its portfolio entities and service providers may implement, various measures to manage risks relating to these types of events, such systems could prove to be inadequate and, if compromised, could become inoperable for extended periods of time, cease to function properly or fail to adequately secure private information. Blackstone does not control the cyber security plans and systems put in place by third-party service providers, and such third-party service providers may have limited indemnification obligations to Blackstone, its portfolio entities and us, each of which could be negatively impacted as a result. Breaches such as those involving covertly introduced malware, impersonation of authorized users and industrial or other espionage may not be identified even with sophisticated prevention and detection systems, potentially resulting in further harm and preventing them from being addressed appropriately. The failure of these systems or of disaster recovery plans for any reason could cause significant interruptions in Blackstone’s, its affiliates’, their portfolio entities’ or our operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to shareholders, material nonpublic information and the intellectual property and trade secrets and other sensitive information in the possession of Blackstone and portfolio entities. We, Blackstone or a portfolio entity could be required to make a significant investment to remedy the effects of any such failures, harm to their reputations, legal claims that they and their respective affiliates may be subjected to, regulatory action or enforcement arising out of applicable privacy and other laws, adverse publicity and other events that may affect their business and financial performance.

The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by other means. In addition, we could also suffer losses in connection with updates to, or the failure to timely update, our information systems and technology. In addition, we are reliant on third-party service providers for certain aspects of our business, including for our administration, as well as for certain information systems and technology, including cloud-based services. These third-party service providers could also face ongoing cyber security threats and compromises of their systems and as a result, unauthorized individuals could gain access to certain confidential data.

Cybersecurity has become a top priority for regulators around the world. The SEC recently proposed amendments to its rules related to cybersecurity risk management, strategy, governance, and incident reporting, and many jurisdictions in which Blackstone operates have, or are considering adopting, laws and regulations relating to data privacy, cybersecurity and protection of personal information, including, as examples the General Data Protection Regulation in the European Union that went into effect in May 2018 and the California Consumer Privacy Act that went into effect on January 1, 2020 and is being amended by the California Privacy Rights Act, which became effective on January 1, 2023. Virginia, Colorado, Utah and Connecticut recently enacted similar data privacy legislation that will go into effect in 2023. Some jurisdictions have also enacted or proposed laws requiring companies to notify individuals and government agencies of data security breaches involving certain types of personal data. Breaches in our security or in the security of third party service providers, whether malicious in nature or through inadvertent transmittal or other loss of data, could potentially jeopardize Blackstone, its employees’ or our investors’ or counterparties’ confidential, proprietary and other information processed and stored in, and transmitted through Blackstone’s computer systems and networks, or otherwise cause interruptions or malfunctions in its, its employees’, our investors’, our counterparties’ or third parties’ business and operations, which could result in significant financial losses, increased costs, liability to our investors and other counterparties, regulatory intervention and reputational damage. Furthermore, if Blackstone fails to comply with the relevant laws and regulations or fail to provide the

appropriate regulatory or other notifications of breach in a timely manner, it could result in regulatory investigations and penalties, which could lead to negative publicity and reputational harm and may cause our investors or Blackstone fund investors and clients to lose confidence in the effectiveness of our or Blackstone's security measures.

Furthermore, Blackstone's portfolio companies also rely on data processing systems and the secure processing, storage and transmission of information, including payment and health information. A disruption or compromise of these systems could have a material adverse effect on the value of these businesses.

Finally, Blackstone's technology, data and intellectual property and the technology, data and intellectual property of its portfolio companies are also subject to a heightened risk of theft or compromise to the extent Blackstone and its portfolio companies engage in operations outside the United States, in particular in those jurisdictions that do not have comparable levels of protection of proprietary information and assets such as intellectual property, trademarks, trade secrets, know-how and customer information and records. In addition, Blackstone and its portfolio companies may be required to compromise protections or forego rights to technology, data and intellectual property in order to operate in or access markets in a foreign jurisdiction. Any such direct or indirect compromise of these assets could have a material adverse impact on such businesses.

***Compliance with the SEC's Regulation Best Interest by participating broker-dealers may negatively impact our ability to raise capital in the Offering, which could harm our ability to achieve our investment objectives.***

Broker-dealers are required to comply with Regulation Best Interest, which, among other requirements, establishes a new standard of conduct for broker-dealers and their associated persons when making a recommendation of any securities transaction or investment strategy involving securities to a retail customer. The full impact of Regulation Best Interest on participating broker-dealers cannot be determined at this time, and it may negatively impact whether participating broker-dealers and their associated persons recommend the offering to certain retail customers. In particular, under SEC guidance concerning Regulation Best Interest, a broker-dealer recommending an investment in our shares should consider a number of factors, under the care obligation of Regulation Best Interest, including but not limited to cost and complexity of the investment and reasonably available alternatives in determining whether there is a reasonable basis for the recommendation. As a result, high cost, high risk and complex products may be subject to greater scrutiny by broker-dealers. Broker-dealers may recommend a more costly or complex product as long as they have a reasonable basis to believe is in the best interest of a particular retail customer. However, if broker-dealers choose alternatives to our shares, many of which likely exist, such as an investment in listed entities, which may be a reasonable alternative to an investment in us as such investments may feature characteristics like lower cost, nominal commissions at the time of initial purchase, less complexity and lesser or different risks, our ability to raise capital will be adversely affected. If Regulation Best Interest reduces our ability to raise capital in this Offering, it may harm our ability to achieve our objectives.

## **Risks Related to Investments in Real Estate**

***Our operating results will be affected by economic and regulatory changes that impact the real estate market in general.***

We are subject to risks generally attributable to the ownership of real property, including:

- changes in global, national, regional or local economic, demographic or capital market conditions (including volatility as a result of the current ongoing conflict between Russia and Ukraine and the rapidly evolving measures in response);
- future adverse national real estate trends, including increasing vacancy rates, declining rental rates and general deterioration of market conditions;
- changes in supply of or demand for similar properties in a given market or metropolitan area, which could result in rising vacancy rates or decreasing market rental rates;
- vacancies, fluctuations in the average occupancy and room rates for hotel properties or inability to lease space on favorable terms;
- increased competition for properties targeted by our investment strategy;
- bankruptcies, financial difficulties or lease defaults by our tenants, particularly for our tenants with net leases for large properties;
- increases in interest rates and lack of availability of financing; and
- changes in government rules, regulations and fiscal policies, including increases in property taxes, changes in zoning laws, limitations on rental rates, and increasing costs to comply with environmental laws.

All of these factors are beyond our control. Any negative changes in these factors could affect our performance and our ability to meet our obligations and make distributions to stockholders.



***Our success is dependent on general market and economic conditions.***

The real estate industry generally and the success of our investment activities in particular will both be affected by global and national economic and market conditions generally and by the local economic conditions where our properties are located. These factors may affect the level and volatility of real estate prices, which could impair our profitability or result in losses. In addition, general fluctuations in the market prices of securities, interest rates and inflation may affect our investment opportunities and the value of our investments. Blackstone's financial condition may be adversely affected by a significant economic downturn and it may be subject to legal, regulatory, reputational and other unforeseen risks that could have a material adverse effect on Blackstone's businesses and operations (including the Adviser).

A depression, recession or slowdown in the U.S. real estate market or one or more regional real estate markets, and to a lesser extent, the global economy (or any particular segment thereof) would have a pronounced impact on us, the value of our assets and our profitability, impede the ability of our assets to perform under or refinance their existing obligations, and impair our ability to effectively deploy our capital or realize upon investments on favorable terms. We would also be affected by any overall weakening of, or disruptions in, the financial markets. Any of the foregoing events could result in substantial losses to our business, which losses will likely be exacerbated by the presence of leverage in our capital structure or our investments' capital structures.

Market disruptions in a single country could cause a worsening of conditions on a regional and even global level, and economic problems in a single country are increasingly affecting other markets and economies. A continuation of this trend could result in problems in one country adversely affecting regional and even global economic conditions and markets.

The U.S. government has imposed tariffs on certain foreign goods, including steel and aluminum and has indicated a willingness to impose tariffs on imports of other products. Some foreign governments, including China, have instituted retaliatory tariffs on certain U.S. goods and have indicated a willingness to impose additional tariffs on U.S. products. Global trade disruption, significant introductions of trade barriers and bilateral trade frictions, together with any future downturns in the global economy resulting therefrom, could adversely affect our performance.

The failure of certain financial institutions, namely banks, may increase the possibility of a sustained deterioration of financial market liquidity, or illiquidity at clearing, cash management and/or custodial financial institutions. The failure of a bank (or banks) with which we and/or our tenants have a commercial relationship could adversely affect, among other things, our or our tenant's ability to access deposits or borrow from financial institutions on favorable terms.

***Rising inflation may adversely affect our financial condition and results of operations.***

Inflation in the United States has recently accelerated and may continue to do so in the future. It remains uncertain whether substantial inflation in the United States will be sustained over an extended period of time or have a significant effect on the United States or other economies. Rising inflation could have an adverse impact on our operating costs, including any floating rate mortgages, credit facilities, property operating expenses and general and administrative expenses, as these costs could increase at a rate higher than our rental and other revenue. Inflation could also have an adverse effect on consumer spending, which could impact our tenants' revenues and, in turn, our percentage rents, where applicable.

In addition, leases of long-term duration or which include renewal options that specify a maximum rate increase may result in below-market lease rates over time if we do not accurately estimate inflation or market lease rates. Provisions of our leases designed to mitigate the risk of inflation and unexpected increases in market lease rates, such as periodic rental increases, may not adequately protect us from the impact of inflation or unexpected increases in market lease rates. If we are subject to below-market lease rates on a significant number of our properties pursuant to long-term leases and our operating and other expenses are increasing faster than anticipated, our business, financial condition, results of operations, cash flows or our ability to satisfy our debt service obligations or to pay distributions on our common stock could be materially adversely affected.

***Financial regulatory changes in the United States could adversely affect our business.***

The financial services industry continues to be the subject of heightened regulatory scrutiny in the United States. There has been active debate over the appropriate extent of regulation and oversight of private investment funds and their managers. We may be adversely affected as a result of new or revised regulations imposed by the SEC or other U.S. governmental regulatory authorities or self-regulatory organizations that supervise the financial markets. We also may be adversely affected by changes in the interpretation or enforcement of existing laws and regulations by these governmental authorities and self-regulatory organizations. Further, new regulations or interpretations of existing laws may result in enhanced disclosure obligations, including with respect to climate change or environmental, social and governance factors, which could negatively affect us and materially increase our regulatory burden. Increased regulations generally increase our costs, and we could continue to experience higher costs if new laws require us to spend more time or buy new technology to comply effectively.

Any changes in the regulatory framework applicable to our business, including the changes described above, may impose additional compliance and other costs, increase regulatory investigations of the investment activities of our funds, require the attention of our senior management, affect the manner in which we conduct our business and adversely affect our profitability. The full extent of the impact on us of any new laws, regulations or initiatives that may be proposed is impossible to determine.

***We, the Adviser, the Dealer Manager and respective affiliates are subject to extensive regulatory oversight, which could negatively impact our operations, cash flow or financial condition, impose additional costs on us or otherwise adversely affect our business.***

A number of regulatory authorities including the SEC and various other U.S. federal, state and local agencies oversee aspects of our and our affiliates' respective businesses and may conduct examinations and inquiries into, and bring examinations, enforcement and other proceedings against us, the Adviser, the Dealer Manager and any of their respective affiliates. We, the Adviser, the Dealer Manager and their respective affiliates also have and in the future may receive requests for information or subpoenas from such regulators from time to time in connection with such inquiries and proceedings and otherwise in the ordinary course of business. These requests could relate to a broad range of matters, including specific practices of our business, the Adviser, the Dealer Manager, our investments or other investments the Adviser or its affiliates make on behalf of their clients, potential conflicts of interest between us and the Adviser, Dealer Manager or their affiliates, or industry wide practices. The costs of responding to legal or regulatory information requests, any increased reporting, registration and compliance requirements will be borne by us in the form of legal or other expenses, litigation, regulatory proceedings or penalties, may divert the attention of our management, may cause negative publicity that adversely affects investor sentiment, and may place us at a competitive disadvantage, including to the extent that we, the Adviser, the Dealer Manager or any of their respective affiliates are required to disclose sensitive business information or alter business practices.

***Extensive regulation of our businesses affects our activities and creates the potential for significant liabilities and penalties. The possibility of increased regulatory focus, particularly given the current administration, could result in additional burdens on our business.***

Our business and the businesses of the Adviser, the Dealer Manager and their affiliates are subject to extensive regulation, including periodic examinations, inquiries and investigations, by governmental agencies and self-regulatory organizations in the jurisdictions in which we and they operate around the world. These authorities have regulatory powers dealing with many aspects of financial services, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular activities.

We, the Adviser, the Dealer Manager or their affiliates are also subject to requests for information, inquiries and informal or formal investigations by the SEC and other regulatory authorities. SEC actions and initiatives can have an adverse effect on our financial results, including as a result of the imposition of a sanction, a limitation on our, Blackstone's or our personnel's activities, or changing our historic practices. Any adverse publicity relating to an investigation, proceeding or imposition of these sanctions could harm our or Blackstone's reputation and have an adverse effect on our future fundraising or operations. The costs of responding to legal or regulatory information requests, any increased reporting, registration and compliance requirements will be borne by us in the form of legal or other expenses, litigation, regulatory proceedings or penalties, may divert the attention of our management, may cause negative publicity that adversely affects investor sentiment, and may place us at a competitive disadvantage, including to the extent that we, the Adviser, the Dealer Manager or any of their respective affiliates are required to disclose sensitive business information or alter business practices.

***The long-term macroeconomic effects of the COVID-19 pandemic and any future pandemic or epidemic could have a material adverse impact on our financial performance and results of operations.***

While many of the direct impacts of the COVID-19 pandemic have eased, the longer-term macroeconomic effects on global supply chains, inflation, labor shortages and wage increases continue to impact many industries, including certain of our investments. Moreover, with the potential for new strains of COVID-19 to emerge, governments and businesses may re-impose aggressive measures to help slow its spread in the future. For this reason, among others, the potential global impacts are uncertain and difficult to assess.

While we believe that our business is well-positioned for the post-COVID environment, long-term macroeconomic effects, including from supply and labor shortages, of the COVID-19 pandemic has had and may have in the future continue to have an adverse impact on our NAV, results of operations (including funds from operations ("FFO"), adjusted FFO ("AFFO") and FAD), cash flows and fundraising, and may have an adverse impact on our ability to source new investments, obtain financing, fund distributions to stockholders and satisfy repurchase requests, among other factors.

The full extent of the impact and effects of COVID-19 will depend on future developments, including, among other factors, future variants of the virus, availability, acceptance and effectiveness of vaccines along with related travel advisories, quarantines and restrictions, the recovery time of the disrupted supply chains and industries, the impact of labor market interruptions, the impact of

government interventions, and uncertainty with respect to the duration of the global economic slowdown. COVID-19, or any future pandemics or epidemics, and resulting impacts on the financial, economic and capital markets environment, and future developments in these and other areas present uncertainty and risk with respect to our performance, results of operations and ability to continue to pay distributions.

***We are subject to additional risks from our non-U.S. investments.***

We have in the past and may in the future invest in real estate located outside of the United States and real estate debt issued in, and/or backed by real estate in, countries outside the United States. Non-U.S. real estate and real estate-related investments involve certain factors not typically associated with investing in real estate and real estate-related investments in the U.S., including risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which such investments are denominated, and costs associated with conversion of investment principal and income from one currency into another; (ii) differences in conventions relating to documentation, settlement, corporate actions, stakeholder rights and other matters; (iii) differences between U.S. and non-U.S. real estate markets, including potential price volatility in and relative illiquidity of some non-U.S. markets; (iv) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and differences in government supervision and regulation; (v) certain economic, social and political risks, including potential exchange-control regulations, potential restrictions on non-U.S. investment and repatriation of capital, the risks associated with political, economic or social instability, including the risk of sovereign defaults, regulatory change, and the possibility of expropriation or confiscatory taxation or the imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds, and adverse economic and political developments; (vi) the possible imposition of non-U.S. taxes on income and gains and gross sales or other proceeds recognized with respect to such investments; (vii) differing and potentially less well-developed or well-tested corporate laws regarding stakeholder rights, creditors' rights (including the rights of secured parties), fiduciary duties and the protection of investors; (viii) different laws and regulations including differences in the legal and regulatory environment or enhanced legal and regulatory compliance; (ix) political hostility to investments by foreign investors; (x) war or other hostilities, and (xi) less publicly available information. Furthermore, while we may have the capacity, but not the obligation, to mitigate such additional risks, including through the utilization of certain foreign exchange hedging instruments, there is no guarantee that we will be successful in mitigating such risks and in turn may introduce additional risks and expenses linked to such efforts.

***Our portfolio is currently concentrated in certain industries and geographies and may in the future be concentrated in a limited number of industries, geographies or investments.***

Our portfolio may be heavily concentrated at any time in only a limited number of industries, geographies or investments, and, as a consequence, our aggregate return may be substantially affected by the unfavorable performance of such investments. Currently, our portfolio is heavily concentrated in rental housing and industrial assets and geographically concentrated in the southern and western regions of the U.S., and in particular Atlanta, Georgia and Las Vegas, Nevada. Concentration of our investments in a particular type of asset or geography, our portfolio makes us more susceptible to fluctuations in value resulting from adverse economic or business conditions affecting that particular type of asset or geography. Our concentration in Las Vegas exposes us to risks related to the economic health and other factors unique to that city, which is in turn largely reliant on the gaming and tourism industries. See “—Our investments in real estate associated with gaming facilities will be impacted by the risks associated with the gaming industry.” For investments that the Adviser intends to finance (directly or by selling assets), there is a risk that such financing may not be completed, which could result in us holding a larger percentage of our assets in a single investment and asset type than desired. Investors have no assurance as to the degree of diversification in our investments, either by geographic region or asset type.

***We may change our investment and operational policies without stockholder consent.***

Except for changes to the investment restrictions contained in our charter, which require stockholder consent to amend, we may change our investment and operational policies, including our policies with respect to investments, operations, indebtedness, capitalization and distributions, at any time without the consent of our stockholders, which could result in our making investments that are different from, and possibly riskier or more highly leveraged than, the types of investments described in the Prospectus. Our board of directors also approved very broad investment guidelines with which we must comply, but these guidelines provide the Adviser with broad discretion and can be changed by our board of directors. A change in our investment strategy may, among other things, increase our exposure to real estate market fluctuations, default risk and interest rate risk, all of which could materially affect our results of operations and financial condition.

***We may have difficulty selling our properties, which may limit our flexibility and ability to pay distributions.***

Because real estate investments are relatively illiquid, it could be difficult for us to promptly sell one or more of our properties on favorable terms or at all. Additionally, we have in the past and may in the future agree to lock-out or other provisions when we acquire a property that materially restrict us from selling such property or our interest in such property for a period of time. This may limit our

ability to change our portfolio quickly in response to adverse changes in the performance of any such property or economic or market trends or to create liquidity to satisfy repurchase requests or maintain distribution levels. In addition, U.S. federal tax laws that impose a 100% excise tax on gains from sales of dealer property by a REIT (generally, property held-for-sale, rather than investment) could limit our ability to sell properties and may affect our ability to sell properties without adversely affecting returns to our stockholders. These restrictions could adversely affect our results of operations and financial condition.

***We face risks associated with property acquisitions.***

We acquire properties and portfolios of properties, including large portfolios that could result in changes to our capital structure. Our acquisition activities and their success are subject to the following risks:

- we may be unable to complete an acquisition after making a non-refundable deposit or guarantee and incurring certain other acquisition-related costs;
- we may be unable to obtain financing for acquisitions on commercially reasonable terms or at all;
- acquired properties may fail to perform as expected;
- acquired properties may be located in new markets in which we may face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures; and
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations.

In addition, while we will invest primarily in stabilized, income-generating real estate, we may also acquire assets that require some amount of capital investment in order to be renovated or repositioned. These investments are generally subject to higher risk of loss than investments in stabilized real estate and there is no guarantee that any renovation or repositioning will be successful, or that the actual costs will not be greater than our estimates.

***The sale and disposition of real properties carry certain litigation risks at the property level that may reduce our profitability and the return on your investment.***

The acquisition, ownership and disposition of real properties carry certain specific litigation risks. Litigation may be commenced with respect to a property acquired by us in relation to activities that took place prior to our acquisition of such property. In addition, at the time of disposition of an individual property, a potential buyer may claim that it should have been afforded the opportunity to purchase the asset or alternatively that such potential buyer should be awarded due diligence expenses incurred or statutory damages for misrepresentation relating to disclosure made, if such buyer is passed over in favor of another as part of our efforts to maximize sale proceeds. Similarly, successful buyers may later sue us under various damage theories, including those sounding in tort, for losses associated with latent defects or other problems not uncovered in due diligence.

***Competition for investment opportunities may reduce our profitability and the return on your investment.***

We face competition from various entities for investment opportunities in properties, including other REITs, real estate operating companies, pension funds, insurance companies, investment funds and companies, partnerships and developers, some of which are likely a source of reasonable alternatives under Regulation Best Interest. In addition to third-party competitors, other programs sponsored by the Adviser and its affiliates, particularly those with investment strategies that overlap with ours may seek investment opportunities in accordance with Blackstone's prevailing policies and procedures. Some of these entities may have greater access to capital to acquire properties than we have. Competition from these entities may reduce the number of suitable investment opportunities offered to us or increase the bargaining power of property owners seeking to sell. Additionally, disruptions and dislocations in the credit markets could have a material impact on the cost and availability of debt to finance real estate acquisitions, which is a key component of our acquisition strategy. The lack of available debt on reasonable terms or at all could result in a further reduction of suitable investment opportunities and create a competitive advantage for other entities that have greater financial resources than we do. In addition, over the past several years, a number of real estate funds and publicly traded and non-traded REITs have been formed and others have been consolidated (and many such existing funds have grown in size) for the purpose of investing in real estate and/or real estate-related assets. Additional real estate funds, vehicles and REITs with similar investment objectives are expected to be formed in the future by other unrelated parties and further consolidations may occur (resulting in larger funds and vehicles). Consequently, it is expected that competition for appropriate investment opportunities would reduce the number of investment opportunities available to us and adversely affect the terms, including price, upon which investments can be made. This competition may cause us to acquire properties and other investments at higher prices or by using less-than-ideal capital structures, and in such case our returns will be lower and the value of our assets may not appreciate or may decrease significantly below the amount we paid for such assets. If such events occur, you may experience a lower return on your investment.

***We may make a substantial amount of joint venture investments, including with Blackstone affiliates. Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on the financial condition of our joint venture partners and disputes between us and our joint venture partners.***

We have made joint venture investments with third parties and Blackstone affiliates and we expect to make additional joint venture investments in the future. We have entered into, and expect to continue to enter into, joint ventures as part of an acquisition with the seller of the properties. We may acquire non-controlling interests or shared control interests in joint ventures. Even if we have some control in a joint venture, we would not be in a position to exercise sole decision-making authority regarding the joint venture. Investments in joint ventures may, under certain circumstances, involve risks not present were another party not involved, including the possibility that joint venture partners might become bankrupt or fail to fund their required capital contributions. Joint venture partners may have economic or other business interests or goals that are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the joint venture partner would have full control over the joint venture. Disputes between us and joint venture partners may result in litigation or arbitration that would increase our expenses and prevent our officers and directors from focusing their time and effort on our business. Consequently, actions by or disputes with joint venture partners might result in subjecting properties owned by the joint venture to additional risk. In some cases, our joint venture partner may be entitled to property management fees, promote or other incentive fee payments as part of the arrangement of the joint venture. In addition, we may in certain circumstances be liable for the actions of our joint venture partners.

In addition, in connection with investments in which we participate alongside any Other Blackstone Accounts, the Adviser may decline to exercise, or delegate to a third party, certain control, foreclosure and similar governance rights relating to such shared investments for legal, tax, regulatory or other reasons. There is no guarantee that we will be able to co-invest with any Other Blackstone Account in the future. We will not participate in joint ventures in which we do not have or share control to the extent that we believe such participation would potentially threaten our status as a non-investment company exempt from the Investment Company Act. This may prevent us from receiving an allocation with respect to certain investment opportunities that are suitable for both us and one or more Other Blackstone Accounts.

If we have a right of first refusal to buy out a joint venture partner, we may be unable to finance such a buy-out if it becomes exercisable or we are required to purchase such interest at a time when it would not otherwise be in our best interest to do so. If our interest is subject to a buy/sell right, we may not have sufficient cash, available borrowing capacity or other capital resources to allow us to elect to purchase an interest of a joint venture partner subject to the buy/sell right, in which case we may be forced to sell our interest as the result of the exercise of such right when we would otherwise prefer to keep our interest. In some joint ventures we may be obligated to buy all or a portion of our joint venture partner's interest in connection with a crystallization event, and we may be unable to finance such a buy-out when such crystallization event occurs, which may result in interest or other penalties accruing on the purchase price. If we buy our joint venture partner's interest we will have increased exposure in the underlying investment. The price we use to buy our joint venture partner's interest or sell our interest is typically determined by negotiations between us and our joint venture partner and there is no assurance that such price will be representative of the value of the underlying property or equal to our then-current valuation of our interest in the joint venture that is used to calculate our NAV. Finally, we may not be able to sell our interest in a joint venture if we desire to exit the venture for any reason or if our interest is likewise subject to a right of first refusal of our joint venture partner, our ability to sell such interest may be adversely impacted by such right. Joint ownership arrangements with Blackstone affiliates may also entail further conflicts of interest. Joint venture partners may receive ongoing fees in connection with providing service to the joint venture or its properties, including promote fees, beyond their equity investment, which would reduce the amount of our economic interest.

Some additional risks and conflicts related to our joint venture investments (including joint venture investments with Blackstone affiliates) include:

- the joint venture partner could have economic or other interests that are inconsistent with or different from our interests, including interests relating to the financing, management, governance, operation, leasing or sale of the assets purchased by such joint venture;
- our joint venture partners may receive ongoing fees from our joint ventures, including promote payments and potential buyouts of their equity investments, all of which may reduce amounts otherwise payable to us;
- tax, Investment Company Act and other regulatory requirements applicable to the joint venture partner could cause it to want to take actions contrary to our interests. For example, if the joint venture partner conducts its operations so as to not be an investment company by complying with the requirements under Section 3(a)(1)(C) of the Investment Company Act or seeks to have some or all of its investments in majority-owned subsidiaries that qualify for the exemption pursuant to Section 3(c)(5)(C) of the Investment Company Act, such joint venture partner could seek to



dispose of or continue to hold joint venture investments for reasons other than the business case of particular assets, which could be at odds with us;

- the joint venture partner could have joint control or joint governance of the joint venture even in cases where its economic stake in the joint venture is significantly less than ours;
- under the joint venture arrangement, there will be cases where neither we nor the joint venture partner will be in a position to unilaterally control the joint venture, and deadlocks may occur. Such deadlocks could adversely impact the operations and profitability of the joint venture, including as a result of the inability of the joint venture to act quickly in connection with a potential acquisition or disposition. In addition, depending on the governance structure of such joint venture partner, decisions of such vehicle may be subject to approval by individuals who are independent of Blackstone;
- under the joint venture arrangement, we and the joint venture partner may have a buy/sell right and, as a result of an impasse that triggers the exercise of such right, we could be forced to sell our investment in the joint venture, or buy the joint venture partner's share of the joint venture at a time when it would not otherwise be in our best interest to do so;
- if the joint venture partner charges fees or incentive allocation to the joint venture arrangement, the joint venture partner could have an incentive to hold assets longer or otherwise behave to maximize fees and incentive allocation paid, even when doing so is not in our best interest;
- the joint venture partner could have authority to remove the Blackstone affiliated investment manager of the joint venture. If such removal were to occur, we would be joint venture partners with a third-party manager, in which case it could be significantly more difficult for us to implement our investment objective with respect to any of our investments held through such joint ventures;
- our participation in investments in which a joint venture partner participates will be less than what our participation would have been had such joint venture partner not participated, and because there may be no limit on the amount of capital that such joint venture partner can raise, the degree of our participation in such investments may decrease over time;
- under the joint venture arrangement, we and the joint venture partner could each have preemptive rights in respect of future issuances by the joint venture, which could limit a joint venture's ability to attract new third-party capital;
- under the joint venture arrangement, a removal of the Adviser could trigger change of control restrictions that may include buy/sell rights like those described above, a loss of governance rights in the joint venture or other adverse consequences;
- under the joint venture arrangement, we and the joint venture partner could be subject to lock-ups, which could prevent us from disposing of our interests in the joint venture at a time it determines it would be advantageous to exit; and
- the joint venture partner could have a right of first offer, tag-along rights, drag-along rights, consent rights or other similar rights in respect of any transfers of the ownership interests in the joint venture to third parties, which could have the effect of making such transfers more complicated or limiting or delaying us from selling our interest in the applicable investment.

Furthermore, we may have conflicting fiduciary obligations when we acquire properties with our affiliates or other related entities; as a result, in any such transaction we may not have the benefit of arm's-length negotiations of the type normally conducted between unrelated parties.

***Acquiring or attempting to acquire multiple properties in a single transaction may adversely affect our operations.***

We have in the past and may in the future acquire multiple properties in a single transaction. Portfolio acquisitions typically are more complex and expensive than single-property acquisitions, and the risk that a multiple-property acquisition does not close may be greater than in a single-property acquisition. Portfolio acquisitions may also result in us owning investments in geographically dispersed markets, placing additional demands on the Adviser in managing the properties in the portfolio. In addition, a seller may require that a group of properties be purchased as a package and/or also include certain additional investments or transactions even though, were it not part of the overall transaction, we may not want to purchase one or more properties included in such portfolio or

participate in additional investments or transactions. In these situations, if we are unable to identify another person or entity to acquire the unwanted properties or investments, or if the seller imposes a lock-out period or other restriction on a subsequent sale, we may be required to operate such properties or attempt to dispose of such properties or investments (if not subject to a lock-out period). We have also shared in the past and may in the future share the acquisition of large portfolios of properties with our affiliates, which can result in conflicts of interest, including as to the allocation of properties within the portfolio and the prices attributable to such properties. See “Risks Related to Conflicts of Interest—We may invest in joint ventures with Other Blackstone Accounts or divide a pool of investments among us and Other Blackstone Accounts.” It may also be difficult for the Adviser to fully analyze each property in a large portfolio, increasing the risk that properties do not perform as anticipated. We also may be required to accumulate a large amount of cash to fund such acquisitions. We would expect the returns that we earn on such cash to be less than the returns on investments in real property. The risks related to acquiring multiple properties in a single transaction may be more pronounced in SFR acquisitions, where numerous SFR properties each with relatively small values individually are acquired in large portfolio, making it difficult for the Adviser to analyze individual properties. Therefore, acquiring multiple properties in a single transaction may reduce the overall yield on our portfolio.

***In the event we obtain options to acquire properties, we may lose the amount paid for such options whether or not the underlying property is purchased.***

We may obtain options to acquire certain properties. The amount paid for an option, if any, is normally surrendered if the property is not purchased and may or may not be credited against the purchase price if the property is purchased. Any unreturned option payments will reduce the amount of cash available for further investments or distributions to our stockholders.

***In our due diligence review of potential investments, we may rely on third-party consultants and advisors and representations made by sellers of potential portfolio properties, and we may not identify all relevant facts that may be necessary or helpful in evaluating potential investments.***

Before making investments, due diligence will typically be conducted in a manner that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. Due diligence may entail evaluation of important and complex issues, including but not limited to those related to financial, tax, accounting, environmental, ESG, real property, legal and regulatory and macroeconomic trends. With respect to ESG, the nature and scope of our Adviser’s diligence will vary based on the investment, but may include a review of, among other things: energy management, air and water pollution, land contamination, diversity, human rights, employee health and safety, accounting standards and bribery and corruption. Selecting and evaluating material ESG factors is subjective by nature, and there is no guarantee that the criteria utilized or judgment exercised by our Adviser or a third-party ESG specialist (if any) will reflect the beliefs, values, internal policies or preferred practices of any particular investor or align with the beliefs or values or preferred practices of other asset managers or with market trends. The materiality of sustainability risks and impacts on an individual potential investment or portfolio as a whole are dependent on many factors, including the relevant industry, country, asset class and investment style. We and the Adviser do not pursue an ESG-based investment strategy or limit investments to those that meet specific ESG criteria or standards. Any reference to ESG is not intended to qualify our objective to maximize risk-adjusted returns.

Outside consultants, legal advisors, appraisers, accountants, investment banks and other third parties, including affiliates of the Adviser or Blackstone, may be involved in the due diligence process to varying degrees depending on the type of investment, the costs of which will be borne by us. Such involvement of third-party advisors or consultants may present a number of risks primarily relating to the Adviser’s reduced control of the functions that are outsourced. Where affiliates of Blackstone are utilized, the Adviser’s management fee will not be offset for the fees paid or expenses reimbursed to such affiliates. In addition, if the Adviser is unable to timely engage third-party providers, the ability to evaluate and acquire more complex targets could be adversely affected.

In the due diligence process and making an assessment regarding a potential investment, the Adviser will rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity, particularly for large portfolio investments. Further, some matters covered by our Adviser’s diligence, such as ESG, are continuously evolving and our Adviser may not accurately or fully anticipate such evolution. For instance, Blackstone Real Estate’s ESG framework does not represent a universally recognized standard for assessing ESG considerations as there are different frameworks and methodologies being implemented by other asset managers, in addition to numerous international initiatives on the subject. Moreover, such an investigation will not necessarily result in the investment being successful. There can be no assurance that attempts to provide downside protection with respect to investments, including pursuant to risk management procedures described in the Prospectus, will achieve their desired effect and potential investors should regard an investment in us as being speculative and having a high degree of risk.

***There can be no assurance that the Adviser will be able to detect or prevent irregular accounting, employee misconduct or other fraudulent practices or material misstatements or omissions during the due diligence phase or during our efforts to monitor and***

***disclose information about the investment on an ongoing basis or that any risk management procedures implemented by us will be adequate.***

When conducting due diligence and making an assessment regarding an investment, the Adviser will rely on the resources available to it, including information provided or reported by the seller of the investment and, in some circumstances, third-party investigations. The due diligence investigation that the Adviser carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful. Conduct occurring at the portfolio property, even activities that occurred prior to our investment therein, could have an adverse impact us.

In the event of fraud by the seller of any portfolio property, we may suffer a partial or total loss of capital invested in that property. An additional concern is the possibility of material misrepresentation or omission on the part of the seller. Such inaccuracy or incompleteness may adversely affect the value of our investments in such portfolio property. We will rely upon the accuracy and completeness of representations made by sellers of portfolio properties in the due diligence process to the extent reasonable when we make our investments, but cannot guarantee such accuracy or completeness. In addition, we rely on information, including financial information and non-GAAP metrics, provided by sellers of our investments for disclosure to our investors about potential acquisitions or current assets owned by us. Accordingly, although we believe such information to be accurate, such information cannot be independently verified by the Adviser, and in some cases such information has not been independently reviewed or audited while under our ownership or control or at all. We cannot assure you that that the financial statements or metrics of properties we have acquired or will acquire would not be materially different if such statements or metrics had been independently audited or reviewed.

Consultants, legal advisors, appraisers, accountants, investment banks and other third parties may be involved in the due diligence process and/or the ongoing operation of our portfolio properties to varying degrees depending on the type of investment. For example, certain asset management and finance functions, such as data entry relating to a portfolio property, may be outsourced to a third-party service provider whose fees and expenses will be borne by such portfolio property or us. Such involvement of third-party advisors or consultants may present a number of risks primarily relating to our reduced control of the functions that are outsourced.

***We may be subject to expenses and liabilities related to employees of certain portfolio entities owned by us.***

We may be subject to expenses and liabilities related to employees of certain portfolio entities owned by us. For example, we acquired the management teams as part of our acquisitions of Simply Self Storage, American Campus Communities, April Housing and Home Partners of America, and we may acquire other management teams as part of transactions in the future. Such expenses and liabilities include compensation, overhead and other administrative costs, as well as potential liabilities that are commonly faced by employers, such as workers' disability and compensation claims, potential labor disputes, and other employee-related liabilities and grievances. We may also be subject to other operational risks from such employees, including cybersecurity risks or as a result of employee error or malfeasance. In addition, we may encounter unforeseen costs and expenses associated with acquiring such portfolio entities and such expenses may have an adverse effect on our results of operations.

***We rely on property managers to operate our properties and leasing agents to lease vacancies in our properties.***

The Adviser hires property managers to manage our properties and leasing agents to lease vacancies in our properties. These property managers may be our affiliates or partners in joint ventures that we enter into. We may also use portfolio entities owned by us to provide these property management, leasing and similar services. The property managers have significant decision-making authority with respect to the management of our properties. We are particularly dependent on property managers of any hospitality and leisure properties we invest in. In cases where we use third party property managers, our ability to direct and control how our properties are managed on a day-to-day basis may be limited. Thus, the success of our business may depend in large part on the ability of our property managers to manage the day-to-day operations and the ability of our leasing agents to lease vacancies in our properties. In cases where we use one of our portfolio entities to provide property management services, we will directly incur the expenses of property management and the other costs and obligations associated with operating the portfolio entity, including the compensation of our portfolio entity employees. Any adversity experienced by, or problems in our relationship with, our property managers or leasing agents could adversely impact the operation and profitability of our properties.

***We depend on tenants for our revenue, and therefore our revenue is dependent on the success and economic viability of our tenants. Our reliance on single or significant tenants in certain buildings may decrease our ability to lease vacated space and could adversely affect our income, performance, operations and ability to pay distributions.***

Rental income from real property, directly or indirectly, constitutes a significant portion of our income. Delays in collecting accounts receivable from tenants could adversely affect our cash flows and financial condition. In addition, the inability of a single major tenant or a number of smaller tenants to meet their rental obligations would adversely affect our income. Therefore, our financial success is indirectly dependent on the success of the businesses operated by the tenants in our properties or in the properties securing debts we

may own. The weakening of the financial condition of or the bankruptcy or insolvency of a significant tenant or a number of smaller tenants and vacancies caused by defaults of tenants or the expiration of leases may adversely affect our operations, performance and our ability to pay distributions.

Generally, under U.S. bankruptcy law, a debtor tenant has 120 days to exercise the option of assuming or rejecting the obligations under any unexpired lease for nonresidential real property, which period may be extended once by the bankruptcy court for an additional 90 days. If the tenant assumes its lease, the tenant must cure all defaults under the lease and may be required to provide adequate assurance of its future performance under the lease. If the tenant rejects the lease, we will have a claim against the tenant's bankruptcy estate. Although rent owing for the period between filing for bankruptcy and rejection of the lease may be afforded administrative expense priority and paid in full, pre-bankruptcy arrears and amounts owing under the remaining term of the lease will be afforded general unsecured claim status (absent collateral securing the claim). Moreover, amounts owing under the remaining term of the lease will be capped. Other than equity and subordinated claims, general unsecured claims are the last claims paid in a bankruptcy and therefore funds may not be available to pay such claims in full.

Some of our properties may be leased to a single or significant tenant and, accordingly, may be suited to the particular or unique needs of such tenant. We may have difficulty replacing such a tenant if the floor plan of the vacant space limits the types of businesses that can use the space without major renovation. In addition, the resale value of the property could be diminished because the market value of a particular property will depend principally upon the value of the leases of such property.

Similarly, certain of our other properties, including certain net leases, industrial warehouses and student housing properties, are leased out to single tenants or tenants that are otherwise reliant on a single enterprise to remain in business and our hotel properties are generally operated by a single operator. Adverse impacts to such tenants, businesses or operators, including as a result of changes in market or economic conditions, natural disasters, outbreaks of an infectious disease, pandemic or any other serious public health concern, political events or other factors that may impact the operation of these properties, may have negative effects on our business and financial results. As a result, such tenants or operators have been, and may in the future be, required to suspend operations at our properties for what could be an extended period of time. Further, if such tenants default under their leases or such operators are unable to operate our properties, we may not be able to promptly enter into a new lease or operating arrangement for such properties, rental rates or other terms under any new leases or operating arrangement may be less favorable than the terms of the current lease or operating arrangement or we may be required to make capital improvements to such properties for a new tenant or operator, any of which could adversely impact our operating results.

***We may be unable to renew leases as leases expire.***

We may not be able to lease properties that are vacant or become vacant because a tenant decides not to renew its lease or by the continued default of a tenant under its lease. In addition, certain of the properties we acquire may have some level of vacancy at the time of acquisition. Certain other properties may be specifically suited to the particular needs of a tenant and may become vacant after we acquire them. Even if a tenant renews its lease or we enter into a lease with a new tenant, the terms of the new lease may be less favorable than the terms of the old lease. In addition, the resale value of the property could be diminished because the market value may depend principally upon the value of the property's leases. If we are unable to promptly renew or enter into new leases, or if the rental rates are lower than expected, our results of operations and financial condition will be adversely affected. For example, following the termination or expiration of a tenant's lease there may be a period of time before we will begin receiving rental payments under a replacement lease. During that period, we will continue to bear fixed expenses such as interest, real estate taxes, maintenance, security, repairs and other operating expenses. In addition, declining economic conditions may impair our ability to attract replacement tenants and achieve rental rates equal to or greater than the rents paid under previous leases. Increased competition for tenants may require us to make capital improvements to properties which would not have otherwise been planned. Any unbudgeted capital improvements that we undertake may divert cash that would otherwise be available for distributions or for satisfying repurchase requests. Ultimately, to the extent that we are unable to renew leases or re-let space as leases expire, decreased cash flow from tenants will result, which could adversely impact our operating results.

We may be required to expend funds to correct defects or to make improvements before a tenant can be found for a property at an attractive lease rate or an investment in a property can be sold. No assurance can be given that we will have funds available to correct those defects or to make those improvements. In acquiring a property, we may agree to lock-out provisions that materially restrict us from selling that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed on that property. These factors and others that could impede our ability to respond to adverse changes in the performance of our properties could significantly affect our financial condition and operating results.

***Leases with retail properties' tenants may restrict us from re-leasing space.***

Most leases with retail tenants contain provisions giving the particular tenant the exclusive right to sell particular types of merchandise or provide specific types of services within the particular retail center. These provisions may limit the number and types of prospective tenants interested in leasing space in a particular retail property.

***Our properties face significant competition.***

We face significant competition from owners, operators and developers of properties. Substantially all of our properties will face competition from similar properties in the same market. This competition may affect our ability to attract and retain tenants and may reduce the rents we are able to charge. These competing properties may have vacancy rates higher than our properties, which may result in their owners being willing to lease available space at lower prices than the space in our properties. If one of our properties were to lose an anchor tenant, this could impact the leases of other tenants, who may be able to modify or terminate their leases as a result.

***Our properties may be leased at below-market rates under long-term leases.***

We have in the past sought, and may in the future seek to negotiate longer-term leases to reduce the cash flow volatility associated with lease rollovers, provided that contractual rent increases are generally included. In addition, where appropriate, we will seek leases that provide for operating expenses, or expense increases, to be paid by the tenants. These leases may allow tenants to renew the lease with pre-defined rate increases. If we do not accurately judge the potential for increases in market rental rates, or if our negotiated increases provide for a discount to then-current market rental rates (in exchange for lower volatility), we may set the rental rates of these long-term leases at levels such that even after contractual rental increases, the resulting rental rates are less than then-current market rental rates. Further, we may be unable to terminate those leases or adjust the rent to then-prevailing market rates. As a result, our income and distributions to our stockholders could be lower than if we did not enter into long-term leases.

***We may experience material losses or damage related to our properties and such losses may not be covered by insurance.***

We may experience material losses related to our properties arising from natural disasters, such as extreme weather events, climate change, earthquakes or floods, and acts of God, vandalism or other crime, faulty construction or accidents, fire, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, acts of terrorism (including cyber sabotage or similar attacks) or other catastrophes. We plan to carry insurance covering our properties under policies the Adviser deems appropriate. The Adviser will select policy specifications and insured limits that it believes to be appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. Insurance policies on our properties may include some coverage for losses that are generally catastrophic in nature, such as losses due to terrorism, earthquakes and floods, but we cannot assure you that it will be adequate to cover all losses and some of our policies will be insured subject to limitations involving large deductibles or co-payments and policy limits that may not be sufficient to cover losses. In general, losses related to terrorism are becoming harder and more expensive to insure against. In some cases, the insurers exclude terrorism, in others the coverage against terrorist acts is limited, or available only for a significant price. A similar dynamic has been unfolding with respect to certain weather and fire events, with insurers excluding certain investments that have high risk of weather, earthquake or fire events. As the effects of climate change increase, we expect the frequency and impact of weather and climate related events and conditions could increase as well. Climate change may also increase the cost of, or decrease the availability of, property insurance on terms we find acceptable. As a result of these factors, not all investments may be insured against terrorism, weather or fire. If we or one or more of our tenants experience a loss that is uninsured or that exceeds policy limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged. Certain of these events, such as war or an outbreak of an infectious disease, could have a broader negative impact on the global or local economy, thereby affecting us or the Adviser.

***We could become subject to liability for environmental violations, regardless of whether we caused such violations.***

We could become subject to liability in the form of fines or damages for noncompliance with environmental laws and regulations. These laws and regulations generally govern wastewater discharges, air emissions, the operation and removal of underground and above-ground storage tanks, the use, storage, treatment, transportation and disposal of solid hazardous materials, the remediation of contaminated property associated with the disposal of solid and hazardous materials and other health and safety-related concerns. Some of these laws and regulations may impose joint and several liability on tenants, owners or managers for the costs of investigation or remediation of contaminated properties, regardless of fault or the legality of the original disposal. Under various federal, state and local environmental laws, ordinances, and regulations, a current or former owner or manager of real property may be liable for the cost to remove or remediate hazardous or toxic substances, wastes, or petroleum products on, under, from, or in such property. These costs could be substantial and liability under these laws may attach whether or not the owner or manager knew of, or was responsible for,



the presence of such contamination. Even if more than one person may have been responsible for the contamination, each liable party may be held entirely responsible for all of the clean-up costs incurred.

In addition, third parties may sue the owner or manager of a property for damages based on personal injury, natural resources, or property damage and/or for other costs, including investigation and clean-up costs, resulting from the environmental contamination. The presence of contamination on one of our properties, or the failure to properly remediate a contaminated property, could give rise to a lien in favor of the government for costs it may incur to address the contamination, or otherwise adversely affect our ability to sell or lease the property or borrow using the property as collateral. In addition, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which the property may be used or businesses may be operated, and these restrictions may require substantial expenditures or prevent us from entering into leases with prospective tenants. There can be no assurance that future laws, ordinances or regulations will not impose any material environmental liability, or that the environmental condition of our properties will not be affected by the operations of the tenants, by the existing condition of the land, by operations in the vicinity of the properties. There can be no assurance that these laws, or changes in these laws, will not have a material adverse effect on our business, results of operations or financial condition. We could also suffer losses if reserves or insurance proceeds prove inadequate to cover any such matters. The cost to perform any remediation, and the cost to defend against any related claims, could exceed the value of the relevant investment, and in such cases we could be forced to satisfy the claims from other assets and investments. We may have an indemnity from a third party purporting to cover these liabilities, but there can be no assurance as to the financial viability of any indemnifying party at the time a claim arises. In addition, some environmental laws create a lien on a contaminated asset in favor of governments or government agencies for costs they may incur in connection with the contamination.

***Our costs associated with complying with the Americans with Disabilities Act of 1990 (the “ADA”) may affect cash available for distributions.***

Any domestic properties we acquire will generally be subject to the ADA. Under the ADA, all places of public accommodation are required to comply with federal requirements related to access and use by disabled persons. The ADA has separate compliance requirements for “public accommodations” and “commercial facilities” that generally require that buildings and services be made accessible and available to people with disabilities. The ADA’s requirements could require removal of access barriers and could result in the imposition of injunctive relief, monetary penalties or, in some cases, an award of damages. We may not acquire properties that comply with the ADA or we may not be able to allocate the burden on the seller or other third party, such as a tenant, to ensure compliance with the ADA in all cases.

***Our properties are, and any properties we acquire in the future will be, subject to property taxes that may increase in the future, which could adversely affect our cash flow.***

Our properties are, and any properties we acquire in the future will be, subject to real and personal property taxes that may increase as property tax rates change and as the properties are assessed or reassessed by taxing authorities. Some of our leases may provide that the property taxes, or increases therein, are charged to the lessees as an expense related to the properties that they occupy. As the owner of the properties, however, we are ultimately responsible for payment of the taxes to the government. If property taxes increase, our tenants may be unable (or not obligated) to make the required tax payments, ultimately requiring us to pay the taxes. In addition, we are generally responsible for property taxes related to any vacant space. If we purchase rental housing properties, the leases for such properties typically will not allow us to pass through real estate taxes and other taxes to residents of such properties. Consequently, any tax increases may adversely affect our results of operations at such properties.

***Certain of our investments are in the form of ground leases, which provide limited rights to the underlying property.***

We hold and may in the future invest from time to time in real properties that are subject to ground leases. As a lessee under a ground lease, we may be exposed to the possibility of losing the property upon termination, or an earlier breach by us, of the ground lease, which may adversely impact our investment performance. Furthermore, ground leases generally provide for certain provisions that limit the ability to sell certain properties subject to the lease. In order to assign or transfer rights and obligations under certain ground leases, we will generally need to obtain consent of the landlord of such property, which, in turn, could adversely impact the price realized from any such sale.

***Certain of our industrial properties may be special use and/or build-to-suit and may be difficult to sell or relet upon tenant defaults or lease terminations.***

Certain of our industrial properties may include special use and/or build-to-suit properties. These types of properties are relatively illiquid compared to other types of real estate and financial assets and this illiquidity will limit our ability to quickly change our portfolio in response to changes in economic or other conditions. With such properties, if the current lease is terminated or not renewed, we may be required to renovate the property or to make rent concessions in order to lease the property to another tenant, finance the property or sell the property. In addition, in the event we are forced to sell the property, we may have difficulty selling it to

a party other than the tenant or borrower due to the special purpose for which the property may have been designed. These and other limitations may affect our ability to sell or relet our industrial properties and adversely affect our results of operations at such properties.

***Certain properties may require an expedited transaction, which may result in limited information being available about the property prior to its acquisition.***

Investment analyses and decisions by the Adviser may be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available to the Adviser at the time of making an investment decision may be limited, and the Adviser may not have access to detailed information regarding the investment property or portfolio of properties, such as physical characteristics, environmental matters, zoning regulations or other local conditions affecting such investment. Therefore, no assurance can be given that the Adviser will have knowledge of all circumstances that may adversely affect an investment, and we may make investments which we would not have made if more extensive due diligence had been undertaken. Because large portfolios of properties still generally require diligence to analyze individual properties, these risks are exacerbated in expedited transactions of large portfolios. In addition, the Adviser may use consultants, legal advisors, appraisers, accountants, investment banks and other third parties in connection with its evaluation and/or diligence of certain investments. No assurance can be given as to the accuracy or completeness of the information provided by such third parties, and we may incur liability as a result of such third parties' actions.

***We face risks in effecting operating improvements.***

In some cases, the success of an investment will depend, in part, on our ability to restructure and effect improvements in the operations of a property. The activity of identifying and implementing restructuring programs and operating improvements at property entails a high degree of uncertainty. There can be no assurance that we will be able to successfully identify and implement such restructuring programs and improvements.

***Many factors affect the single-family rental housing market, and the Company may be negatively affected by its assumptions surrounding and general conditions of the single-family rental housing market.***

Any potential returns on our investments related to the single-family rental housing market will depend upon many factors including, but not limited to:

- the availability of properties or other investments that meet our investment criteria and our ability to acquire such properties at favorable prices;
- real estate appreciation or depreciation in our target markets;
- the condition of our properties;
- our ability to contain renovation, maintenance, marketing and other operating costs for our properties;
- our ability to maintain high occupancy rates and target rent levels;
- general economic conditions in our target markets, such as changes in employment and household earnings and expenses; the effects of rent controls, stabilization laws and other laws or regulations regarding rental rates and tenant rights; and
- changes in, and changes in enforcement of, laws, regulations and government policies including health, safety, environmental, property, zoning and tax laws.

We will have no control over many of these factors, which could adversely affect our operations. Our success will also depend, in part, on our assumptions about our target properties, target lessees, renovation, maintenance and other operating costs, and rental rates and occupancy levels and, if our assumptions prove to be inaccurate, this may adversely affect our operations and results.

***A number of our rental housing properties are part of homeowner's associations ("HOAs"), and we and tenants of such properties are subject to the rules and regulations of such HOAs, which are subject to change and may be arbitrary or restrictive. Violations of such rules may subject us to additional fees, penalties and litigation with such HOAs which would be costly.***

A number of our rental housing properties are located within HOAs, which are private entities that regulate the activities of owners and occupants of, and levy assessments on, properties in a rental housing subdivision. We pay all HOA fees and assessments directly. The majority of the HOA fees due on our properties are billed annually. The fees are paid when due by our property managers and are included in our property and operating expenses. HOAs in which we own properties may have or may enact onerous or arbitrary rules

that restrict our ability to restore, market or lease our properties or require us to restore or maintain such properties at standards or costs that are in excess of our planned budgets. Such rules may include requirements for landscaping, limitations on signage promoting a property for lease or sale or the requirement that specific construction materials be used in restorations. Some HOAs also impose limits on the number of property owners who may rent their homes, which, if met or exceeded, would cause us to incur additional costs to sell the property and opportunity costs of lost rental revenue. Furthermore, many HOAs impose restrictions on the conduct of occupants of homes and the use of common areas, and we may have tenants who violate HOA rules and for which we may be liable as the property owner. Additionally, the boards of directors of the HOAs in which we own property may not make important disclosures about the properties or may block our access to HOA records, initiate litigation, restrict our ability to sell our properties, impose assessments or arbitrarily change the HOA rules. Furthermore, in certain jurisdictions, HOAs may have a statutory right of first refusal to purchase certain types of properties we may desire to sell. Moreover, in certain jurisdictions (such as in Florida), HOAs may be entitled to dispute rent increases, which may result in arbitration. We may be unaware of or unable to review or comply with HOA rules before purchasing a property, and any such excessively restrictive or arbitrary regulations may cause us to sell such property at a loss, prevent us from renting such property or otherwise reduce our cash flow from such property, which would have an adverse effect on our returns on these properties.

***Our industrial tenants may be adversely affected by a decline in manufacturing activity in the United States.***

Fluctuations in manufacturing activity in the United States may adversely affect our industrial tenants and therefore the demand for and profitability of our industrial properties. Trade agreements with foreign countries have given employers the option to utilize less expensive foreign manufacturing workers. Outsourcing manufacturing activities could reduce the demand for U.S. workers, thereby reducing the profitability of our industrial tenants and the demand for and profitability of our industrial properties.

***We could be negatively impacted by the condition of Fannie Mae or Freddie Mac and by changes in government support for rental housing.***

Federal National Mortgage Association (“Fannie Mae”) and Federal Home Loan Mortgage Corporation (“Freddie Mac”) are a major source of financing for rental housing real estate in the United States. We expect to utilize loan programs sponsored by these entities as a key source of capital to finance our growth and our operations. In September 2008, the U.S. government increased its control of Fannie Mae and Freddie Mac and placed both companies into a government conservatorship under the Federal Housing Finance Agency. In December 2009, the U.S. Treasury increased its financial support for these conservatorships. In February 2011, the Obama administration released its blueprint for winding down Fannie Mae and Freddie Mac and for reforming the system of housing finance. Since that time, members of Congress have introduced and Congressional committees have considered a substantial number of bills that include comprehensive or incremental approaches to winding down Fannie Mae and Freddie Mac or changing their purposes, businesses or operations. A decision by the U.S. government to eliminate or downscale Fannie Mae or Freddie Mac or to reduce government support for rental housing more generally may adversely affect interest rates, capital availability, development of rental housing communities and the value of rental housing assets and, as a result, may adversely affect our future growth and operations. Any potential reduction in loans, guarantees and credit-enhancement arrangements from Fannie Mae and Freddie Mac could jeopardize the effectiveness of the rental housing sector’s derivative securities market, potentially causing breaches in loan covenants, and through reduced loan availability, impact the value of rental housing assets, which could impair the value of a significant portion of rental housing communities. Specifically, the potential for a decrease in liquidity made available to the rental housing sector by Fannie Mae and Freddie Mac could:

- make it more difficult for us to secure new takeout financing for any rental housing development projects we acquire;
- hinder our ability to refinance any completed rental housing assets;
- decrease the amount of available liquidity and credit that could be used to broaden our portfolio through the acquisition of rental housing assets; and
- require us to obtain other sources of debt capital with potentially different terms.

***Short-term leases expose us to the effects of declining market rent and could adversely impact our ability to make cash distributions to you.***

Substantially all of our rental housing leases are on a short-term basis. Because these leases generally permit the residents to leave at the end of the lease term without penalty, our rental revenues would be impacted by declines in market rents more quickly than if our leases were for longer terms.

***Increased levels of unemployment could adversely affect the occupancy and rental rates of any rental housing properties we acquire.***

Increased levels of unemployment in rental housing markets could significantly decrease occupancy and rental rates. In times of increasing unemployment, rental housing occupancy and rental rates have historically been adversely affected by:

- oversupply or reduced demand for apartment homes;
- rental residents deciding to share rental units and therefore rent fewer units;
- potential residents moving back into family homes or delaying leaving family homes;
- a reduced demand for higher-rent units;
- a decline in household formation;
- persons enrolled in college delaying leaving college or choosing to proceed to or return to graduate school in the absence of available employment;
- rent control or rent stabilization laws, or other laws regulating housing, that could prevent us from raising rents sufficiently to offset increases in operating costs;
- the inability or unwillingness of residents to pay rent increases; and
- increased collection losses.

These factors generally have contributed to lower rental rates. To the extent that we invest in any rental housing properties, our results of operations, financial condition and ability to make distributions to you may be adversely affected if these factors do not improve or worsen.

***If any credit market disruptions or economic slowdowns occur, any investments in multifamily properties may face increased competition from single-family homes and condominiums for rent, which could limit our ability to retain residents, lease apartment units or increase or maintain rents.***

Any multifamily communities in which we invest may compete with numerous housing alternatives in attracting residents, including single-family homes and condominiums available for rent. Such competitive housing alternatives may become more prevalent in a particular area in the event of any tightening of mortgage lending underwriting criteria, homeowner foreclosures, declines in single-family home and condominium sales or lack of available credit. The number of single-family homes and condominiums for rent in a particular area could limit our ability to retain residents, lease apartment units or increase or maintain rents.

***The multifamily rental housing properties in which we invest must comply with the Fair Housing Amendment of 1988.***

The multifamily rental housing properties in which we invest domestically, if any, must comply with the Fair Housing Amendment Act of 1988 (“FHAA”) which requires that multifamily communities first occupied after March 13, 1991 be accessible to handicapped residents and visitors. Compliance with the FHAA could require removal of structural barriers to handicapped access in a community, including the interiors of apartment units covered under the FHAA. Recently there has been heightened scrutiny of multifamily housing communities for compliance with the requirements of the FHAA and the ADA and an increasing number of substantial enforcement actions and private lawsuits have been brought against multifamily communities to ensure compliance with these requirements. Noncompliance with the FHAA and the ADA could result in the imposition of fines, awards of damages to private litigants, payment of attorneys’ fees and other costs to plaintiffs, substantial litigation costs and substantial costs of remediation.

***We have and continue to expect to make investments in low income areas or affordable housing developments.***

Investment opportunities may include projects and initiatives located in low-income areas, including, without limitation, low-income or affordable housing developments and businesses located in low income areas. There are significant risks associated with the ownership of these projects and initiatives. There may be federal, state and local governmental regulatory restrictions on the operation, rental and transfer of these investments, such as the requirement that the owners of the investments rent or sell certain rental housing units to persons or families of low or moderate income and that the amount of rent that may be charged for these units may be less than market rates. These restrictions may adversely affect economic performance relative to properties that are not subject to these restrictions. For example, selling property that is subject to affordable housing regulatory restrictions may limit its sale price, and accordingly adversely impact our investment performance. In addition, the long-term nature of investments in government-assisted housing limits our ability to vary our portfolio in response to changing economic, financial and investment conditions; these properties are also subject to changes in local economic circumstances and housing patterns, as well as rising operating costs, vacancies, rent collection difficulties, energy shortages and other factors which have an impact on real estate values. These properties also require greater management expertise and may have higher operating expenses than conventional housing projects. Certain of our properties were developed under the U.S. federal Low Income Housing Tax Credit (“LIHTC”) program, and such properties are subject to regulatory and rent restrictions. Properties in low-income areas may also (a) be in an early stage of development and not have a proven operating history, (b) be operating at a loss or have significant variations in operating results, (c) be engaged in a rapidly changing

business with products subject to a substantial risk of obsolescence, (d) require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, (e) rely on the services of a limited number of key individuals, the loss of any of whom could significantly adversely affect a project's performance, (f) face intense competition, including competition from companies and projects with greater financial resources, more extensive development, marketing and other capabilities, and a larger number of qualified management and technical personnel, (g) utilize innovative and untested operational and business strategies, including new business partnerships and teams, and (h) otherwise have a weak financial condition or be experiencing financial difficulties that could result in insolvency, liquidation, dissolution, reorganization or bankruptcy of the project. Congress and the current presidential administration of the U.S. have proposed various changes to the LIHTC program. In November 2021, the U.S. House of Representatives passed the Build Back Better Act (H.R. 5376), which included an expansion of the LIHTC program among other measures. The Build Back Better Act is not law and is subject to change. We cannot predict what proposals regarding the LIHTC, if any, might actually be enacted by Congress, and what effect, if any, the proposals might have on our operations. Further, there is often less publicly available information concerning these properties than for larger, more established businesses. These risks may adversely affect the performance of the properties and result in substantial losses. Furthermore, many of the risks associated with investing in real estate may be exacerbated in connection with properties in low-income areas. A downturn in the economy may impact the success of businesses in low-income areas and the operations of tenants in low-income areas. Businesses in which we have invested may experience declining revenues or file for bankruptcy. In addition, tenants in properties held by us may experience declining revenues, vacate the premises early, or file for bankruptcy, which could reduce a tenant's ability to pay base rent, percentage rent or other charges. Finally, we may own certain low-income properties through complicated ownership structures due to tax or regulatory reasons, which may limit the flexibility we have in managing such properties.

***The impacts of climate change and climate-related initiatives may adversely affect our business and financial results and damage our reputation.***

There has been increasing awareness of severe weather and other climate events outside of the historical norm as well as increasing concern from government agencies about the effects of climate change on the environment. Transition risks, such as government restrictions, standards or regulations intended to reduce greenhouse gas emissions and potential climate change impacts, are emerging and may increase in the future in the form of restrictions or additional requirements on the development of commercial real estate. Government authorities and various interest groups are promoting laws and regulations that could limit greenhouse gas ("GHG"), emissions due to concerns over contributions to climate change. Such restrictions and requirements could increase our costs or require additional technology and capital investment by our borrowers, which could adversely affect our operations. For example, developing and acting on initiatives within the scope of ESG, and collecting, measuring and reporting ESG-related information and metrics can be costly, difficult and time consuming and is subject to evolving reporting standards, including the SEC's recently proposed climate-related reporting requirements, and similar proposals by other international regulatory bodies. We may also communicate certain climate-related initiatives, commitments and goals in our SEC filings or in other disclosures, which subjects us to additional risks, including the risk of being accused of "greenwashing" and the other risks described in "Our business is subject to evolving corporate governance and public disclosure regulations and expectations, including with respect to environmental, social and governance matters, that could expose us to numerous risks. The U.S. Environmental Protection Agency (the "EPA"), finalized a series of GHG monitoring, reporting and emissions control rules, and the U.S. Congress has, from time to time, considered adopting legislation to reduce emissions. Moreover, certain state and regional programs are being implemented to require reductions in GHG emissions. This is a particular concern in the western United States, where some of the most extensive and stringent environmental laws and building construction standards in the U.S. have been enacted, and where we have 752 properties in our investment portfolio. Any additional taxation or regulation of energy use, including as a result of (i) the regulations that the EPA has proposed or may propose in the future, (ii) state programs and regulations, or (iii) renewed GHG legislative efforts by future Congresses, could result in increased operating costs that we may not be able to effectively pass on to our tenants.

In addition, any increased regulation of GHG emissions could impose substantial costs on our industrial tenants. These costs include, for example, an increase in the cost of the fuel and other energy purchased by our industrial tenants and capital costs associated with updating or replacing their trucks earlier than planned. Any such increased costs could impact the financial condition of our industrial tenants and their ability to meet their lease obligations and to lease or re-lease our properties.

Further, the physical effects of climate change, including extreme weather events such as hurricanes or floods, can also have an adverse impact on our properties, operations and business. For example, our properties could be severely damaged or destroyed from either singular extreme weather events (for example floods, storms and wildfires) or through long-term impacts of climatic conditions (such as precipitation frequency, weather instability and rise of sea levels). Such events could also adversely impact us or the tenants of our properties if we or they are unable to operate our or their businesses due to damage resulting from such events. If we fail to adequately prepare for such events, our revenues, results of operations and financial condition may be impacted. Climate change could also increase utility and other costs of operating our properties, including increased costs for energy, water and other supply chain materials, which, if not offset by rising rental income and/or paid by tenants, could have a material adverse effect on our properties,



operations and business. In addition, we may incur significant costs in preparing for possible future climate change or climate related events or in response to our tenants' requests for such investments and we may not realize desirable returns on those investments.

***Our business is subject to evolving corporate governance and public disclosure regulations and expectations, including with respect to environmental, social and governance matters, that could expose us to numerous risks.***

Recently, there has been growing concern from advocacy groups, government agencies and the general public on ESG matters and increasingly regulators, customers, investors, employees and other stakeholders are focusing on ESG matters and related disclosures. Such governmental, investor and societal attention to ESG matters, including expanding mandatory and voluntary reporting, diligence, and disclosure on topics such as climate change, human capital, labor and risk oversight, could expand the nature, scope, and complexity of matters that we are required to control, assess and report. Further, new and emerging regulatory initiatives in the EU and U.K. related to climate change and ESG could adversely affect our business, including initiatives such as the European Commission's May 2018 "action plan on financing sustainable growth" and Taskforce on Climate-related Financial Disclosures (TCFD)-aligned disclosure requirements in the U.K. In addition, compliance with any applicable "green" building codes, may require us to make improvements to our existing properties or result in increased operating costs that we may not be able to effectively pass on to our tenants. Any such laws or regulations could also impose substantial costs on our tenants, thereby impacting the financial condition of our tenants and their ability to meet their lease obligations and to lease or re-lease our properties.

In May of 2022, the SEC proposed amendments to rules and reporting forms to promote consistent, comparable, and reliable information for investors concerning public companies' incorporation of ESG factors (the "ESG Proposed Rules"). The scope and timing of any final rules and amendments with respect to these proposals is unknown. If adopted, even with modification, these rules and amendments would be expected to significantly increase compliance burdens and associated regulatory costs and complexity and reduce the ability to receive certain expense reimbursements or indemnification in certain circumstances. In addition, these amendments could increase the risk of our exposure to additional regulatory scrutiny, litigation, censure and penalties for noncompliance or perceived noncompliance, which in turn would be expected to adversely (potentially materially) affect our reputation, and to negatively impact us in conducting our business (thereby materially reducing returns to our investors).

These changing rules, regulations and stakeholder expectations have resulted in, and are likely to continue to result in, increased general and administrative expenses and increased management time and attention spent complying with or meeting such regulations and expectations. ESG, the ESG Proposed Rules, actual or perceived ESG matters and our response to these matters could harm our business, including in areas such as diversity, equity and inclusion, human rights, climate change and environmental stewardship, support for local communities, corporate governance and transparency and considering ESG factors in our investment processes. Further, we may choose to communicate certain initiatives and goals, regarding environmental matters, diversity, responsible sourcing and social investments and other ESG related matters, in our SEC filings or in other public disclosures. These initiatives and goals within the scope of ESG could be difficult and expensive to implement and we could be criticized for the accuracy, adequacy or completeness of the disclosure. Statements about our ESG related initiatives and goals, and progress against those goals, may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future. In addition, we could be criticized for the scope or nature of such initiatives or goals, or for any revisions to these goals. If we are unable to adequately address such ESG matters or if we fail to achieve progress with respect to our goals within the scope of ESG on a timely basis, or at all, or if we or our tenants fail or are perceived to fail to comply with all laws, regulations, policies and related interpretations, it could negatively impact our reputation and our business results.

We may also communicate certain initiatives, commitments and goals regarding environmental, diversity, and other ESG-related matters in our SEC filings. These initiatives, commitments and goals could be difficult and expensive to implement, the personnel, processes and technologies needed to implement them may not be cost effective and may not advance at a sufficient pace, and we may not be able to accomplish them within the timelines we announce or at all. We could, for example, determine that it is not feasible or practical to implement or complete certain of such initiatives, commitments or goals based on cost, timing or other consideration. In addition, we could be criticized for the accuracy, adequacy or completeness of the disclosure related to our or our funds' ESG-related policies, practices, initiatives, commitments and goals, and progress against those goals, which disclosure may be based on frameworks and standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future. In addition, we could be criticized for the scope or nature of such initiatives or goals, or for any revisions to these goals. Further, as part of our ESG practices, we rely from time to time on third-party data, services and methodologies and such services, data and methodologies could prove to be incomplete or inaccurate. If our or such third parties' ESG-related data, processes or reporting are incomplete or inaccurate, or if we fail to achieve progress with respect to our goals within the scope of ESG on a timely basis, or at all, we may be subject to enforcement action and our reputation could be adversely affected, particularly if in connection with such matters we were to be accused of "greenwashing".

***We may not be able to attract desirable tenants for our rental housing properties and may have difficulty evicting defaulting tenants.***

Our success with rental housing rentals will depend, in large part, upon our ability to attract and retain qualified tenants for our rental housing properties. If we are unable to attract quality tenants our rental revenues will be adversely affected. If certain of our tenants cease paying rent, we may be unable or unwilling to evict such tenants due to legal, regulatory or practical concerns and, as a result, may be unable to enter into a new lease for the applicable unit or property, resulting in lost revenue. In addition, our efforts to evict rental housing tenants may result in litigation, resulting in increased expenses and potential liability for our rental housing properties.

***Rent control and other changes in applicable laws, or noncompliance with applicable laws, could adversely affect our rental housing properties.***

Lower revenue growth or significant unanticipated expenditures may result from changes in rent control or rent stabilization laws or other rental housing landlord/tenant laws. Municipalities may implement, consider or be urged by advocacy groups to consider rent control or rent stabilization laws and regulations or take other actions that could limit our ability to raise rents based on market conditions. For example, in 2016 in Mountain View, California, voters passed a referendum that limits rent increases on existing tenants (but not on new move-ins) in communities built before 1995. These initiatives and any other future enactments of rent control or rent stabilization laws or other laws regulating rental housing, as well as any lawsuits against us arising from such rent control or other laws, may reduce rental revenues or increase operating costs. Such laws and regulations may limit our ability to charge market rents, increase rents, evict tenants or recover increases in our operating costs and could make it more difficult for us to dispose of properties in certain circumstances. Expenses associated with investments in rental housing properties, such as debt service, real estate taxes, insurance and maintenance costs, are generally not reduced when circumstances cause a reduction in rental income from such properties.

***The hospitality or leisure market is seasonal, highly competitive and generally subject to greater volatility than our other market segments.***

The hospitality or leisure business is seasonal, highly competitive and influenced by factors such as general and local economic conditions, location, room rates, quality, service levels, reputation and reservation systems, among many other factors. The hospitality or leisure industry generally experiences seasonal slowdown in the third quarter and, to a lesser extent, in the fourth quarter of each year. As a result of such seasonality, there will likely be quarterly fluctuations in results of operations of any hospitality or leisure properties that we own. There are many competitors in this market, and these competitors may have substantially greater marketing and financial resources than those available to us. Competition also comes from non-traditional hospitality sources, such as home-sharing platforms. This competition, along with other factors, such as over-building in the hospitality or leisure industry and certain deterrents to traveling, may increase the number of rooms available and may decrease the average occupancy and room rates of our hospitality or leisure properties. The demand for rooms at any hospitality or leisure properties that we may acquire will change much more rapidly than the demand for space at other properties that we acquire. In addition, any such properties that we may own may be adversely affected by factors outside our control, such as extreme weather conditions or natural disasters, terrorist attacks or alerts, outbreaks of contagious diseases, airline strikes, economic factors and other considerations affecting travel. These factors could have a material adverse effect on our financial condition, results of operations and ability to pay distributions to stockholders.

***Our student housing properties are subject to seasonality.***

Student housing properties are typically leased during leasing seasons, and our properties are therefore highly dependent on the effectiveness of our marketing and leasing efforts and personnel during such seasons. Additionally, our student housing properties are generally on short-term leases, exposing us to increased leasing risk. We also face economic and operational risks related to the supply of and demand for student housing space in the local market, tenant quality, the higher tenant turnover rate relative to other housing properties, physical attributes of the building in relation to competing buildings (e.g., age, condition, design, appearance, amenities, and location) and access to transportation and proximity to campus, among other factors. We may not be able to re-lease our properties on similar terms, if we are able to re-lease our properties at all. The terms of renewal or re-lease (including the cost of required renovations) may be less favorable to us than the prior lease. If we are unable to re-lease all or a substantial portion of our properties, or if the rental rates upon such re-leasing are significantly lower than expected rates, our cash flows from operations could be adversely affected.

Prior to the commencement of each new lease period, we prepare the units for new incoming residents. Other than revenue generated by in-place leases for returning residents, we do not generally recognize lease revenue during this period referred to as “turn” as we have no leases in place. In addition, during turn, we incur expenses preparing our units for occupancy, which we recognize immediately. This lease turn period results in seasonality in our operating results, and as a result, we may experience significantly reduced cash flows during such periods.

In addition, we may be adversely affected by a change in university admission policies. For example, if a university reduces the number of student admissions, the demand for our student housing properties may be reduced and our occupancy rates may decline. Our student housing properties also compete with university-owned student housing and other national and regional owner-operators of off-campus student housing in a number of markets as well as with smaller local owner-operators. The demand for student housing has been, and may in the future be, impacted by epidemics or pandemics, such as the COVID-19 pandemic, where students could be restricted from living in student housing for all or a considerable portion of the academic school year (or may otherwise have less desire to live in student housing, such as where classes are taught online during such period). In such circumstances, student housing properties may remain unoccupied and accordingly may not generate any revenue and cash flow during such time and the value of an investment in such properties may be adversely affected.

***Government housing regulations may limit the opportunities at some of the government-assisted housing properties we invest in, and failure to comply with resident qualification requirements may result in financial penalties and/or loss of benefits, such as rental revenues paid by government agencies.***

To the extent that we invest in government-assisted housing, we may acquire properties that benefit from governmental programs intended to provide affordable housing to individuals with low or moderate incomes. These programs, which are typically administered by the U.S. Department of Housing and Urban Development (“HUD”) or state housing finance agencies, typically provide mortgage insurance, favorable financing terms, tax credits or rental assistance payments to property owners. As a condition of the receipt of assistance under these programs, the properties must comply with various requirements, which typically limit rents to pre-approved amounts and impose restrictions on resident incomes. Failure to comply with these requirements and restrictions may result in financial penalties or loss of benefits. In addition, we will often need to obtain the approval of HUD in order to acquire or dispose of a significant interest in or manage a HUD-assisted property.

***Our data center investments are subject to risks from changes in demand, technology and tenant preferences and competition in the data center industry.***

Our data center investments are subject to operating risks common to the data center industry, which include changes in tenant demands or preferences, a decline in the technology industry, such as a decrease in the use of mobile or web-based commerce, industry slowdowns, business layoffs or downsizing, relocation of businesses, increased costs of complying with existing or new government regulations and other factors; a downturn in the market for data center space generally such as oversupply of or reduced demand for space; increased competition, including from our tenants choosing to develop their own data centers; and the rapid development of new technologies or the adoption of new industry standards that render our tenants’ current products and services or our facilities obsolete or unmarketable. To the extent that any of these or other adverse conditions occur, they are likely to impact market rents for, and cash flows from, our data center investments, which could have a material adverse effect on us.

***Our retail tenants face competition from numerous retail channels.***

Retailers leasing our properties will face continued competition from shopping via the internet, discount or value retailers, factory outlet centers, wholesale clubs, mail order catalogues and operators and television shopping networks. Such competition could adversely affect our tenants and, consequently, our revenues and FAD.

***Retail properties depend on anchor tenants to attract shoppers and could be adversely affected by the loss of a key anchor tenant.***

Retail properties, like other properties, are subject to the risk that tenants may be unable to make their lease payments or may decline to extend a lease upon its expiration. A lease termination by a tenant that occupies a large area of a retail center (commonly referred to as an anchor tenant) could impact leases of other tenants. Other tenants may be entitled to modify the terms of their existing leases in the event of a lease termination by an anchor tenant, or the closure of the business of an anchor tenant that leaves its space vacant even if the anchor tenant continues to pay rent. Any such modifications or conditions could be unfavorable to us as the property owner and could decrease rents or expense recoveries. Additionally, major tenant closures may result in decreased customer traffic, which could lead to decreased sales at other stores. In the event of default by a tenant or anchor store, we may experience delays and costs in enforcing our rights as landlord to recover amounts due to us under the terms of our agreements with those parties.

***We may be adversely affected by trends in the office real estate industry.***

Some businesses are rapidly evolving to make employee telecommuting, flexible work schedules, open workplaces and teleconferencing increasingly common. These practices enable businesses to reduce their space requirements. A continuation of the movement towards these practices could over time erode the overall demand for office space and, in turn, place downward pressure on occupancy, rental rates and property valuations, each of which could have an adverse effect on our financial position, results of operations, cash flows and ability to make expected distributions to our stockholders. We may also be negatively impacted by competition from other short-term office or shared space leasing companies.

***We could be negatively impacted by increased competition, decreased demand and restrictive zoning ordinances in the manufactured housing markets in which we invest.***

The manufactured housing industry is generally subject to many of the same national and regional economic and demographic factors that affect the housing industry generally. These factors, including shortage of consumer financing, public's perception, consumer confidence, inflation, regional population and employment trends, availability of and cost of alternative housing, weather conditions and general economic conditions, tend to impact manufactured homes to a greater degree than traditional rental housing homes. Our operating results from our manufactured housing investments may be adversely affected by: (i) competition from other available manufactured housing sites or available land for the placement of manufactured homes outside of established communities and alternative forms of housing (such as apartment buildings and site built single-family homes) and (ii) local real estate market conditions such as the oversupply of manufactured housing sites or a reduction in demand for manufactured housing sites in an area. In addition, the inability to secure zoning permits from local authorities may pose the most significant barrier to entry for developing new manufactured housing sites.

***Manufactured home loans may be subject to greater credit risk.***

We may hold loans secured by manufactured homes, which generally have higher delinquency and default rates than standard residential mortgage loans due to various factors, including, among other things, the manner in which borrowers have handled previous credit, the absence or limited extent of borrowers' prior credit history, limited financial resources, frequent changes in or loss of employment and changes in borrowers' personal or domestic situations that affect their ability to repay loans. Any substantial economic slowdown could increase delinquencies, defaults, repossessions and foreclosures with respect to manufactured homes. Also, the value of manufactured homes may depreciate over time, which can negatively impact the manufactured home industry and lead to increased defaults and delinquencies and lower recovery rates upon default.

***Our investments in real estate associated with gaming facilities will be impacted by the risks associated with the gaming industry.***

We invest in real estate associated with gaming facilities, which are subject to risks associated with the gaming industry, including changes in consumer trends, the impact of gaming regulations on us and/or our tenants, reductions in discretionary consumer spending and corporate spending on conventions and business development and preferences, changes in laws or foreign monetary policies that impact consumer behavior, and other factors over which we have no control. Economic contraction, economic uncertainty or the perception by potential customers of weak or weakening economic conditions may cause a decline in demand for hotels, casino resorts, trade shows and conventions. Such investments may also be affected by risks relating to the tourism industry for the geographic areas in which our properties are located, including cost and availability of air services or other travel methods.

The gaming industry is characterized by a high degree of competition among a large number of participants, including riverboat casinos, dockside casinos, land-based casinos, video lottery, sweepstakes and poker machines not located in casinos, Native American gaming, internet lotteries and other internet wagering gaming services and, in a broader sense, gaming operators face competition from all manner of leisure and entertainment activities. Gaming competition is intense in the markets where our facilities are located. Recently, there has been additional significant competition in the gaming industry as a result of the upgrading or expansion of facilities by existing market participants, the entrance of new gaming participants into a market, the growth of general internet and electronic sports-related gaming and legislative changes, including relating to sports betting. As competing properties and new markets are opened, we and our tenants may be negatively impacted.

***Our self storage investments are subject to risks from fluctuating demand and competition in the self-storage industry.***

Our self storage investments are subject to operating risks common to the self storage industry, which include business layoffs or downsizing, industry slowdowns, relocation of businesses and changing demographics, changes in supply of, or demand for, similar or competing self storage properties in an area and the excess amount of self storage space in a particular market, changes in market rental rates and inability to collect rents from customers. The self storage industry has at times experienced overbuilding in response to perceived increases in demand. A recurrence of overbuilding might cause our self storage investments to experience a decrease in occupancy levels, as well as limit the ability to increase rents and offer discounted rents.

***We invest in commercial properties subject to net leases, which could subject us to losses.***

We invest in commercial properties subject to net leases. Typically, net leases require the tenants to pay substantially all of the operating costs associated with the properties. As a result, the value of, and income from, investments in commercial properties subject to net leases will depend, in part, upon the ability of the applicable tenant to meet its obligations to maintain the property under the terms of the net lease. If a tenant fails or becomes unable to so maintain a property, we will be subject to all risks associated with owning the underlying real estate. In addition, we may have limited oversight into the operations or the managers of these properties, subject to the terms of the net leases.

Certain commercial properties subject to net leases in which we invest are occupied by a single tenant and, therefore, the success of such investments are largely dependent on the financial stability of each such tenant. A default of any such tenant on its lease payments to us would cause us to lose the revenue from the property and cause us to have to find an alternative source of revenue to meet any mortgage payment and prevent a foreclosure if the property is subject to a mortgage. In the event of a default, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment and re-letting our property. If a lease is terminated, we may also incur significant losses to make the leased premises ready for another tenant and experience difficulty or a significant delay in re-leasing such property.

In addition, net leases typically have longer lease terms and, thus, there is an increased risk that contractual rental increases in future years will fail to result in fair market rental rates during those years.

We may acquire these investments through sale-leaseback transactions, which involve the purchase of a property and the leasing of such property back to the seller thereof. If we enter into a sale-leaseback transaction, we will seek to structure any such sale-leaseback transaction such 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 property for U.S. federal income tax purposes. However, we cannot assure you that the IRS will not challenge such characterization. In the event that any such sale-leaseback transaction is challenged and recharacterized as a financing transaction or loan for U.S. federal income tax purposes, deductions for depreciation and cost recovery relating to such property would be disallowed, and the timing of our income inclusion could differ from that of the lease payments. If a sale-leaseback transaction were so recharacterized (or otherwise not respected as a lease), we might fail to satisfy the REIT qualification “asset tests” or “income tests” and, consequently, lose our REIT status effective with the year of recharacterization. Alternatively, the amount of our REIT taxable income could be recalculated, which might also cause us to fail to meet the REIT distribution requirement for a taxable year.

If a tenant of a net lease defaults and we are unable to find a replacement tenant, we may attempt to hold and operate the relevant property ourselves through a taxable REIT subsidiary, which would subject income on the property to corporate-level taxation, thereby reducing our FAD. In certain circumstances, depending on how much capacity we have available of the total value we are permitted to hold in taxable REIT subsidiaries under applicable rules, we may not be able to hold and operate the property in a taxable REIT subsidiary, which could result in the property and the related income not satisfying the REIT qualification asset and income tests and could jeopardize our REIT status.

***Technological or other innovations may disrupt the markets and sectors in which we operate and subject us to increased competition or negatively impact the tenants of our properties and the value of our properties.***

Recent trends in the real estate market and the sectors in which we invest generally have been toward disrupting the industry with technological or other innovations, and multiple young companies have been successful in capitalizing on this trend toward disruption. In this period of rapid technological and commercial innovation, new businesses and approaches may be created that could affect us, tenants of our properties or our investments or alter the market practices that help frame our strategy. For example, the value of our hospitality properties is affected by competition from the non-traditional hospitality sector (such as short-term rental services), our office properties are affected by competition from shared office spaces (including co-working environments), our retail properties may be affected by changes in consumer behavior, including increased shopping via the internet, and our warehouse industrial properties may be affected if supply chains evolve in a way that decreases the need for traditional warehousing. Any of these new approaches could damage our investments, significantly disrupt the market in which we operate and subject us to increased competition, which could materially and adversely affect our business, financial condition and results of investments. Moreover, given the pace of innovation in recent years, the impact on a particular investment may not have been foreseeable at the time we made the investment. Furthermore, we could base investment decisions on views about the direction or degree of innovation that prove inaccurate and lead to losses.

***Supply chain disruptions could create unexpected renovation or maintenance costs or delays and/or could impact our tenants' businesses, any of which could have a negative effect on our results of operations.***

The construction and building industry, similar to many other industries, has experienced worldwide supply chain disruptions due to a multitude of factors that are beyond our control, including the continuing impacts of the COVID-19 pandemic, and such disruptions may continue to occur. Materials, parts and labor have also increased in cost over the recent past, sometimes significantly and over a short period of time, and it is expected that such increases and volatility may continue during 2023. Although we are generally not engaged in large-scale development projects, small-scale construction projects, such as building renovations and maintenance or and tenant improvements required under leases are a routine and necessary part of our business. We may incur costs for a property renovation or maintenance that exceeds our original estimates due to increased costs for materials or labor or other costs that are unexpected. We also may be unable to complete renovation of a property or tenant space on schedule due to supply chain disruptions or labor shortages. Some tenants may have the right to terminate their leases if a renovation project is not completed on time. In addition, our tenants' businesses may also be affected by supply chain issues (particularly for our industrial or retail properties), which could impact their ability to meet their obligations to us under their leases.



## **Risks Related to Investments in Real Estate Debt**

***Investments in real estate debt are subject to risks including various creditor risks and early redemption features which may materially adversely affect our results of operations and financial condition.***

The debt and other interests in which we may invest may include secured or unsecured debt at various levels of an issuer's capital structure. The real estate debt in which we may invest may not be protected by financial covenants or limitations upon additional indebtedness, may be illiquid or have limited liquidity, and may not be rated by a credit rating agency. Real estate debt is also subject to other creditor risks, including (i) the possible invalidation of an investment transaction as a "fraudulent conveyance" under relevant creditors' rights laws, (ii) so-called lender liability claims by the issuer of the obligation and (iii) environmental liabilities that may arise with respect to collateral securing the obligations. Our investments may be subject to early redemption features, refinancing options, pre-payment options or similar provisions which, in each case, could result in the issuer repaying the principal on an obligation held by us earlier than expected, resulting in a lower return to us than anticipated or reinvesting in a new obligation at a lower return to us.

***Our debt investments face prepayment risk and interest rate fluctuations that may adversely affect our results of operations and financial condition.***

During periods of declining interest rates, the issuer of a security or borrower under a loan may exercise its option to prepay principal earlier than scheduled, forcing us to reinvest the proceeds from such prepayment in lower yielding securities or loans, which may result in a decline in our return. Debt investments frequently have call features that allow the issuer to redeem the security at dates prior to its stated maturity at a specified price (typically greater than par) only if certain prescribed conditions are met. An issuer may choose to redeem debt if, for example, the issuer can refinance the debt at a lower cost due to declining interest rates or an improvement in the credit standing of the issuer. In addition, the market price of our investments will change in response to changes in interest rates and other factors. During periods of declining interest rates, the market price of fixed-rate debt investments generally rises. Conversely, during periods of rising interest rates, the market price of such investments generally declines. The magnitude of these fluctuations in the market price of debt investments is generally greater for securities with longer maturities. In 2022, the U.S. Federal Reserve raised benchmark overnight interest rates on multiple occasions and may further increase rates in 2023. Any further increases by the U.S. Federal Reserve or other relevant central banks to the benchmark interest rates could also negatively impact the price of debt instruments and could adversely affect the value of our investments and the NAV and price per share of our shares.

***Reinvestment risk could affect the price for our shares or their overall returns.***

Reinvestment risk is the risk that income from our portfolio will decline if we invest the proceeds from matured, traded or called securities at market interest rates that are below our real estate debt portfolio's current earnings rate. A decline in income could affect the NAV of our shares or their overall returns.

***Debt-oriented real estate investments face a number of general market-related risks that can affect the creditworthiness of issuers, and modifications to certain loan structures and market terms make it more difficult to monitor and evaluate investments.***

Any deterioration of real estate fundamentals generally, and in the United States in particular, could negatively impact our performance by making it more difficult for issuers to satisfy their debt payment obligations, increasing the default risk applicable to issuers, and/or making it relatively more difficult for us to generate attractive risk-adjusted returns. Changes in general economic conditions will affect the creditworthiness of issuers and/or real estate collateral relating to our investments and may include economic and/or market fluctuations, changes in environmental and zoning laws, casualty or condemnation losses, regulatory limitations on rents, decreases in property values, changes in the appeal of properties to tenants, changes in supply and demand for competing properties in an area (as a result, for instance, of overbuilding), fluctuations in real estate fundamentals (including average occupancy, operating income and room rates for hotel properties), the financial resources of tenants, changes in availability of debt financing which may render the sale or refinancing of properties difficult or impracticable, changes in building, environmental and other laws, energy and supply shortages, various uninsured or uninsurable risks, natural disasters, political events, trade barriers, currency exchange controls, changes in government regulations (such as rent control), changes in real property tax rates and operating expenses, changes in interest rates, changes in the availability of debt financing and/or mortgage funds which may render the sale or refinancing of properties difficult or impracticable, increased mortgage defaults, increases in borrowing rates, changes in consumer spending, outbreaks of an infectious disease, epidemics/pandemics or other serious public health concerns, negative developments in the economy or political climate that depress travel activity (including restrictions on travel or quarantines imposed), environmental liabilities, contingent liabilities on disposition of assets, acts of God, terrorist attacks, war (including the recent outbreak of hostilities between Russia and Ukraine), demand and/or real estate values generally and other factors that are beyond the control of the Adviser. Such changes may develop rapidly and it may be difficult to determine the comprehensive impact of such changes on our investments, particularly for investments that may have inherently limited liquidity. These changes may also create significant volatility in the markets for our investments which could cause rapid and large fluctuations in the values of such investments. Recent concerns about

the real estate market, rising interest rates, inflation, energy costs and geopolitical issues have contributed to increased volatility and diminished expectations for the economy and markets going forward. There can be no assurance that there will be a ready market for the resale of our debt investments because such investments may not be liquid. Illiquidity may result from the absence of an established market for the investments, as well as legal or contractual restrictions on their resale by us. The value of securities of companies which service the real estate business sector may also be affected by such risks.

The Adviser cannot predict whether economic conditions generally, and the conditions for real estate debt investing in particular, will deteriorate in the future. Declines in the performance of the U.S. and global economies or in the real estate debt markets could have a material adverse effect on our investment activities. In addition, market conditions relating to real estate debt investments have evolved since the financial crisis, which has resulted in a modification to certain loan structures and market terms. For example, it has become increasingly difficult for real estate debt investors in certain circumstances to receive full transparency with respect to underlying investments because transactions are often effectuated on an indirect basis through pools or conduit vehicles rather than directly with the borrower. These and other similar changes in loan structures or market terms may make it more difficult for us to monitor and evaluate investments.

***The operating and financial risks of issuers and the underlying default risk across capital structures may adversely affect our results of operations and financial condition.***

Our securities investments involve credit or default risk, which is the risk that an issuer or borrower will be unable to make principal and interest payments on its outstanding debt when due. The risk of default and losses on real estate debt instruments will be affected by a number of factors, including global, regional and local economic conditions, interest rates, the commercial real estate market in general, an issuer's equity and the financial circumstances of the issuer, as well as general economic conditions. Such default risk will be heightened to the extent we make relatively junior investments in an issuer's capital structure since such investments are structurally subordinate to more senior tranches in such issuer's capital structure, and our overall returns would be adversely affected to the extent one or more issuers is unable to meet its debt payment obligations when due. To the extent we hold an equity or "mezzanine" interest in any issuer that is unable to meet its debt payment obligations, such equity or mezzanine interest could become subordinated to the rights of such issuer's creditors in a bankruptcy. See "—We invest in subordinated debt, which is subject to greater credit risk than senior debt" below. Furthermore, the financial performance of one or more issuers could deteriorate as a result of, among other things, adverse developments in their businesses, changes in the competitive environment or an economic downturn. As a result, underlying properties or issuers that we expected to be stable may operate, or expect to operate, at a loss or have significant fluctuations in ongoing operating results, may otherwise have a weak financial condition or be experiencing financial distress and subject our investments to additional risk of loss and default.

***We generally invest in high-yield debt which is generally subject to more risk than higher rated securities.***

Debt that is, at the time of purchase, rated below investment grade (below Baa by Moody's and below BBB by S&P and Fitch), an equivalent rating assigned by another nationally recognized statistical rating organization or unrated but judged by the Adviser to be of comparable quality are commonly referred to as "high-yield" securities.

Investments in high-yield securities generally provide greater income and increased opportunity for capital appreciation than investments in higher quality securities, but they also typically entail greater price volatility and principal and income risk, including the possibility of issuer default and bankruptcy. High-yield securities are regarded as predominantly speculative with respect to the issuer's continuing ability to meet principal and interest payments. Debt instruments in the lowest investment grade category also may be considered to possess some speculative characteristics by certain rating agencies. In addition, analysis of the creditworthiness of issuers of high-yield securities may be more complex than for issuers of higher quality securities.

High-yield securities may be more susceptible to real or perceived adverse economic and competitive industry conditions than investment grade securities. A projection of an economic downturn or of a period of rising interest rates, for example, could cause a decline in high yield security prices because the advent of a recession could lessen the ability of an issuer to make principal and interest payments on its debt obligations. If an issuer of high yield securities defaults, in addition to risking non-payment of all or a portion of interest and principal, we may incur additional expenses to seek recovery. The market prices of high-yield securities structured as zero-coupon, step-up or payment-in-kind securities will normally be affected to a greater extent by interest rate changes, and therefore tend to be more volatile than the prices of securities that pay interest currently and in cash.

The secondary market on which high-yield securities are traded may be less liquid than the market for investment grade securities. Less liquidity in the secondary trading market could adversely affect the price at which we could sell a high yield security, and could adversely affect the NAV of our shares. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the values and liquidity of high yield securities, especially in a thinly-traded market. When secondary markets for high yield securities are less liquid than the market for investment grade securities, it may be more difficult to value the securities because such valuation may require more research, and elements of judgment may play a greater role in the valuation because there is less

reliable, objective data available. During periods of thin trading in these markets, the spread between bid and asked prices is likely to increase significantly and we may have greater difficulty selling our portfolio securities. We will be more dependent on the Adviser's research and analysis when investing in high-yield securities.

***Some of our securities investments may become distressed, which securities would have a high risk of default and may be illiquid.***

While it is generally anticipated that our real estate-related investments will focus primarily on investments in non-distressed real estate-related interests (based on our belief that there is not a low likelihood of repayment), our investments may become distressed following our acquisition thereof. Additionally, we may invest in real estate debt investments that we believe are available to purchase at "discounted" rates or "undervalued" prices. Purchasing real estate debt at what may appear to be "undervalued" or "discounted" levels is no guarantee that these investments will generate attractive returns to us or will not be subject to further reductions in value. There is no assurance that such investments can be acquired at favorable prices, that such investments will not default, or that the market for such interests will improve. In addition, the market conditions for real estate debt investments may deteriorate further, which could have an adverse effect on the performance of our investments.

During an economic downturn or recession, securities of financially troubled or operationally troubled issuers are more likely to go into default than securities of other issuers. Securities of financially troubled issuers and operationally troubled issuers are less liquid and more volatile than securities of companies not experiencing financial difficulties. The market prices of such securities are subject to erratic and abrupt market movements and the spread between bid and asked prices may be greater than normally expected. Investment in the securities of financially troubled issuers and operationally troubled issuers involves a high degree of credit and market risk. There is no assurance that the Adviser will correctly evaluate the value of the assets collateralizing such investments or the prospects for a successful reorganization or similar action.

These financial difficulties may never be overcome and may cause issuers to become subject to bankruptcy or other similar administrative proceedings, or may require a substantial amount of workout negotiations or restructuring, which may entail, among other things, an extension of the term, a substantial reduction in the interest rate, a substantial writedown of the principal of such investment and other concessions which could adversely affect our returns on the investment. There is a possibility that we may incur substantial or total losses on our investments and in certain circumstances, subject us to certain additional potential liabilities that may exceed the value of our original investment therein.

For example, under certain circumstances, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In any reorganization or liquidation proceeding relating to our investments, we may lose our entire investment, may be required to accept cash or securities with a value less than our original investment and/or may be required to accept different terms, including payment over an extended period of time. In addition, under certain circumstances payments to us may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment, or similar transactions under applicable bankruptcy and insolvency laws. Furthermore, bankruptcy laws and similar laws applicable to administrative proceedings may delay our ability to realize on collateral for loan positions we held, or may adversely affect the economic terms and priority of such loans through doctrines such as equitable subordination or may result in a restructure of the debt through principles such as the "cramdown" provisions of the bankruptcy laws.

However, even if a restructuring were successfully accomplished, a risk exists that, upon maturity of such investment, replacement "takeout" financing will not be available, resulting in an inability by the issuer to repay the investment. Although unlikely, it is possible that the Adviser may find it necessary or desirable to foreclose on collateral securing one or more real estate debt we acquire. The foreclosure process varies jurisdiction by jurisdiction and can be lengthy and expensive. Issuers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a real estate loan, including, without limitation, lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure action, which often prolongs and complicates an already difficult and time consuming process. In some states or other jurisdictions, foreclosure actions can take up to several years or more to conclude. During the foreclosure proceedings, an issuer may have the ability to file for bankruptcy, potentially staying the foreclosure action and further delaying the foreclosure process. Foreclosure litigation tends to create a negative public image of the collateral property and may result in disrupting ongoing leasing, management, development and other operations of the property. In the event we foreclose on an investment, we will be subject to the risks associated with owning and operating real estate.

***Certain risks associated with CMBS may adversely affect our results of operations and financial condition.***

We invest a portion of our assets in pools or tranches of CMBS, including horizontal and other risk retention investments. The collateral underlying CMBS generally consists of commercial mortgages on real property that has a rental housing or commercial use, such as retail space, office buildings, warehouse property and hotels, and which from time to time include assets or properties owned directly or indirectly by one or more Other Blackstone Accounts. CMBS have been issued in a variety of issuances, with varying

structures including senior and subordinated classes. The commercial mortgages underlying CMBS generally face the risks described above in “—We may invest in commercial mortgage loans which are non-recourse in nature and include limited options for financial recovery in the event of default; an event of default may adversely affect our results of operations and financial condition.”

Mortgage-backed securities may also have structural characteristics that distinguish them from other securities. The interest rate payable on these types of securities may be set or effectively capped at the weighted average net coupon of the underlying assets themselves. As a result of this cap, the return to investors in such a security would be dependent on the relevant timing and rate of delinquencies and prepayments of mortgage loans bearing a higher rate of interest. In general, early prepayments will have a greater impact on the yield to investors. Federal and state law may also affect the return to investors by capping the interest rates payable by certain mortgagors. Certain mortgage-backed securities may provide for the payment of only interest for a stated period of time. In addition, in a bankruptcy or similar proceeding involving the originator or the servicer of the CMBS (often the same entity or an affiliate), the assets of the issuer of such securities could be treated as never having been truly sold to the originator to the issuer and could be substantively consolidated with those of the originator, or the transfer of such assets to the issuer could be voided as a fraudulent transfer.

The credit markets, including the CMBS market, have periodically experienced decreased liquidity on the primary and secondary markets during periods of market volatility. Such market conditions could re-occur and would impact the valuations of our investments and impair our ability to sell such investments if we were required to liquidate all or a portion of our CMBS investments quickly. Additionally, certain of our securities investments, such as horizontal or other risk retention investments in CMBS, may have certain holding period and other restrictions that limit our ability to sell such investments.

***Concentrated CMBS investments may pose specific risks beyond the control of the Adviser that may adversely affect our results of operations and financial condition.***

Default risks with respect to CMBS investments may be further pronounced in the case of single-issuer CMBSs or CMBSs secured by a small or less diverse collateral pool, which is the majority of our real estate debt portfolio. At any one time, a portfolio of CMBS may be backed by commercial mortgage loans disproportionately secured by properties in only a few states, regions or foreign countries. As a result, such investments may be more susceptible to geographic risks relating to such areas, including adverse economic conditions, declining home values, adverse events affecting industries located in such areas and other factors beyond the control of the Adviser relative to investments in multi-issuer CMBS or a pool of mortgage loans having more diverse property locations.

***The quality of the CMBS is dependent on the credit quality and selection of the mortgages for each issuance.***

CMBS are also affected by the quality of the credit extended. As a result, the quality of the CMBS is dependent upon the selection of the commercial mortgages for each issuance and the cash flow generated by the commercial real estate assets, as well as the relative diversification of the collateral pool underlying such CMBS and other factors such as adverse selection within a particular tranche or issuance.

***There are certain risks associated with the insolvency of obligations backing mortgage-backed securities and other investments.***

The real estate loans backing the mortgage-backed securities (“MBS”) and other investments may be subject to various laws enacted in the jurisdiction or state of the borrower for the protection of creditors. If an unpaid creditor files a lawsuit seeking payment, the court may invalidate all or part of the borrower’s debt as a fraudulent conveyance, subordinate such indebtedness to existing or future creditors of the borrower or recover amounts previously paid by the borrower in satisfaction of such indebtedness, based on certain tests for borrower insolvency and other facts and circumstances, which may vary by jurisdiction. There can be no assurance as to what standard a court would apply in order to determine whether the borrower was “insolvent” after giving effect to the incurrence of the indebtedness constituting the mortgage backing the MBS and other investments, or that regardless of the method of valuation, a court would not determine that the borrower was “insolvent” after giving effect to such incurrence. In addition, in the event of the insolvency of a borrower, payments made on such mortgage loans could be subject to avoidance as a “preference” if made within a certain period of time (which may be as long as one year and one day) before insolvency.

***There are certain risks associated with MBS interest shortfalls.***

Our MBS investments may be subject to interest shortfalls due to interest collected from the underlying loans not being sufficient to pay accrued interest to all of the MBS interest holders. Interest shortfalls to the MBS trust will occur when the servicer does not advance full interest payments on defaulted loans. The servicer in a MBS trust is required to advance monthly principal and interest payments due on a delinquent loan. Once a loan is delinquent for a period of time (generally 60 days), the servicer is required to obtain a new appraisal to determine the value of the property securing the loan. The servicer is only required to advance interest based on the lesser of the loan amount or 90%, generally, of the appraised value. Interest shortfalls occur when 90%, generally, of the appraised

value is less than the loan amount and the servicer does not advance interest on the full loan amount. The resulting interest shortfalls impact interest payments on the most junior class in the trust first. As interest shortfalls increase, more senior classes may be impacted. Over time, senior classes may be reimbursed for accumulated shortfalls if the delinquent loans are resolved, but there is no guarantee that shortfalls will be collected. Interest shortfalls to the MBS trust may also occur as a result of accumulated advances and expenses on defaulted loans. When a defaulted loan or foreclosed property is liquidated, the servicer will be reimbursed for accumulated advances and expenses prior to payments to MBS bond holders. If proceeds are insufficient to reimburse the servicer or if a defaulted loan is modified and not foreclosed, the servicer is able to make a claim on interest payments that is senior to the bond holders to cover accumulated advances and expenses. If the claim is greater than interest collected on the loans, interest shortfalls could impact one or more bond classes in a MBS trust until the servicer's claim is satisfied.

***We have acquired and expect in the future to acquire MBS affiliated with Blackstone.***

We have acquired and expect in the future to acquire MBS whereby mortgages underlying the MBS were issued or acquired by, properties underlying the mortgages in the MBS are owned by, and/or the MBS is serviced or structured by, a Blackstone affiliate. While we may acquire such MBS from third parties on terms already negotiated by and agreed with third parties and will forgo certain non-economic rights (including voting rights) in such MBS as long as the affiliation persists, which we believe should mostly mitigate any conflicts of interest, there is no assurance that such procedures will adequately address all of the conflicts of interest that may arise or will address such conflicts in a manner that results in the allocation of a particular investment opportunity to us or is otherwise favorable to us. Since certain of our executives are also executives of Blackstone, the same personnel may determine the price and terms for the investments for both us and these entities and there can be no assurance that any procedural protections, such as obtaining market prices or other reliable indicators of fair value, will prevent the consideration we pay for these investments from exceeding their fair value or ensure that we receive terms for a particular investment opportunity that are as favorable as those available from an independent third party.

***Our CMBS investments face risks associated with extensions that may adversely affect our results of operations and financial condition.***

Our CMBS and other investments may be subject to extension, resulting in the term of the securities being longer than expected. Extensions are affected by a number of factors, including the general availability of financing in the market, the value of the related mortgaged property, the borrower's equity in the mortgaged property, the financial circumstances of the borrower, fluctuations in the business operated by the borrower on the mortgaged property, competition, general economic conditions and other factors. Such extensions may also be made without the Adviser's consent.

***There are certain risks associated with the servicers of commercial real estate loans underlying CMBS and other investments.***

The exercise of remedies and successful realization of liquidation proceeds relating to commercial real estate loans underlying CMBS and other investments may be highly dependent on the performance of the servicer or special servicer. The servicer may not be appropriately staffed or compensated to immediately address issues or concerns with the underlying loans. Such servicers may exit the business and need to be replaced, which could have a negative impact on the portfolio due to lack of focus during a transition. Special servicers frequently are affiliated with investors who have purchased the most subordinate bond classes, and certain servicing actions, such as a loan extension instead of forcing a borrower pay off, may benefit the subordinate bond classes more so than the senior bonds. While servicers are obligated to service the portfolio subject to a servicing standard and maximize the present value of the loans for all bond classes, servicers with an affiliate investment in the CMBS or other investments may have a conflict of interest. There may be a limited number of special servicers available, particularly those which do not have conflicts of interest. In addition, to the extent any such servicers fail to effectively perform their obligations pursuant to the applicable servicing agreements, such failure may adversely affect our investments.

***We may invest in commercial mortgage loans which are non-recourse in nature and include limited options for financial recovery in the event of default; an event of default may adversely affect our results of operations and financial condition.***

We may invest from time to time in commercial mortgage loans, including mezzanine loans and B-notes, which are secured by rental housing, commercial or other properties and are subject to risks of delinquency and foreclosure and risks of loss. Commercial real estate loans are generally not fully amortizing, which means that they may have a significant principal balance or balloon payment due on maturity. Full satisfaction of the balloon payment by a commercial borrower is heavily dependent on the availability of subsequent financing or a functioning sales market, as well as other factors such as the value of the property, the level of prevailing mortgage rates, the borrower's equity in the property and the financial condition and operating history of the property and the borrower. In certain situations, and during periods of credit distress, the unavailability of real estate financing may lead to default by a commercial borrower. In addition, in the absence of any such takeout financing, the ability of a borrower to repay a loan secured by an income-producing property will depend upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be



impaired. Furthermore, we may not have the same access to information in connection with investments in commercial mortgage loans, either when investigating a potential investment or after making an investment, as compared to publicly traded securities.

Commercial mortgage loans are usually non-recourse in nature. Therefore, if a commercial borrower defaults on the commercial mortgage loan, then the options for financial recovery are limited in nature. To the extent the underlying default rates with respect to the pool or tranche of commercial real estate loans in which we directly or indirectly invest increase, the performance of our investments related thereto may be adversely affected. Default rates and losses on commercial mortgage loans will be affected by a number of factors, including global, regional and local economic conditions in the area where the mortgage properties are located, the borrower's equity in the mortgage property, the financial circumstances of the borrower, tenant mix and tenant bankruptcies, property management decisions, including with respect to capital improvements, property location and condition, competition from other properties offering the same or similar services, environmental conditions, real estate tax rates, tax credits and other operating expenses, governmental rules, regulations and fiscal policies, acts of God, terrorism, social unrest and civil disturbances. A continued decline in specific commercial real estate markets and property valuations may result in higher delinquencies and defaults and potentially foreclosures. In the event of default, the lender will have no right to assets beyond collateral attached to the commercial mortgage loan. The overall level of commercial mortgage loan defaults remains significant and market values of the underlying commercial real estate remain distressed in many cases. It has also become increasingly difficult for lenders to dispose of foreclosed commercial real estate without incurring substantial investment losses, ultimately leading to a decline in the value of such investments.

In the event of any default under a mortgage or real estate loan held directly by us, we will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the mortgage or real estate loan, which could have a material adverse effect on our profitability. In the event of the bankruptcy of a mortgage or real estate loan borrower, the mortgage or real estate loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the mortgage or real estate loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law. Additionally, in the event of a default under any senior debt, the junior or subordinate lender generally forecloses on the equity, purchases the senior debt or negotiates a forbearance or restructuring arrangement with the senior lender in order to preserve its collateral.

***We may invest in structured products or similar products that may include structural and legal risks.***

We have and in the future may invest from time to time in structured products, including pools of mortgages, loans and other real estate-related interests. These investments may include debt securities issued by a private investment fund that invests, on a leveraged basis, in bank loans, high-yield debt or other asset groups, certificates issued by a structured investment vehicle that holds pools of commercial mortgage loans. We have and in the future may also invest in credit risk transfer notes that, while not structured products, face similar risks as structured products because they are debt securities issued by governmental agencies but their value depends in part on a pool of mortgage loans. Our investments in structured products are subject to a number of risks, including risks related to the fact that the structured products will be leveraged, and other structural and legal risks related thereto. Utilization of leverage is a speculative investment technique and will generally magnify the opportunities for gain and risk of loss borne by an investor investing in the subordinated debt securities. Many structured products contain covenants designed to protect the providers of debt financing to such structured products. A failure to satisfy those covenants could result in the untimely liquidation of the structured product and a complete loss of our investment therein. In addition, if the particular structured product is invested in a security in which we are also invested, this would tend to increase our overall exposure to the credit of the issuer of such securities, at least on an absolute, if not on a relative basis. The value of an investment in a structured product will depend on the investment performance of the assets in which the structured product invests and will, therefore, be subject to all of the risks associated with an investment in those assets. These risks include the possibility of a default by, or bankruptcy of, the issuers of such assets or a claim that the pledging of collateral to secure any such asset constituted a fraudulent conveyance or preferential transfer that can be subordinated to the rights of other creditors of the issuer of such asset or nullified under applicable law.

***We have and may in the future acquire and sell residential credit investments, which may subject us to legal, regulatory and other risks that could adversely impact our business and financial results.***

We have and may in the future invest directly and indirectly in residential credit investments, which may include performing loans, nonperforming loans, residential mortgage loans and RMBS, which represent interests in pools of residential mortgage loans secured by one to four family residential mortgage loans. Investments in residential credit (including RMBS) are subject to various risks and uncertainties, including credit, market, interest rate, structural and legal risk. These risks may be magnified by volatility in the economy and in real estate markets generally. Any downturn in the U.S. or global economies may adversely affect the financial condition of residential owners and tenants, making it more difficult for them to meet their periodic repayment obligations relating to residential real estate. Residential credits are not traded on an exchange and there may be a limited market for the securities, especially when there is a perceived weakness in the mortgage and real estate market sectors. In addition, interest and principal payments for

RMBS are made more frequently than traditional debt securities and the principal of any RMBS may often be prepaid at any time because the underlying residential mortgage loans may be prepaid at any time.

Residential mortgage loans are obligations of the borrowers thereunder only and are not typically insured or guaranteed by any other person or entity, although such loans may be securitized by government agencies and the securities issued may be guaranteed. The rate of defaults and losses on residential mortgage loans will be affected by a number of factors, including general economic conditions and those in the geographic area where the mortgaged property is located, the terms of the mortgage loan, the borrower's equity in the mortgaged property, and the financial circumstances of the borrower. Certain mortgage loans may be of sub-prime credit quality (i.e., do not meet the customary credit standards of Fannie Mae and Freddie Mac. Delinquencies and liquidation proceedings are more likely with sub-prime mortgage loans than with mortgage loans that satisfy customary credit standards. If a residential mortgage loan is in default, foreclosure of such residential mortgage loan may be a lengthy and difficult process, and may involve significant expenses. Furthermore, the market for defaulted residential mortgage loans or foreclosed properties may be very limited.

Residential mortgage loans in an issue of RMBS may also be subject to various U.S. federal and state laws, foreign laws, public policies and principles of equity that protect consumers which, among other things, may regulate interest rates and other fees, require certain disclosures, require licensing of originators, prohibit discriminatory lending practices, regulate the use of consumer credit information, and regulate debt collection practices. In addition, a number of legislative proposals have been introduced in the United States at the federal, state, and municipal level that are designed to discourage predatory lending practices. Violation of such laws, public policies, and principles may limit the servicer's ability to collect all or part of the principal or interest on a residential mortgage loan, entitle the borrower to a refund of amounts previously paid by it, or subject the servicer to damages and administrative enforcement. Any such violation could also result in cash flow delays and losses on the related issue of RMBS.

***Our investments in RMBS, which may include government mortgage pass-through securities and non-agency RMBS, are subject to certain other risks which may adversely affect our results of operations and financial condition.***

Our investments in RMBS are subject to the risks of defaults, foreclosure timeline extension, fraud, home price depreciation and unfavorable modification of loan principal amount, interest rate and amortization of principal accompanying the underlying residential mortgage loans. To the extent that assets underlying our investments are concentrated geographically, by property type or in certain other respects, we may be subject to certain of the foregoing risks to a greater extent. In the event of defaults on the residential mortgage loans that underlie our investments in RMBS and the exhaustion of any underlying or any additional credit support, we may not realize our anticipated return on our investments and we may incur a loss on these investments. At any one time, a portfolio of RMBS may be backed by residential mortgage loans with disproportionately large aggregate principal amounts secured by properties in only a few states or regions in the United States or in only a few foreign countries. As a result, the residential mortgage loans may be more susceptible to geographic risks relating to such areas, such as adverse economic conditions, adverse political changes, adverse events affecting industries located in such areas and natural hazards affecting such areas, than would be the case for a pool of mortgage loans having more diverse property locations. We may also acquire non-agency RMBS, which are backed by residential property but, in contrast to agency RMBS, their principal and interest are not guaranteed by federally chartered entities such as the Fannie Mae and Freddie Mac and, in the case of the Government National Mortgage Association ("Ginnie Mae"), the U.S. government. In addition, we may invest in government mortgage pass-through securities, which represent participation interests in pools of residential mortgage loans purchased from individual lenders by a federal agency or originated by private lenders and guaranteed by a federal agency, including those issued or guaranteed by Ginnie Mae, Fannie Mae and Freddie Mac. Ginnie Mae certificates are direct obligations of the U.S. Government and, as such, are backed by the "full faith and credit" of the United States. Fannie Mae is a federally chartered, privately owned corporation and Freddie Mac is a corporate instrumentality of the United States. Fannie Mae and Freddie Mac certificates are not backed by the full faith and credit of the United States but the issuing agency or instrumentality has the right to borrow, to meet its obligations, from an existing line of credit with the U.S. Treasury. The U.S. Treasury has no legal obligation to provide such line of credit and may choose not to do so.

***We will face risks related to our investments in collateralized debt obligations.***

We may also invest from time to time in collateralized debt obligations ("CDOs"). CDOs include, among other things, collateralized loan obligations ("CLOs") and other similarly structured securities. A CLO is a trust typically collateralized by a pool of loans, which may include, among others, domestic and foreign senior secured loans, senior unsecured loans and subordinate corporate loans, including loans that may be rated below investment grade or equivalent unrated loans. CDOs may charge a management fee and administrative expenses. For CLOs, the cash flows from the trust are split into two or more portions, called tranches, varying in risk and yield. The riskiest portion is the "equity" tranche which bears the bulk of defaults from the bonds or loans in the trust and serves to protect the other, more senior tranches from default in all but the most severe circumstances. Since it is partially protected from defaults, a senior tranche from a CLO trust typically has higher ratings and lower yields than the underlying securities, and can be rated investment grade. Despite the protection from the equity tranche, CLO tranches can experience substantial losses due to actual defaults, increased sensitivity to defaults due to collateral default and disappearance of protecting tranches, market anticipation of

defaults and aversion to CLO securities as a class. The risks of an investment in a CDO depend largely on the type of the collateral and the class of the CDO in which we invest.

Normally, CLOs and other CDOs are privately offered and sold, and thus are not registered under the securities laws. As a result, certain investments in CDOs may be characterized as illiquid securities and volatility in CLO and CDO trading markets may cause the value of these investments to decline. Moreover, if the underlying mortgage portfolio has been overvalued by the originator, or if the values subsequently decline and, as a result, less collateral value is available to satisfy interest and principal payments and any other fees in connection with the trust or other conduit arrangement for such securities, we may incur significant losses. Also, with respect to the CLOs and CDOs in which we may invest, control over the related underlying loans will be exercised through a special servicer or collateral manager designated by a “directing certificate holder” or a “controlling class representative,” or otherwise pursuant to the related securitization documents. We may acquire classes of CLOs or CDOs for which we may not have the right to appoint the directing certificate holder or otherwise direct the special servicing or collateral management. With respect to the management and servicing of those loans, the related special servicer or collateral manager may take actions that could adversely affect our interests. In addition to the risks associated with debt instruments (e.g., interest rate risk and credit risk), CDOs carry additional risks including, but not limited to: (i) the possibility that distributions from collateral securities will not be adequate to make interest or other payments; (ii) the quality of the collateral may decline in value or default; (iii) the possibility that we may invest in CDOs that are subordinate to other classes; and (iv) the complex structure of the security may not be fully understood at the time of investment and may produce disputes with the issuer or unexpected investment results.

***We invest in subordinated debt, which is subject to greater credit risk than senior debt.***

We have in the past and may in the future from time to time invest in debt instruments, including junior tranches of CMBS and “mezzanine” or junior mortgage loans (e.g., B-Notes), that are subordinated in an issuer’s capital structure. To the extent we invest in subordinated debt of an issuer’s capital structure, including subordinated CMBS bonds or other “mezzanine” debt, such investments and our remedies with respect thereto, including the ability to foreclose on any collateral securing such investments, will be subject to the rights of holders of more senior tranches in an issuer’s capital structure and, to the extent applicable, contractual inter-creditor, co-lender and participation agreement provisions.

Investments in subordinated debt involve greater credit risk of default and loss than the more senior classes or tranches of debt in an issuer’s capital structure. Subordinated tranches of debt instruments (including mortgage-backed securities) absorb losses from default before other more senior tranches of such instruments, which creates a risk particularly if such instruments (or securities) have been issued with little or no credit enhancement or equity. As a result, to the extent we invest in subordinate debt instruments (including mortgage-backed securities), we would likely receive payments or interest distributions after, and must bear the effects of losses or defaults on, the senior debt (including underlying mortgage loans, senior mezzanine debt or senior CMBS bonds) before, the holders of other more senior tranches of debt instruments with respect to such issuer.

***We will face risks related to our investments in mezzanine loans.***

Although not directly secured by the underlying real estate, mezzanine loans are also subject to risk of subordination and share certain characteristics of subordinate loan interests described above. As with commercial mortgage loans, repayment of a mezzanine loan is dependent on the successful operation of the underlying commercial properties and, therefore, is subject to similar considerations and risks. Mezzanine loans may also be affected by the successful operation of other properties, but mezzanine loans are not secured by interests in the underlying commercial properties.

With most mezzanine loans, the bulk of the loan balance is payable at maturity with a one-time “balloon payment.” Full satisfaction of the balloon payment by a borrower is heavily dependent on the availability of subsequent financing or a functioning sales market, and full satisfaction of a loan will be affected by a borrower’s access to credit or a functioning sales market. In certain situations, and during periods of credit distress, the unavailability of real estate financing may lead to default by a borrower. In addition, in the absence of any such takeout financing, the ability of a borrower to repay a loan may be impaired. Moreover, mezzanine loans are usually non-recourse in nature. Therefore, if a borrower defaults on the loan, then the options for financial recovery are limited in nature. To the extent the underlying default rates with respect to the pool or tranche of commercial real estate loans in which we directly or indirectly invests increase, the performance of our investments related thereto may be adversely affected.

***B-Notes and A/B Structures may pose additional risks that may adversely affect our results of operations and financial condition.***

We may invest in B-notes, which are mortgage loans typically (i) secured by a first mortgage on a commercial property or group of related properties and (ii) subordinated to an A-note portion of the same first mortgage secured by the same collateral (which we would not expect to hold). As a result, if a borrower defaults, there may not be sufficient funds remaining to repay B-note holders after payment to the A-note holders. Since each transaction is privately negotiated, B-notes can vary in their structural characteristics and risks. In addition to the risks described above, certain additional risks apply to B-note investments, including those described herein.

The B-note portion of a loan is typically small relative to the overall loan, and is in the first loss position. As a means to protect against the holder of the A-note from taking certain actions or, receiving certain benefits to the detriment of the holder of the B-note, the holder of the B-note often (but not always) has the right to purchase the A-note from its holder. If available, this right may not be meaningful to us. For example, we may not have the capital available to protect our B-note interest or purchasing the A-note may alter our overall portfolio and risk/return profile to the detriment of our stockholders. In addition, a B-note may be in the form of a “rake bond.” A “rake bond” is a CMBS backed solely by a single promissory note secured by a mortgaged property, which promissory note is subordinate in right of payment to one or more separate promissory notes secured by the same mortgaged property.

***We may invest in a wide range of real estate debt pursuant to our broad investment guidelines.***

Pursuant to our broad investment guidelines, our real estate debt investments may include, but are not limited to, CMBS, real estate-related corporate credit, mortgages, loans, mezzanine and other forms of debt (including residential mortgage-backed securities and other residential credit and debt of real estate-related companies), preferred equity and derivatives, and such investments may not be secured by real estate assets. The Adviser may also employ new investment techniques or invest in new instruments that it believes will help achieve our investment objectives, whether or not such investment techniques or instruments are specifically defined herein, so long as such investments are consistent with the investment guidelines and our charter. New investment techniques or instruments may not be thoroughly tested in the market before being employed and may have operational or theoretical shortcomings which could result in unsuccessful investments and, ultimately, losses to us. In addition, any new investment technique or instrument developed by us may be more speculative than earlier investment techniques or instruments and may involve material and unanticipated risks. Our board of directors may also change our investment guidelines without the consent of our stockholders.

***We invest in real estate-related equity, which is subordinate to any indebtedness, but involves different rights.***

We have in the past and may in the future invest from time to time in non-controlling preferred equity positions, common equity and other real estate-related interests. Preferred equity investments generally rank junior to all existing and future indebtedness, including commercial mezzanine and mortgage loans, but rank senior to the owners’ common equity. Preferred equity investments typically pay a dividend rather than interest payments and often have the right for such dividends to accrue if there is insufficient cash flow to pay currently. These interests are not secured by the underlying real estate, but upon the occurrence of a default, the preferred equity provider typically has the right to effectuate a change of control with respect to the ownership of the property. In addition, equity investments may be illiquid or have limited liquidity due to lock-out periods, limited trading volume or other limitations or prohibitions against their transfer, sale, pledge or disposition, including any necessary registration with the SEC requiring coordination with the issuer for the sale of such securities. Our investments in real estate-related equity securities will involve risks relating to the particular issuer of the equity securities, including the financial condition and business outlook of the issuer. Issuers of real estate-related equity securities are subject to their own operating and other expenses and may be subject to a management fee and/or performance-based compensation (e.g., promote), which we as equity holders will indirectly bear. Issuers of real estate-related common equity securities generally invest in real estate or real estate-related assets and are subject to the inherent risks associated with real estate discussed in “— Risks Related to Investments in Real Estate.”

***We invest in real estate corporate debt, which consists of secured and unsecured obligations issued by companies in the business of owning and/or operating real estate-related businesses.***

We have in the past and may in the future invest in corporate debt obligations of varying maturities issued by U.S. and foreign corporations and other business entities, which may include loans, corporate bonds, debentures, notes and other similar corporate debt instruments, including convertible securities. Bonds are fixed or variable rate debt obligations, including bills, notes, debentures, money market instruments and similar instruments and securities. Corporate debt is generally used by corporations and other issuers to borrow money from investors. The issuer pays the investor a rate of interest and normally must repay the amount borrowed on or before maturity. The rate of interest on corporate debt may be fixed, floating or variable, and may vary inversely with respect to a reference rate. The rate of return or return of principal on some debt obligations may be linked or indexed to the level of exchange rates between the U.S. dollar and a foreign currency or currencies. Debt instruments may be acquired with warrants attached. Certain bonds are “perpetual” in that they have no maturity date.

Our investments in real estate-related corporate credit are subject to a number of risks, including interest rate risk, credit risk, high yield risk, issuer risk, foreign (non-U.S.) investment risk, inflation/deflation risk, liquidity risk, smaller company risk and management risk. We generally will not have direct recourse to real estate assets owned or operated by the issuers of the corporate debt obligations that we invest in and the value of such corporate debt obligations may be impacted by numerous factors and may not be closely tied to the value of the real estate held by the corporate issuer.

***We invest in equity of other REITs that invest in real estate or real estate debt as one of their core businesses and other real estate-related companies, which subjects us to certain risks including those risks associated with an investment in our own common stock.***

REITs that invest primarily in real estate or real estate debt are subject to the risks of the real estate market, the real estate debt market and the securities market. REITs are dependent upon specialized management skills, have limited diversification and are, therefore, subject to risks inherent in financing a limited number of projects. REITs may be subject to a management fees and other expenses, and so when we invest in REITs we will bear our proportionate share of the costs of the REITs' operations. Investing in REITs and real estate-related companies involves certain unique risks in addition to those risks associated with investing in the real estate industry in general. The market value of REIT shares and the ability of the REIT to distribute income may be adversely affected by several factors, including the risks described herein that relate to an investment in our common stock. REITs depend generally on their ability to generate cash flow to make distributions to shareholders, and certain REITs have self-liquidation provisions by which mortgages held may be paid in full and distributions of capital returns may be made at any time. In addition, distributions received by us from REITs may consist of dividends, capital gains and/or return of capital. Generally, dividends received by us from REIT shares and distributed to our stockholders will not constitute "qualified dividend income" eligible for the reduced tax rate applicable to qualified dividend income. In addition, the performance of a REIT may be affected by changes in the tax laws or by its failure to qualify for tax-free pass-through of income.

REITs (especially mortgage REITs) are also subject to interest rate risk. Rising interest rates may cause REIT investors to demand a higher annual yield, which may, in turn, cause a decline in the market price of the equity securities issued by a REIT.

Investing in certain REITs and real estate-related companies, which often have small market capitalizations, may also involve the same risks as investing in other small capitalization companies. REITs and real estate-related companies may have limited financial resources and their securities may trade less frequently and in limited volume and may be subject to more abrupt or erratic price movements than larger company securities.

***Certain of our investments may have additional capital requirements.***

Certain of our investments, including those that may be in a development phase, if any, are expected to require additional financing to satisfy their working capital requirements or development strategies. The amount of such additional financing needed will depend upon the maturity and objectives of the particular asset, which may be an unfavorable price at such time. Each round of financing (whether from us or other investors) is typically intended to provide enough capital to reach the next major milestone in an asset's life-cycle. If the funds provided are not sufficient, additional capital may be required to be raised at a price unfavorable to the existing investors, including us. In addition, we may make additional debt and equity investments or exercise warrants, options, convertible securities or other rights that were acquired in the initial investment in such portfolio company in order to preserve our proportionate ownership when a subsequent financing is planned, or to protect our investment when such portfolio company's performance does not meet expectations. The availability of capital is generally a function of capital market conditions that are beyond the control of us or any portfolio company. There can be no assurance that we or any portfolio company will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source. Failure to provide sufficient additional capital with respect to an investment could adversely affect our performance.

***We may face "spread widening" risk related to our investment in securities.***

For reasons not necessarily attributable to any of the risks set forth herein (for example, supply/demand imbalances or other market forces), the market spreads of the securities in which we invest may increase substantially causing the securities prices to fall. It may not be possible to predict, or to hedge against, such "spread widening" risk. The perceived discount in pricing described under "— Some of our securities investments may become distressed, which securities would have a high risk of default and may be illiquid." may still not reflect the true value of the real estate assets underlying such real estate debt in which we may invest, and therefore further deterioration in value with respect thereto may occur following our investment therein. In addition, mark-to-market accounting of our investments will have an interim effect on the reported value prior to realization of an investment.

***We utilize derivatives, which involve numerous risks.***

We have in the past and may in the future enter into derivatives transactions including, but not limited to, options contracts, futures contracts, options on futures contracts, forward contracts, interest rate swaps, total return swaps, credit default swaps and other swap agreements for investment, hedging or leverage purposes. Derivative instruments, especially when purchased in large amounts, may not be liquid in all circumstances, so that in volatile markets we may not be able to close out a position without incurring a loss. Our use of derivative instruments may be particularly speculative and involves investment risks and transaction costs to which we would not be subject absent the use of these instruments, and use of derivatives generally involves leverage in the sense that the investment exposure created by the derivatives may be significantly greater than our initial investment in the derivative. Leverage magnifies investment, market and certain other risks. Thus, the use of derivatives may result in losses in excess of principal and greater than if



they had not been used. The value of such derivatives also depends upon the price of the underlying instrument or commodity. Such derivatives and other customized instruments also are subject to the risk of non-performance by the relevant counterparty. In addition, actual or implied daily limits on price fluctuations and speculative position limits on the exchanges or over-the-counter markets in which we may conduct our transactions in derivative instruments may prevent prompt liquidation of positions, subjecting us to the potential of greater losses. Derivative instruments that may be purchased or sold by us may include instruments not traded over-the-counter or on an exchange. The risk of nonperformance by the obligor on such an instrument may be greater and the ease with which we can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange-traded instrument. In addition, significant disparities may exist between “bid” and “asked” prices for derivative instruments that are traded over-the-counter and not on an exchange. Such over-the-counter derivatives are also subject to types and levels of investor protections or governmental regulation that may differ from exchange traded instruments.

The ability to successfully use derivative investments depends on the ability of the Adviser. The skills needed to employ derivatives strategies are different from those needed to select portfolio investments and, in connection with such strategies, the Adviser must make predictions with respect to market conditions, liquidity, market values, interest rates or other applicable factors, which may be inaccurate. The use of derivative investments may require us to sell or purchase portfolio investments at inopportune times or for prices below or above the current market values, may limit the amount of appreciation we can realize on an investment or may cause us to hold a security that we might otherwise want to sell. We will also be subject to credit risk with respect to the counterparties to our derivatives contracts (whether a clearing corporation in the case of exchange-traded instruments or another third party in the case of over-the-counter instruments). In addition, the use of derivatives will be subject to additional unique risks associated with such instruments including a lack of sufficient asset correlation, heightened volatility in reference to interest rates or prices of reference instruments and duration/term mismatch, each of which may create additional risk of loss.

***Failure to obtain and maintain an exemption from being regulated as a commodity pool operator could subject us to additional regulation and compliance requirements that could materially adversely affect our business, results of operations and financial condition.***

Registration with the U.S. Commodity Futures Trading Commission (the “CFTC”) as a “commodity pool operator” or any change in our operations (including, without limitation, any change that causes us to be subject to certain specified covered statutory disqualifications) necessary to maintain our ability to rely upon the exemption from being regulated as a commodity pool operator could adversely affect our ability to implement our investment program, conduct our operations and/or achieve our objectives and subject us to certain additional costs, expenses and administrative burdens. Furthermore, any determination by us to cease or to limit investing in interests that may be treated as “commodity interests” in order to comply with the regulations of the CFTC may have a material adverse effect on our ability to implement our investment objectives and to hedge risks associated with our operations.

***We may make open market purchases or invest in traded securities.***

Although not anticipated to be a large component of our investment strategy, we have the ability to invest in securities that are traded (publicly or through other active markets (including through private transactions)) and are, therefore, subject to the risks inherent in investing in traded securities. When investing in traded securities, we may be unable to obtain financial covenants or other contractual governance rights, including management rights that it might otherwise be able to obtain in making privately negotiated investments. Moreover, we may not have the same access to information in connection with investments in traded securities, either when investigating a potential investment or after making the investment, as compared to privately negotiated investments. Furthermore, we may be limited in our ability to make investments, and to sell existing investments, in traded securities because Blackstone may be deemed to have material, non-public information regarding the issuers of those securities or as a result of other internal policies or requirements. The inability to sell traded securities in these circumstances could materially adversely affect the investment results. In addition, securities acquired of a public company may, depending on the circumstances and securities laws of the relevant jurisdiction, be subject to lock-up periods.

***Political changes may affect the real estate debt markets.***

The current regulatory environment in the United States may be impacted by future legislative developments and the regulatory agenda of the then-current U.S. President. The U.S. Department of the Treasury has issued a series of recommendations in several reports for streamlining banking regulation and changing key features of the Dodd-Frank Act and other measures taken by regulators following the 2008 financial crisis.

The outcome of congressional and other elections creates uncertainty with respect to legal, tax and regulatory regimes in which we and our investments, as well as the Adviser and its affiliates, will operate. Any significant changes in, among other things, economic policy (including with respect to interest rates and foreign trade), the regulation of the investment management industry, tax law, immigration policy and/or government entitlement programs could have a material adverse impact on us and our investments.

***We may utilize non-recourse securitizations of certain of our CMBS investments, which may expose us to risks that could result in losses.***

We may seek to utilize non-recourse securitizations of certain of our CMBS investments to the extent consistent with REIT and 1940 Act requirements. This would likely involve us creating a special-purpose vehicle, contributing a pool of our assets to the entity, and selling interests in the entity on a non-recourse basis to purchasers (whom we would expect to be willing to accept a lower interest rate to invest in investment-grade loan pools). We would expect to retain all or a portion of the equity in the securitized pool of loans or investments. Prior to any such financing, we may use short-term facilities to finance the acquisition of securities until a sufficient quantity of securities had been accumulated, at which time we would refinance these facilities through a securitization, such as a CMBS, or issuance of CLOs, or the private placement of loan participations or other long-term financing. If we were to employ this strategy, we would be subject to the risk that we would not be able to acquire, during the period that our short-term facilities are available, a sufficient amount of eligible securities to maximize the efficiency of a CMBS, CLO or private placement issuance. We also would be subject to the risk that we would not be able to obtain short-term credit facilities or would not be able to renew any short-term credit facilities after they expire should we find it necessary to extend our short-term credit facilities to allow more time to seek and acquire the necessary eligible securities for a long-term financing. The inability to consummate securitizations of our portfolio to finance our loans and investments on a long-term basis could require us to seek other forms of potentially less attractive financing or to liquidate assets at an inopportune time or price, which could adversely affect our performance and our ability to grow our business. Moreover, conditions in the capital markets, including volatility and disruption in the capital and credit markets, may not permit a non-recourse securitization at any particular time or may make the issuance of any such securitization less attractive to us even when we do have sufficient eligible assets. We may also suffer losses if the value of the mortgage loans we acquire declines prior to securitization. Declines in the value of a mortgage loan can be due to, among other things, changes in interest rates and changes in the credit quality of the loan. In addition, transaction costs incurred in executing transactions impact any liability that we may incur, or may be required to reserve for, in connection with executing a transaction can cause a loss to us. To the extent that we incur a loss executing or participating in future securitizations for the reasons described above or for other reasons, it could materially and adversely impact our business and financial condition.

In addition, the securitization of investments in our portfolio might magnify our exposure to losses because any equity interest we retain in the issuing entity would be subordinate to the notes issued to investors and we would, therefore, absorb all of the losses sustained with respect to a securitized pool of assets before the owners of the notes experience any losses. The inability to securitize our portfolio may hurt our performance and our ability to grow our business. At the same time, the securitization of our loans or investments might expose us to losses, as the residual loans or investments in which we do not sell interests will tend to be riskier and more likely to generate losses. Moreover, the Dodd Frank Act contains a risk retention requirement for all asset-backed securities, which requires both public and private securitizers to retain not less than 5% of the credit risk of the assets collateralizing any asset-backed security issuance. Significant restrictions exist, and additional restrictions may be added in the future, regarding who may hold risk retention interests, the structure of the entities that hold risk retention interests and when and how such risk retention interests may be transferred. Therefore such risk retention interests will generally be illiquid. As a result of the risk retention requirements, we may be required to purchase and retain certain interests in a securitization into which we sell mortgage loans and/or when we act as issuer, may be required to sell certain interests in a securitization at prices below levels that such interests have historically yielded and/or may be required to enter into certain arrangements related to risk retention that we have not historically been required to enter into and, accordingly, the risk retention rules may increase our potential liabilities and/or reduce our potential profits in connection with securitization of mortgage loans. It is likely, therefore, that these risk retention rules will increase the administrative and operational costs of asset securitizations.

***We may find it necessary or desirable to foreclose on certain of the loans or CMBS we acquire, and the foreclosure process may be lengthy and expensive.***

We may find it necessary or desirable to foreclose on certain of the loans or CMBS we acquire, and the foreclosure process may be lengthy and expensive. The protection of the terms of the applicable loan, including the validity or enforceability of the loan and the maintenance of the anticipated priority and perfection of the applicable security interests may not be adequate. Furthermore, claims may be asserted by lenders or borrowers that might interfere with enforcement of our rights. Borrowers may resist foreclosure actions by asserting numerous claims, counterclaims and defenses against us, including, without limitation, lender liability claims and defenses, even when the assertions may have no basis in fact, in an effort to prolong the foreclosure action and seek to force the lender into a modification of the loan or a favorable buy-out of the borrower's position in the loan. In some states, foreclosure actions can take several years or more to litigate. At any time prior to or during the foreclosure proceedings, the borrower may file for bankruptcy or its equivalent, which would have the effect of staying the foreclosure actions and further delaying the foreclosure process and potentially result in a reduction or discharge of a borrower's debt. Foreclosure may create a negative public perception of the related property, resulting in a diminution of its value, and in the event of any such foreclosure or other similar real estate owned-proceeding, we would also become the subject to the various risks associated with direct ownership of real estate, including environmental liabilities. Even if we are successful in foreclosing on a loan, the liquidation proceeds upon sale of the underlying real estate may not

be sufficient to recover our cost basis in the loan, resulting in a loss to us. Furthermore, any costs or delays involved in the foreclosure of the loan or a liquidation of the underlying property will further reduce the net proceeds and, thus, increase the loss.

## **Risks Related to Debt Financing**

***Our significant amount of debt may subject us to increased risk of loss and could adversely affect our results of operations and financial condition.***

We currently have outstanding indebtedness and, subject to market conditions and availability, we may incur a significant amount of additional debt through bank credit facilities (including term loans and revolving facilities), warehouse facilities and structured financing arrangements, public and private debt or bond issuances (including through securitizations), repurchase agreements and derivative instruments, in addition to transaction or asset specific funding arrangements. We may also issue additional debt securities to fund our growth. The percentage of leverage we employ will vary depending on our available capital, our ability to obtain and access financing arrangements with lenders, the type of assets we are funding, whether the financing is recourse or non-recourse, debt restrictions contained in those financing arrangements and the lenders' and rating agencies' estimate of the stability of our investment portfolio's cash flow. We may significantly increase the amount of leverage we utilize at any time without approval of our board of directors. In addition, we may leverage individual assets at substantially higher levels. Incurring substantial debt could subject us to many risks that, if realized, would materially and adversely affect us, including the risk that:

- our cash flow from operations may be insufficient to make required payments of principal of and interest on our debt or we may fail to comply with covenants contained in our debt agreements, which is likely to result in (i) acceleration of such debt (and any other debt containing a cross-default or cross-acceleration provision), which we then may be unable to repay from internal funds or to refinance on favorable terms, or at all, (ii) our inability to borrow undrawn amounts under our financing arrangements, even if we are current in payments on borrowings under those arrangements, which would result in a decrease in our liquidity, and/or (iii) the loss of some or all of our collateral assets to foreclosure or sale;
- our debt may increase our vulnerability to adverse economic and industry conditions with no assurance that investment yields will increase in an amount sufficient to offset the higher financing costs;
- we may be required to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing funds available for operations, future business opportunities, stockholder distributions or other purposes;
- we may be subject to financial covenants under the terms of our debt instruments that limit the flexibility of our operations and may therefore have a negative impact on our results of operations; and
- we may not be able to refinance any debt that matures prior to the maturity (or realization) of an underlying investment it was used to finance on favorable terms or at all.

There can be no assurance that a leveraging strategy will be successful, and such strategy may subject us to increased risk of loss and could adversely affect our results of operations and financial condition.

***We may encounter adverse changes in the credit markets.***

Any adverse changes, such as those experienced in 2022 as a result of rising interest rates, in the global credit markets could make it more difficult for us to obtain favorable financing. Our ability to generate attractive investment returns for its shareholders will be adversely affected to the extent we are unable to obtain favorable financing terms. If we are unable to obtain favorable financing terms, we may not be able to adequately leverage our portfolio, may face increased financing expenses or may face increased restrictions on our investment activities, any of which would negatively impact our performance.

***We will incur mortgage indebtedness and other borrowings, which may increase our business risks, could hinder our ability to make distributions and could decrease the value of your investment.***

The acquisition of investment properties may be financed in substantial part by borrowing, which increases our exposure to loss. Under our charter, we have a limitation that precludes us from borrowing in excess of 300% of our net assets, which approximates borrowing 75% of the cost of our investments (unless a majority of our independent directors approves any borrowing in excess of the limit and we disclose the justification for doing so to our stockholders), but such restriction does not restrict the amount of indebtedness we may incur with respect to any single investment. Our target leverage ratio is in the range of 60%. Our leverage ratio is measured by dividing (i) consolidated property-level and entity-level debt net of cash and loan-related restricted cash, by (ii) the asset value of real estate investments (measured using the greater of fair market value and cost) plus the equity in our settled real estate debt investments. We may exceed our target leverage ratio, particularly during a market downturn or in connection with a large acquisition. The use of leverage involves a high degree of financial risk and will increase the exposure of the investments to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the investments. Principal and interest payments on indebtedness (including mortgages having "balloon" payments) will have to be made regardless of the

sufficiency of cash flow from the properties. Our investments will be impaired by a smaller decline in the value of the properties than is the case where properties are owned with a proportionately smaller amount of debt.

We may incur or increase our mortgage debt by obtaining loans secured by a portfolio of some or all of the real estate acquired and may borrow under mortgages on properties after they are acquired. Depending on the level of leverage and decline in value, if mortgage payments are not made when due, one or more of the properties may be lost (and our investment therein rendered valueless) as a result of foreclosure by the mortgagee(s). A foreclosure may also have substantial adverse tax consequences for us.

Many of these same issues also apply to credit facilities which are expected to be in place at various times as well. For example, the loan documents for such facilities may include various coverage ratios, the continued compliance with which may not be completely within our control. If such coverage ratios are not met, the lenders under such credit facilities may declare any unfunded commitments to be terminated and declare any amounts outstanding to be due and payable. We may also rely on short-term financing that would be especially exposed to changes in availability.

Although borrowings by us have the potential to enhance overall returns that exceed our cost of funds, they will further diminish returns (or increase losses on capital) to the extent overall returns are less than our cost of funds. As a result, the possibilities of profit and loss are increased. Borrowing money to purchase properties provides us with the advantages of leverage, but exposes us to greater market risks and higher current expenses.

***Our inability to access funding could have a material adverse effect on our results of operations, financial condition and business.***

Our results of operations, financial condition and business may be impacted by our ability to secure bank credit facilities (including term loans and revolving facilities), warehouse facilities and structured financing arrangements, public and private debt or bond issuances (including through securitizations), repurchase agreements and derivative instruments, in addition to transaction or asset specific funding arrangements and additional repurchase agreements on acceptable terms. We may also rely on short-term financing that would be especially exposed to changes in availability. Our access to sources of financing will depend upon a number of factors, over which we have little or no control, including:

- general economic or market conditions;
- the market's view of the quality of our assets;
- the market's perception of our growth potential; and
- our current and potential future earnings and cash distributions.

We will need to periodically access the capital markets to, among other things, raise cash to fund new investments. Unfavorable economic conditions, such as those caused by the COVID-19 pandemic, or capital market conditions, such as the volatility of the global credit markets experienced during 2022, may increase our funding costs, limit our access to the capital markets or could result in a decision by our potential lenders not to extend credit. An inability to successfully access the capital markets could limit our ability to grow our business and fully execute our business strategy and could decrease our earnings and liquidity. In addition, any dislocation or weakness in the capital and credit markets could adversely affect our lenders and could cause one or more of our lenders to be unwilling or unable to provide us with financing or to increase the costs of that financing. In addition, as regulatory capital requirements imposed on our lenders are increased, they may be required to limit, or increase the cost of, financing they provide to us. In general, this could potentially increase our financing costs and reduce our liquidity or require us to sell assets at an inopportune time or price. We cannot make assurances that we will be able to obtain any additional financing on favorable terms or at all.

***In certain cases, financings for our properties may be recourse to us.***

Generally, commercial real estate financings are structured as non-recourse to the borrower, which limits a lender's recourse to the property pledged as collateral for the loan, and not the other assets of the borrower or to any parent of borrower, in the event of a loan default. However, lenders customarily will require that a creditworthy parent entity enter into so-called "recourse carveout" guarantees to protect the lender against certain bad-faith or other intentional acts of the borrower in violation of the loan documents. A "bad boy" guarantee typically provides that the lender can recover losses from the guarantors for certain bad acts, such as fraud or intentional misrepresentation, intentional waste, willful misconduct, criminal acts, misappropriation of funds, voluntary incurrence of prohibited debt and environmental losses sustained by lender. In addition, "bad boy" guarantees typically provide that the loan will be a full personal recourse obligation of the guarantor, for certain actions, such as prohibited transfers of the collateral or changes of control and voluntary bankruptcy of the borrower. These financing arrangements with respect to our investments generally require "bad boy" guarantees from us and/or the Operating Partnership and in the event that such a guarantee is called, our assets could be adversely affected. Moreover, our "bad boy" guarantees could apply to actions of the joint venture partners associated with our investments. While the Adviser expects to negotiate indemnities from such joint venture partners to protect against such risks, there remains the possibility that the acts of such joint venture partner could result in liability to us under such guarantees. We may provide "bad boy"

guarantees on behalf of Other Blackstone Accounts investing alongside us and as such guarantees are not for borrowed money, they will typically not be included under our leverage limitations.

***If we draw on a line of credit to fund repurchases or for any other reason, our financial leverage ratio could increase beyond our target.***

We have lines of credits with financial institutions that are either unsecured or secured by certain of our assets as well as an uncommitted line of credit from an affiliate of Blackstone and we may seek to obtain additional lines of credit in an effort to provide for a ready source of liquidity for any business purpose, including to fund repurchases of shares of our common stock in the event that repurchase requests exceed our operating cash flow and/or net proceeds from our continuous offering. There can be no assurances that we will be able to borrow under or maintain our existing lines of credit or obtain additional lines of credit on financially reasonable terms. In addition, we may not be able to obtain lines of credit of an appropriate size for our business. If we borrow under a line of credit to fund repurchases of shares of our common stock, our financial leverage will increase and may exceed our target leverage ratio. Our leverage may remain at the higher level until we receive additional net proceeds from our continuous offering or generate sufficient operating cash flow or proceeds from asset sales to repay outstanding indebtedness. In connection with a line of credit, distributions may be subordinated to payments required in connection with any indebtedness contemplated thereby. We may utilize a line of credit for the benefit of Other Blackstone Accounts which may invest alongside us in one or more investments. In such circumstances, we generally intend to disclose such arrangements as part of our reporting and enter into arrangements to cause any Other Blackstone Accounts to bear (or reimburse us for) their pro rata share of any costs and expenses (including interest payments) allocable to such extensions of credit.

***Volatility in the financial markets and challenging economic conditions could adversely affect our ability to secure debt financing on attractive terms and our ability to service or refinance any future indebtedness that we may incur.***

The volatility of the current global credit markets could make it more difficult to obtain favorable financing for investments. During periods of volatility (including the current market environment), which often occur during economic downturns, generally credit spreads widen, interest rates rise, and investor demand for high yield debt declines. These trends result in reduced willingness by investment banks and other lenders to finance new investments and deterioration of available terms. If the overall cost of borrowing increases, either by increases in the index rates or by increases in lender spreads, the increased costs may result in future acquisitions generating lower overall economic returns and potentially reducing future cash flow available for distribution. Disruptions in the debt markets negatively impact our ability to borrow monies to finance the purchase of, or other activities related to, real estate assets. If we are unable to borrow monies on terms and conditions that we find acceptable, we likely will have to reduce the number of properties we can purchase, and the return on the properties we do purchase may be lower. In addition, we may find it difficult, costly or impossible to refinance indebtedness that is maturing. Moreover, to the extent that such marketplace events are not temporary, they could have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. economy.

***Lenders may require us to enter into restrictive covenants relating to our operations, which could limit our ability to make distributions to our stockholders.***

When providing financing, a lender may impose restrictions on us that affect our distribution and operating policies and our ability to obtain additional loans. Loan documents we enter into may contain covenants that limit our ability to further mortgage or dispose of the property or discontinue insurance coverage. In addition, loan documents may limit our ability to enter into or terminate certain operating or lease agreements related to the property. Loan documents may also require lender approval of certain actions and as a result of the lender's failure to grant such approval, we may not be able to take a course of action we deem most profitable. These or other limitations may adversely affect our flexibility and our ability to make distributions to you and the value of your investment.

***If we enter into financing arrangements involving balloon payment obligations, it may adversely affect our ability to make distributions to our stockholders.***

Some of our financing arrangements may require us to make a lump-sum or "balloon" payment at maturity. Our ability to make a balloon payment is uncertain and may depend upon our ability to obtain replacement financing or our ability to sell particular properties. At the time the balloon payment is due, we may or may not be able to refinance the balloon payment on terms as favorable as the original loan or sell the particular property at a price sufficient to make the balloon payment. Such a refinancing would be dependent upon interest rates and lenders' policies at the time of refinancing, economic conditions in general and the value of the underlying properties in particular. The effect of a refinancing or sale could affect the rate of return to stockholders and the projected time of disposition of our assets.

***We use reverse repurchase agreements to finance our securities investments, which may expose us to risks that could result in losses.***

We use reverse repurchase agreements as a form of leverage to finance our securities investments, and the proceeds from reverse repurchase agreements are generally invested in additional securities. There is a risk that the market value of the securities acquired from the proceeds received in connection with a reverse repurchase agreement may decline below the price of the securities underlying the reverse repurchase agreement that we have sold but remain obligated to repurchase. Reverse repurchase agreements also involve the risk that the counterparty liquidates the securities we delivered to it under the reverse repurchase agreements following the occurrence of an event of default under the applicable repurchase agreement by us. In addition, there is a risk that the market value of the securities we retain may decline. If the buyer of securities under a reverse repurchase agreement were to file for bankruptcy or experiences insolvency, we may be adversely affected. Furthermore, our counterparty may require us to provide additional margin in the form of cash, securities or other forms of collateral under the terms of the derivative contract. Also, in entering into reverse repurchase agreements, we bear the risk of loss to the extent that the proceeds of the reverse repurchase agreement are less than the value of the underlying securities. In addition, the interest costs associated with reverse repurchase agreements transactions may adversely affect our results of operations and financial condition, and, in some cases, we may be worse off than if we had not used such instruments.

***Failure to hedge effectively against interest rate changes may materially adversely affect our results of operations and financial condition.***

Subject to any limitations required to maintain qualification as a REIT, we may seek to manage our exposure to interest rate volatility by using interest rate hedging arrangements, such as interest rate cap or collar agreements and interest rate swap agreements. These agreements involve risks, such as the risk that counterparties may fail to honor their obligations under these arrangements and that these arrangements may not be effective in reducing our exposure to interest rate changes. These interest rate hedging arrangements may create additional assets or liabilities from time to time that may be held or liquidated separately from the underlying property or loan for which they were originally established. Hedging may reduce the overall returns on our investments. Failure to hedge effectively against interest rate changes may materially adversely affect our results of operations and financial condition.

***We may be adversely affected by the phasing out of the London Interbank Offered Rate (“LIBOR”).***

As of December 31, 2021, the ICE Benchmark Association (the “IBA”) ceased publication of most non-USD LIBOR settings. IBA also previously announced its intention to cease publication of remaining U.S. dollar LIBOR settings immediately after June 30, 2023; however, in November 2022 the U.K. Financial Conduct Authority, which regulates IBA, announced a public consultation regarding whether it should compel IBA to continue publishing “synthetic” USD LIBOR settings from June 2023 to the end of September 2024. Further, on March 15, 2022, the Consolidated Appropriations Act of 2022, which includes the Adjustable Interest Rate (LIBOR) Act (the “LIBOR Act”), was signed into law in the United States. This legislation establishes a uniform benchmark replacement process for financial contracts maturing after June 30, 2023 that do not contain clearly defined or practicable fallback provisions. Under the LIBOR Act, such contracts will automatically transition as a matter of law to a Secured Overnight Financing Rate (“SOFR”)-based replacement rate identified by the Board of Governors of the Federal Reserve System (the “Federal Reserve”). The legislation also creates a safe harbor that shields lenders from litigation if they choose to utilize a replacement rate recommended by the Board of Governors of the Federal Reserve. In July 2022, the Federal Reserve issued a notice of proposed rulemaking implementing the LIBOR Act; as of March 17, 2023 no regulations have been promulgated.

The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee composed of large U.S. financial institutions, identified the Secured Overnight Financing Rate, or SOFR, a new index calculated using short-term repurchase agreements backed by Treasury securities, as its preferred alternative rate for USD LIBOR.

Our debt includes floating-rate loans and reverse repurchase agreements for which the interest rates are tied to LIBOR and real estate debt investments with interest payments based on LIBOR. There is currently no definitive information regarding the future utilization of LIBOR or of any particular replacement rate. In addition, any benchmark may perform differently during any phase-out period than in the past. As such, the potential effect of any such event on our cost of capital and net investment income cannot yet be determined, and any changes to benchmark interest rates could increase our financing costs or decrease the income we earn on our real estate debt investments, which could impact our results of operations, cash flows and the market value of our investments. In addition, we may need to renegotiate certain of our loan agreements that extend past June 30, 2023, depending on the applicable LIBOR tenor and pending the outcome of the LIBOR administrator’s consultation. Such amendments and restructurings could require us to incur significant expense and may subject us to disputes or litigation over the appropriateness or comparability to the relevant benchmark of the replacement reference rates. Moreover, the elimination of LIBOR and/or changes to another index could result in mismatches with the interest rate of investments that we are financing. In addition, the overall financial markets may be disrupted as a result of the phase-out or replacement of LIBOR. We are assessing the impact of a potential transition from LIBOR; however, we cannot reasonably estimate the impact of the transition at this time.



***Increases in interest rates could increase the amount of our loan payments and adversely affect our ability to make distributions to our stockholders.***

Interest we pay on our loan obligations will reduce cash available for distributions. We have and will likely in the future obtain variable rate loans, and as a result, increases in interest rates could increase our interest costs, which could reduce our cash flows and our ability to make distributions to you. In addition, if we need to repay existing loans during periods of rising interest rates, such as the current environment, we could be required to liquidate one or more of our investments at times that may not permit realization of the maximum return on such investments. While we cannot predict factors which may or may not affect interest rates, during the year ended December 31, 2022, a 10% increase in SOFR rate would have resulted in an increase to our interest expense of \$13.5 million, net of the impact from our interest rate swaps and caps.

***Our current or future credit ratings may not reflect all risks of an investment in our debt securities.***

Any current or future credit ratings of us are an assessment by third parties of our ability to pay our obligations. Consequently, real or anticipated changes in our current or future credit ratings will generally affect the market value of any of our debt securities. Our current or future credit ratings, however, may not reflect the potential impact of risks related to market conditions generally or other factors discussed above on the market value of or trading market for the publicly issued debt securities.

### **Risks Related to our Relationship with the Adviser and the Dealer Manager**

***We depend on the Adviser to select our investments and otherwise conduct our business, and any material adverse change in its financial condition or our relationship with the Adviser could have a material adverse effect on our business and ability to achieve our investment objectives.***

Our success is dependent upon our relationship with, and the performance of, the Adviser in the acquisition and management of our real estate portfolio, and our corporate operations, as well as the persons and firms the Adviser retains to provide services on our behalf. The Adviser may suffer or become distracted by adverse financial or operational problems in connection with Blackstone's business and activities unrelated to us and over which we have no control. Should the Adviser fail to allocate sufficient resources to perform its responsibilities to us for any reason, we may be unable to achieve our investment objectives or to pay distributions to our stockholders.

***The termination or replacement of the Adviser could trigger a repayment event under our mortgage loans for some of our properties, the credit agreement governing any of our lines of credit and our repurchase agreements.***

Lenders for certain of our properties may request provisions in the mortgage loan documentation that would make the termination or replacement of the Adviser an event requiring the consent of the lender or immediate repayment of the full outstanding balance of the loan. The termination or replacement of the Adviser could trigger repayment of outstanding amounts under the credit agreements governing our lines of credit that we may obtain or under the repurchase agreements that we may enter into. If a repayment event is triggered with respect to any of our properties, our results of operations and financial condition may be adversely affected.

***The Adviser's inability to retain the services of key real estate professionals could hurt our performance.***

The Adviser's power to approve the acquisition of a particular investment, finance or refinance any new or existing investment or dispose of an existing investment rests with the Investment Committee, sub-committees of the Investment Committee or particular professionals employed by the Adviser, depending on the size and type of the investment. Accordingly, our success depends to a significant degree upon the contributions of certain key real estate professionals employed by the Adviser, each of whom would be difficult to replace. There is ever increasing competition among alternative asset firms, financial institutions, private equity firms, investment advisors, investment managers, real estate investment companies, real estate investment trusts and other industry participants for hiring and retaining qualified investment professionals and there can be no assurance that such professionals will continue to be associated with the us or the Adviser, particularly in light of our perpetual-life nature, or that replacements will perform well. Neither we nor the Adviser have employment agreements with these individuals and they may not remain associated with us. If any of these persons were to cease their association with us, our operating results could suffer. Although there are key real estate professionals employed by the Adviser, we believe the "key person" concept to be inapplicable to our structure as a perpetual-life REIT and do not maintain key person life insurance on any person. Our future success depends, in large part, upon the Adviser's ability to attract and retain highly skilled managerial, operational and marketing professionals. If the Adviser loses or is unable to obtain the services of highly skilled professionals, our ability to implement our investment strategies could be delayed or hindered.

***Any material adverse change to the Dealer Manager's ability to successfully build and maintain a network of licensed broker-dealers could have a material adverse effect on our business and the Offering.***

The dealer manager for the Offering is Blackstone Securities Partners L.P. Any material adverse change to the ability of our Dealer Manager to build and maintain a network of licensed securities broker-dealers and other agents could have a material adverse effect on our business and the Offering. If the Dealer Manager is unable to build and maintain a sufficient network of participating broker-dealers to distribute shares in the Offering, our ability to raise proceeds through the Offering and implement our investment strategy may be adversely affected. In addition, the Dealer Manager currently serves and may serve as dealer manager for other issuers. As a result, the Dealer Manager may experience conflicts of interest in allocating its time between the Offering and such other issuers, which could adversely affect our ability to raise proceeds through the Offering and implement our investment strategy. Further, the participating broker-dealers retained by the Dealer Manager may have numerous competing investment products, some with similar or identical investment strategies and areas of focus as us, which they may elect to emphasize to their retail clients.

***You will not have the benefit of an independent due diligence review in connection with the Offering and, if a conflict of interest arises between us and Blackstone, we may incur additional fees and expenses.***

Because the Adviser and the Dealer Manager are affiliates of Blackstone Real Estate, our sponsor, you will not have the benefit of an independent due diligence review and investigation of the type normally performed by an unaffiliated, independent underwriter and its counsel in connection with a securities offering. If any situation arises in which our interests are in conflict with those of the Adviser, the Dealer Manager or its affiliates, and we are required to retain independent counsel, we will incur additional fees and expenses.

***The fees we pay in connection with the Offering and the agreements entered into with Blackstone and its affiliates were not determined on an arm's-length basis and therefore may not be on the same terms we could achieve from a third party.***

The compensation paid to the Adviser, Dealer Manager and other Blackstone affiliates for services they provide us was not determined on an arm's-length basis. All service agreements, contracts or arrangements between or among Blackstone and its affiliates, including the Adviser and us, were not negotiated at arm's-length. Such agreements include our Advisory Agreement, the Operating Partnership's partnership agreement, our dealer manager agreement (the "Dealer Manager Agreement"), and any property related corporate services and other agreements we may enter into with affiliates of the Adviser from time to time.

***We do not own the Blackstone name, but we may use it as part of our corporate name pursuant to a trademark license agreement with an affiliate of Blackstone. Use of the name by other parties or the termination of our trademark license agreement may harm our business.***

We have entered into a trademark license agreement ("Trademark License Agreement"), with Blackstone TM L.L.C. (the "Licensor"), an affiliate of Blackstone, pursuant to which it has granted us a fully paid-up, royalty-free, non-exclusive, non-transferable license to use the name "Blackstone Real Estate Income Trust, Inc.". Under this agreement, we have a right to use this name for so long as the Adviser (or another affiliate of the Licensor) serves as our advisor (or another advisory entity) and the Adviser remains an affiliate of the Licensor under the Trademark License Agreement. The Trademark License Agreement may also be earlier terminated by either party as a result of certain breaches or for convenience upon 90 days' prior written notice, provided that upon notification of such termination by us, the Licensor may elect to effect termination of the Trademark License Agreement immediately at any time after 30 days from the date of such notification. The Licensor and its affiliates, such as Blackstone, will retain the right to continue using the "Blackstone" name. We will further be unable to preclude the Licensor from licensing or transferring the ownership of the "Blackstone" name to third parties, some of whom may compete with us. Consequently, we will be unable to prevent any damage to goodwill that may occur as a result of the activities of the Licensor, Blackstone or others. Furthermore, in the event that the Trademark License Agreement is terminated, we will be required to, among other things, change our name. Any of these events could disrupt our recognition in the market place, damage any goodwill we may have generated and otherwise harm our business.

## **Risks Related to Conflicts of Interest**

***Various potential and actual conflicts of interest will arise, and these conflicts may not be identified or resolved in a manner favorable to us.***

Blackstone has conflicts of interest, or conflicting loyalties, as a result of the numerous activities and relationships of Blackstone, the Dealer Manager, the Adviser and the affiliates, partners, members, shareholders, officers, directors, family members and employees of the foregoing, some of which are described herein. However, not all potential, apparent and actual conflicts of interest are included herein, and additional conflicts of interest could arise as a result of new activities, transactions or relationships commenced in the future. If any matter arises that we and our affiliates (including the Adviser) determine in our good faith judgment constitutes an actual and material conflict of interest, we and our affiliates (including the Adviser) will take such actions as we determine appropriate to mitigate the conflict. Transactions between us and Blackstone or its affiliates will require approval by our board of directors, including

a majority of our independent directors. There can be no assurance that our board of directors or Blackstone will identify or resolve all conflicts of interest in a manner that is favorable to us.

***The Adviser faces a conflict of interest because the fees it receives for services performed are based in part on our NAV, which the Adviser is ultimately responsible for determining.***

The Adviser is paid a management fee for its services based on our NAV, which is calculated by State Street, based on valuations provided by the Adviser. In addition, the distributions to be received by the Special Limited Partner with respect to its performance participation interest in the Operating Partnership are based in part upon the Operating Partnership's net assets (which is a component of our NAV). The calculation of our NAV includes certain subjective judgments with respect to estimating, for example, the value of our portfolio and our accrued expenses, net portfolio income and liabilities, and therefore, our NAV may not correspond to realizable value upon a sale of those assets. The Adviser may benefit by us retaining ownership of our assets at times when our stockholders may be better served by the sale or disposition of our assets in order to avoid a reduction in our NAV. If our NAV is calculated in a way that is not reflective of our actual NAV, then the purchase price of shares of our common stock or the price paid for the repurchase of your shares of common stock on a given date may not accurately reflect the value of our portfolio, and your shares may be worth less than the purchase price or more than the repurchase price. The valuation of our investments will affect the amount and timing of the management fee paid to the Adviser and the Special Limited Partner's performance participation interest. As a result, there may be circumstances where the Adviser is incentivized to determine valuations that are higher than the actual fair value of our investments.

***The Adviser's management fee and the Special Limited Partner's performance participation interest may not create proper incentives or may induce the Adviser and its affiliates to make certain investments, including speculative investments, that increase the risk of our real estate portfolio.***

We pay the Adviser a management fee regardless of the performance of our portfolio. The Adviser's entitlement to a management fee, which is not based upon performance metrics or goals, might reduce its incentive to devote its time and effort to seeking investments that provide attractive risk-adjusted returns for our portfolio. We would be required to pay the Adviser a management fee in a particular period even if we experienced a net loss or a decline in the value of our portfolio during that period.

The existence of the Special Limited Partner's 12.5% performance participation interest in our Operating Partnership, which is based on our total distributions plus the change in NAV per share, may create an incentive for the Adviser to make riskier or more speculative investments on our behalf or cause us to use more leverage than it would otherwise make in the absence of such performance-based compensation. In addition, the change in NAV per share will be based on the value of our investments on the applicable measurement dates and not on realized gains or losses. As a result, the performance participation interest may receive distributions based on unrealized gains in certain assets at the time of such distributions and such gains may not be realized when those assets are eventually disposed of. Except in limited circumstances, the Special Limited Partner will not be obligated to return any portion of performance participation allocation due to the subsequent negative performance.

Because the management fee and performance participation are based on our NAV, the Adviser may also be motivated to accelerate acquisitions in order to increase NAV or, similarly, delay or curtail repurchases to maintain a higher NAV, and the Dealer Manager may also be incentivized to sell more shares of our common stock to increase aggregate NAV, which would, in each case, increase amounts payable to the Adviser and the Special Limited Partner, but may make it more difficult for us to efficiently deploy new capital. In addition, we are required to reimburse the Adviser or its affiliates for documented costs and expenses incurred by it and its affiliates on our behalf, except those specifically required to be borne by the Adviser under our Advisory Agreement. Accordingly, to the extent that the Adviser retains other parties to provide services to us, expenses allocable to us will increase.

***Blackstone personnel work on other projects and conflicts may arise in the allocation of personnel between us and other projects.***

The Adviser and its affiliates will devote such time as they determine to be necessary to conduct our business affairs in an appropriate manner. However, Blackstone personnel, including members of the Investment Committee, will work on other projects, serve on other committees (including boards of directors) and source potential investments for and otherwise assist the investment programs of Other Blackstone Accounts and their portfolio entities, including other investment programs to be developed in the future. Time spent on these other initiatives diverts attention from our activities, which could negatively impact us. Furthermore, Blackstone and Blackstone personnel derive financial benefit from these other activities, including fees and performance-based compensation. Our sponsor's personnel share in the fees and performance-based compensation generated by Other Blackstone Accounts. These and other factors create conflicts of interest in the allocation of time by such personnel.

***Blackstone is subject to a number of conflicts of interest, regulatory oversight and legal and contractual restrictions due to its multiple business lines, which may reduce the benefits that Blackstone could otherwise expect to utilize for the Adviser for purposes of identifying and managing our investments.***

Blackstone has multiple business lines, including the Blackstone Capital Markets Group, which Blackstone, Other Blackstone Accounts and their portfolio entities and third parties, will in certain circumstances, engage for debt and equity financings and to provide other investment banking, brokerage, investment advisory or other services. As a result of these activities, Blackstone is subject to a number of actual and potential conflicts of interest, greater regulatory oversight and more legal and contractual restrictions than if it had one line of business. For example, Blackstone may come into possession of information that limits our ability to engage in potential transactions. Similarly, other Blackstone businesses and their personnel may be prohibited by law or contract from sharing information with the Adviser or its affiliates that would be relevant to monitoring our investments and other activities. Additionally, Blackstone or Other Blackstone Accounts can be expected to enter into covenants that restrict or otherwise limit our ability to make investments in, or otherwise engage in, certain businesses or activities. For example, Other Blackstone Accounts could have granted exclusivity to a joint venture partner that limits us and Other Blackstone Accounts from owning assets within a certain distance of any of the joint venture's assets, or Blackstone or an Other Blackstone Account could have entered into a non-compete in connection with a sale or other transaction. These types of restrictions may negatively impact our ability to implement our investment program. Finally, certain personnel who are members of the investment team or investment committee may be excluded from participating in certain investment decisions due to conflicts involving other businesses or for other reasons, including other business activities, in which case we will not benefit from their experience. Our stockholders will not receive a benefit from any fees earned by Blackstone or its personnel from these other businesses.

Blackstone has implemented policies and procedures to address conflicts that arise as a result of its various activities, as well as regulatory and other legal considerations. Some of these policies and procedures, such as Blackstone's information wall policy, may reduce the benefits that Blackstone could otherwise expect to utilize for the Adviser for purposes of identifying and managing our investments. Blackstone personnel may be unable, for example, to assist with our activities as a result of these walls. There can be no assurance that additional restrictions won't be imposed that would further limit the ability of Blackstone to share information internally.

Blackstone is under no obligation to decline any engagements or investments in order to make an investment opportunity available to us. Blackstone has long-term relationships with a significant number of corporations and their senior management. The Adviser and its affiliates will consider those relationships when evaluating an investment opportunity, which may result in the Adviser or its affiliates choosing not to make such an investment due to such relationships (e.g., investments in a competitor of a client or any other person with whom Blackstone has a relationship). We may be forced to sell or hold existing investments as a result of investment banking relationships or other relationships that Blackstone and its affiliates may have or transactions or investments Blackstone and its affiliates may make or have made. Therefore, there can be no assurance that all potentially suitable investment opportunities that come to the attention of Blackstone will be made available to us. See "—Certain Other Blackstone Accounts have similar or overlapping investment objectives and guidelines, and we will not be allocated certain opportunities and may be allocated only opportunities with lower relative returns" below. We may also co-invest with clients of Blackstone or other persons with whom Blackstone has a relationship in particular investment opportunities, and other aspects of these Blackstone relationships could influence the decisions made by the Adviser and its affiliates with respect to our investments and otherwise result in a conflict.

Blackstone, its affiliates and their related parties and personnel participate in underwriting and lending syndicates and otherwise act as arrangers of financing, including with respect to the public offering and private placement of debt or equity securities issued by, and loan proceeds borrowed by us or our subsidiaries or advising on such transactions. Underwritings and financings can be on a firm commitment basis or on an uncommitted, or "best efforts", basis, and the underwriting or financing parties are under no duty to provide any commitment unless specifically set forth in the relevant contract. Blackstone can be expected to also provide placement or other similar services to purchasers or sellers of securities, including loans or instruments issued by its portfolio entities. A Blackstone broker-dealer will from time to time act as the managing underwriter, a member of the underwriting syndicate or broker for us or our subsidiaries, or as dealer, broker or advisor to a counterparty to us or our subsidiaries, and purchase securities from or sell securities to us, our subsidiaries, Other Blackstone Accounts or their portfolio entities, or advise on such transactions. Blackstone will also from time to time, on our behalf or on behalf of other parties to a transaction involving us, effect transactions, including transactions in the secondary markets, subject to applicable law that result in commissions or other compensation paid to Blackstone by us or the counterparty to the transaction, thereby creating a potential conflict of interest. Subject to applicable law, Blackstone will from time to time receive underwriting fees, discounts, placement commissions, loan modification or restructuring fees, servicing fees, capital markets, advisory fees, lending arrangement fees, asset/property management fees, insurance (including title insurance fees), incentive fees, consulting fees, monitoring fees, commitment fees, syndication fees, origination fees, organizational fees, operational fees, loan servicing fees, and financing and divestment fees (or, in each case, rebates in lieu of any such fees, whether in the form of purchase price discounts or otherwise, even in cases where Blackstone, an Other Blackstone Account or their portfolio entities are purchasing debt) or other compensation with respect to the foregoing activities, which are not required to be shared with us or our stockholders. Our independent directors will approve any transactions in which a Blackstone broker-dealer acts as underwriter, as broker for us, or

as dealer, broker or advisor, on the other side of a transaction with us only where such directors believe in good faith that such transactions are appropriate for us, and our stockholders, by executing a subscription agreement for our shares, consent to all such transactions, along with other transactions involving conflicts described herein, to the fullest extent permitted by law. Sales of securities for our account will from time to time be bunched or aggregated with orders for other accounts of Blackstone including Other Blackstone Accounts. It could be impossible, as determined by the Adviser and its affiliates in their sole discretion, to receive the same price or execution on the entire volume of securities sold, and the various prices will, in certain circumstances, therefore be averaged which may be disadvantageous to us. When Blackstone serves as underwriter with respect to securities held by us or any of our subsidiaries, we could be subject to a “lock-up” period following the offering under applicable regulations during which time we would be unable to sell any securities subject to the “lock-up”. This may prejudice our ability to dispose of such securities at an opportune time. Blackstone employees are generally permitted to invest in alternative investment funds, real estate funds, hedge funds or other investment vehicles, including our potential competitors. Our stockholders will not receive any benefit from any such investments.

On October 1, 2015, Blackstone spun off its financial and strategic advisory services, restructuring and reorganization advisory services, and its Park Hill fund placement businesses and combined these businesses with PJT Partners Inc. (“PJT”), an independent financial advisory firm founded by Paul J. Taubman. While the combined business operates independently from Blackstone and is not an affiliate thereof, it is expected that there will be substantial overlapping ownership between Blackstone and PJT for a considerable period of time going forward. Therefore, conflicts of interest will arise in connection with transactions between or involving us, on the one hand, and PJT, on the other. The pre-existing relationship between Blackstone and its former personnel involved in financial and strategic advisory services at PJT, the overlapping ownership and co-investment and other continuing arrangements between PJT and Blackstone can be expected to influence the Adviser to select or recommend PJT to perform services for us (the cost of which will generally be borne directly or indirectly by us). Given that PJT is no longer an affiliate of Blackstone, the Adviser and its affiliates will be free to cause us to transact with PJT generally without restriction under our charter notwithstanding the relationship between Blackstone and PJT. See also “— The Adviser may face conflicts of interests in choosing our service providers and certain service providers may provide services to the Dealer Manager, the Adviser or Blackstone on more favorable terms than those payable by us” below.

Blackstone receives or obtains various kinds of data and information from us, Other Blackstone Accounts and portfolio entities, including data and information relating to business operations, trends, budgets, customers and other metrics, some of which is sometimes referred to as “big data”. Blackstone can be expected to be better able to anticipate macroeconomic and other trends, and otherwise develop investment themes, as a result of its access to (and rights regarding) this data and information from us, Other Blackstone Account and portfolio entities. Blackstone has entered and will continue to enter into information sharing and use arrangements, which will give Blackstone access to (and rights regarding) data that it would not otherwise obtain in the ordinary course, with us, Other Blackstone Accounts, portfolio entities, related parties and service providers. Although Blackstone believes that these activities improve Blackstone’s investment management activities on our behalf and on behalf of Other Blackstone Accounts, information obtained from us and portfolio entities also provides material benefits to Blackstone or Other Blackstone Accounts without compensation or other benefit accruing to us or our stockholders. For example, information from a portfolio entity can be expected to enable Blackstone to better understand a particular industry and execute trading and investment strategies in reliance on that understanding for Blackstone and Other Blackstone Accounts that do not own an interest in the portfolio entity, without compensation or benefit to us or the portfolio entities.

Furthermore, except for contractual obligations to third parties to maintain confidentiality of certain information, and regulatory limitations on the use of material nonpublic information, Blackstone is generally free to use data and information from our activities to assist in the pursuit of Blackstone’s various other activities, including to trade for the benefit of Blackstone or an Other Blackstone Account. For example, Blackstone’s ability to trade in securities of an issuer relating to a specific industry may, subject to applicable law, be enhanced by information of a portfolio entity in the same or related industry. Such trading is expected to provide a material benefit to Blackstone without compensation or other benefit to us or our stockholders.

The sharing and use of “big data” and other information presents potential conflicts of interest and investors acknowledge and agree that any benefits received by Blackstone or its personnel (including fees (in cash or in kind), costs and expenses) will not offset the Adviser’s management fee or otherwise be shared with investors. As a result, the Adviser has an incentive to pursue investments that have data and information that can be utilized in a manner that benefits Blackstone or Other Blackstone Accounts.

Other present and future activities of Blackstone and its affiliates (including the Adviser and the Dealer Manager) will from time to time give rise to additional conflicts of interest relating to us and our investment activities. In the event that any such conflict of interest arises, we will attempt to resolve such conflicts in a fair and equitable manner. Investors should be aware that conflicts will not necessarily be resolved in favor of our interests.

***Blackstone engages various advisors and operating partners who may co-invest alongside us, and there can be no assurance that such advisors and operating partners will continue to serve in such roles.***

Blackstone, its affiliates and their personnel and related parties engage and retain strategic advisors, consultants, senior advisors, industry experts, joint venture and other partners and professionals, any of whom might be current or former executives or other personnel of the Adviser, its affiliates, portfolio entities or Other Blackstone Accounts (collectively, “Consultants”), to provide a variety of services. Similarly, we, Other Blackstone Accounts and portfolio entities retain and pay compensation to Consultants to provide services, or to undertake a build-up strategy to acquire and develop assets and businesses in a particular sector or involving a particular strategy. Any amounts paid by us or a portfolio entity to Consultants in connection with the above services, including cash fees, profits, or equity interests in a portfolio entity, discretionary bonus awards, performance-based compensation (e.g., promote), retainers and expense reimbursements, will be treated as our expenses or expenses of the portfolio entity, as the case may be, and will not, even if they have the effect of reducing any retainers or minimum amounts otherwise payable by the Adviser, be chargeable to the Adviser or deemed paid to or received by the Adviser, or offset or reduce any management fees to the Adviser. Also, Consultants may co-invest alongside us in investments, participate in long-term incentive plans of a portfolio entity, which generally will result in us being allocated a smaller share of an investment. Consultants’ benefits described in this paragraph may continue after termination of status as a Consultant.

The time, dedication and scope of work of a Consultant varies considerably. In some cases, a Consultant advises our sponsor on transactions, provides the Adviser with industry-specific insights and feedback on investment themes, assists in transaction due diligence, and makes introductions to, and provides reference checks on, management teams. In other cases, Consultants take on more extensive roles, including serving as executives or directors on the boards of portfolio entities and contributing to the identification and origination of new investment opportunities. We may rely on these Consultants to recommend the Adviser and us as a preferred investment partner and carry out our investment program, but there is no assurance that any Consultant will continue to be involved with us for any length of time. We, Blackstone, and/or portfolio companies can be expected to have formal or informal arrangements with Consultants that may or may not have termination options and may include compensation, no compensation, or deferred compensation until occurrence of a future event, such as commencement of a formal engagement. In certain cases, Consultants have attributes of Blackstone “employees” (e.g., they can be expected to have dedicated offices at Blackstone, receive administrative support from Blackstone personnel, participate in general meetings and events for Blackstone personnel or work on Blackstone matters as their primary or sole business activity, have Blackstone-related e-mail addresses or business cards and participate in certain benefit arrangements typically reserved for Blackstone employees), even though they are not Blackstone employees, affiliates or personnel for purposes of the Dealer Manager Agreement and the Advisory Agreement, and their salary and related expenses are paid by us or by portfolio entities without any reduction or offset to the Adviser’s management fees. Some Consultants work only for us and/or portfolio entities, while other Consultants may have other clients. In particular, in some cases, Consultants, including those with a “Senior Advisor” title, have been and will be engaged with the responsibility to source and recommend transactions to the Adviser potentially on a full-time and/or exclusive basis and, notwithstanding any overlap with the responsibilities of the Adviser under the Advisory Agreement, the compensation to such Consultants could be borne fully by us (with no reduction or offset to the management fee paid to the Adviser). If such Senior Advisors generate investment opportunities on our behalf, such members may receive special additional fees or allocations comparable to those received by a third party in an arm’s length transaction. Consultants could have conflicts of interest between their work for us and portfolio entities, on the one hand, and themselves or other clients, on the other hand, and the Adviser is limited in its ability to monitor and mitigate these conflicts. Additionally, Consultants could provide services on behalf of both us and Other Blackstone Accounts, and any work performed by Consultants retained on our behalf could benefit such Other Blackstone Accounts (and alternatively, work performed by Consultants on behalf of Other Blackstone Accounts could benefit us), and the sponsor shall have no obligation to allocate any portion of the costs to be borne by us in respect of such Consultant to such Other Blackstone Accounts.

***We may source, sell and/or purchase assets either to or from the Adviser and its affiliates or issued by affiliates of the Adviser, and such transactions may cause conflicts of interest.***

We have in the past purchased assets from affiliates of the Adviser and in the future may directly or indirectly source, sell and/or purchase all or any portion of an asset (or portfolio of assets/investments) to or from the Adviser and its affiliates or their respective related parties, including parties which such affiliates or related parties, or Other Blackstone Accounts, own or have invested in. Such transactions will be subject to the approval of a majority of directors (including a majority of our independent directors) not otherwise interested in the transaction. We may also source, sell to and/or purchase from third parties interests in or assets issued by affiliates of the Adviser or their respective related parties and such transactions would not require approval by our independent directors or an offset of any fees we otherwise owe to the Adviser or its affiliates. The transactions referred to in this paragraph involve conflicts of interest, as our sponsor and its affiliates may receive fees and other benefits, directly or indirectly, from or otherwise have interests in both parties to the transaction.



***Certain Other Blackstone Accounts have similar or overlapping investment objectives and guidelines, and we will not be allocated certain opportunities and may be allocated only opportunities with lower relative returns.***

Blackstone invests its own capital and third-party capital on behalf of Other Blackstone Accounts in a wide variety of investment opportunities on a global basis. Not every opportunity suitable for us will be allocated to us in whole or in part. First, certain exceptions exist that allow specified types of investment opportunities that fall within our investment objectives or strategy to be allocated in whole or in part to Blackstone itself or Other Blackstone Accounts, such as strategic investments made by Blackstone itself (whether in financial institutions or otherwise) and investments by Other Blackstone Accounts that have investment objectives or guidelines similar to or overlapping with ours. It is expected that some activities of Blackstone, Other Blackstone Accounts and portfolio entities will compete with us for one or more investment opportunities that are consistent with our investment objectives, and as a result such investment opportunities may only be available on a limited basis, or not at all, to us. The Adviser may have conflicting loyalties in determining whether an investment opportunity should be allocated to us or an Other Blackstone Account. Our sponsor has adopted guidelines and policies, which it can be expected to update from time to time, regarding allocation of investment opportunities.

With respect to Other Blackstone Accounts with investment objectives or guidelines that overlap with ours but that do not have priority over us (including the Private Core+ Accounts), investment opportunities are allocated among us and one or more Other Blackstone Accounts in accordance with our sponsor's prevailing policies and procedures on a basis that the Adviser and its affiliates believe to be fair and reasonable in their sole discretion, which may be pro rata based on relative available capital, subject to the following considerations: (i) consistency with any applicable investment objectives or focus of ours and such Other Blackstone Accounts (which, for us, includes our primary objective of providing attractive current income in the form of regular, stable cash distributions), (ii) any investment limitations, parameters or contractual provisions of ours and such Other Blackstone Accounts (e.g., a joint venture between us and an Other Blackstone Account must be on substantially similar terms), (iii) the sector, geography/location, expected return profile, expected distribution rates, anticipated cash flows, expected stability or volatility of cash flows, leverage profile, risk profile, and other features of the applicable investment opportunity and its impact on portfolio concentration and diversification, (including, but not limited to, (A) allocations necessary for us or Other Blackstone Accounts to maintain a particular concentration in a certain type of investment (e.g., if an Other Blackstone Account follows a liquid strategy pursuant to which it sells a type of investment more or less frequently than us and we or such Other Blackstone Account needs a non pro rata additional allocation to maintain a particular concentration in that type of investment) and (B) whether a particular fund already has its desired exposure to the investment, sector, industry, geographic region or markets in question), (iv) maintaining structuring and financing flexibility for shared investments (which can result in sharing an investment opportunity equally to the extent each party has sufficient available capital to do so), (v) avoiding allocation that could result in de minimis or odd lot investments, or allocating to a single vehicle when investments are smaller in size and (vi) legal, tax, accounting, regulatory and other considerations deemed relevant by the Adviser and its affiliates (including, without limitation, maintaining our qualification as a REIT and our status as a non-investment company exempt from the Investment Company Act).

Currently, Private Core+ Accounts invest in "core+" real estate and real estate-related assets in the United States and Canada (which are generally substantially stabilized assets generating relatively stable cash flow), with a focus on office, multifamily, industrial, retail and life sciences assets in major cities and markets across the United States and Canada. To the extent an investment is determined by Blackstone to satisfy the investment objectives of us and the Private Core+ Accounts, such investment will be generally allocated in accordance with Blackstone's prevailing policies and procedures described above. Certain Other Blackstone Accounts also invest in real estate debt with investment objectives or guidelines that overlap with ours but do not have priority over us. To the extent an investment is determined by Blackstone to satisfy the investment objectives of us and such Other Blackstone Accounts, such investment will be allocated in accordance with Blackstone's prevailing policies and procedures described above.

Furthermore, the Select Opportunistic Blackstone Accounts invest in "opportunistic" real estate and real estate-related assets globally (which often are undermanaged assets and with higher potential for equity appreciation) and have priority over us with respect to such investment opportunities and select investments (e.g., certain core+ life sciences investments, private real estate loans, European and infrastructure investments) will be first offered to certain Other Blackstone Accounts (which we generally expect to have investment strategies distinct from ours but can overlap to some extent). Other Blackstone Accounts having priority over us will result in fewer investment opportunities being made available to us.

The Adviser and its affiliates calculate available capital, weigh the factors described above (which will not be weighted equally) and make other investment allocation decisions in accordance with their prevailing policies and procedures in their sole discretion, taking into account a variety of considerations, which may include, without limitation, net asset value, any actual or anticipated allocations, expected future fundraising and uses of capital, expected investor and other third-party co-investment allocation (i.e., when additional capital is raised alongside a private fund for a single investment) of Other Blackstone Accounts, applicable investment guidelines, excuse rights and investor preferences, any or all reserves, vehicle sizes and stage of investment operations (e.g., early in a vehicle's investment operations, the vehicle may receive larger allocations than it otherwise would in connection with launching and ramping

up, targeted amounts of securities as determined by the Adviser and its affiliates, geographic limitations and actual or anticipated capital needs or other factors determined by the Adviser and its affiliates. Preliminary investment allocation decisions will generally be made on or prior to the time we and such Other Blackstone Accounts commit to make the investment (which in many cases is when the purchase agreement (or equivalent) in respect of such investment opportunity is signed), and are expected to be updated from time to time prior to the time of consummation of the investment (including after deposits are made thereon) due to changes in the factors that Blackstone considers in making investment allocations among us and Other Blackstone Accounts, including, for example, due to changes in available capital (including as a result of investor subscriptions or withdrawals, deployment of capital for other investments or a reassessment of reserves), changes in portfolio composition or changes in actual or expected investor or third-party co-investment allocation, in each case between the time of committing to make the investment and the actual funding of the investment. Such adjustments in investment allocations could be material, could result in a reduced or increased allocation being made available to us and there can be no assurance that we will not be adversely affected thereby. The manner in which our available capital is determined may differ from, or subsequently change with respect to, Other Blackstone Accounts. The amounts and forms of leverage utilized for investments will also be determined by the Adviser and its affiliates in their sole discretion. Any differences or adjustments with respect to the manner in which available capital is determined with respect to us or Other Blackstone Accounts may adversely impact our allocation of particular investment opportunities. There is no assurance that any conflicts arising out of the foregoing will be resolved in our favor. Blackstone is entitled to amend its policies and procedures at any time without prior notice or our consent.

The amount of performance-based compensation charged and/or management fees paid by us may be less than or exceed the amount of performance-based compensation charged and/or management fees paid by Other Blackstone Accounts. Such variation may create an incentive for our sponsor to allocate a greater percentage of an investment opportunity to us or such Other Blackstone Accounts, as the case may be.

***Under certain circumstances, our Adviser may determine not to pursue some or all of an investment opportunity within our investment objectives and guidelines, including without limitation, as a result of our prior investments, business or other reasons applicable to us, Other Blackstone Accounts, Blackstone or its affiliates.***

Under certain circumstances, our Adviser may determine not to pursue some or all of an investment opportunity within our investment objectives and guidelines, including without limitation, as a result of business, reputational or other reasons applicable to us, Other Blackstone Accounts, Blackstone or its affiliates. In addition, the Adviser and its affiliates may determine that we should not pursue some or all of an investment opportunity, including, by way of example and without limitation, because we have already invested sufficient capital in the investment, sector, industry, geographic region or markets in question, as determined by the Adviser and its affiliates in their good faith discretion, or the investment is not appropriate for us for other reasons as determined by the Adviser and its affiliates in their good faith reasonable sole discretion. In any such case Blackstone could, thereafter, offer such opportunity to other parties, including Other Blackstone Accounts, portfolio entities, joint venture partners, related parties or third parties. Any such Other Blackstone Accounts may be advised by a different Blackstone business group with a different investment committee, which could determine an investment opportunity to be more attractive than the Adviser believes to be the case. In any event, there can be no assurance that the Adviser's assessment will prove correct or that the performance of any investments actually pursued by us will be comparable to any investment opportunities that are not pursued by us. Blackstone, including its personnel, will, in certain circumstances, receive compensation from any such party that makes the investment, including an allocation of carried interest or referral fees, and any such compensation could be greater than amounts paid by us to the Adviser. In some cases Blackstone earns greater fees when Other Blackstone Accounts participate alongside or instead of us in an investment.

When the Adviser and its affiliates determine not to pursue some or all of an investment opportunity for us that would otherwise be within our investment objectives and strategies, and Blackstone provides the opportunity or offers the opportunity to Other Blackstone Accounts, Blackstone, including its personnel (including real estate personnel), can be expected to receive compensation from the Other Blackstone Accounts, whether or not in respect of a particular investment, including an allocation of carried interest or referral fees, and any such compensation could be greater than amounts paid by us to the Adviser. As a result, the Adviser (including real estate personnel who receive such compensation) could be incentivized to allocate investment opportunities away from us to or source investment opportunities for Other Blackstone Accounts.

The Adviser and its affiliates make good faith determinations for allocation decisions based on expectations that will, in certain circumstances, prove inaccurate. Information unavailable to the Adviser, or circumstances not foreseen by the Adviser at the time of allocation, may cause an investment opportunity to yield a different return than expected. For example, an investment opportunity that the Adviser and its affiliates determine to be consistent with the return objective of Other Blackstone Accounts rather than us may not match the expectations and underwriting of the Adviser and its affiliates and generate an actual return that would have been appropriate for us. Conversely, an investment that the Adviser and its affiliates expect to be consistent with our return objectives will, in certain circumstances, fail to achieve them. There is no assurance that any conflicts arising out of the foregoing will be resolved in our favor. Blackstone is entitled to amend its policies and procedures at any time without prior notice or our consent.

***Our board of directors has adopted a resolution that renounces our interest or expectancy with respect to business opportunities and competitive activities.***

Our board of directors has adopted a resolution that renounces our interest or expectancy in, or in being offered an opportunity to participate in, business opportunities, and provides that none of Blackstone or its affiliates, our directors or any person our directors control must refrain from competing with us or present to us such business opportunities. Under this resolution Blackstone and its affiliates and our directors or any person our directors control would not be obligated to present to us opportunities unless those opportunities are expressly offered to such person in his or her capacity as a director or officer and intended exclusively for us or any of our subsidiaries, and those persons will be able to engage in competing activities without any restriction imposed as a result of Blackstone's or its affiliates' status as a stockholder or Blackstone's affiliates' status as our officers or directors.

***We co-invest with Blackstone affiliates and such investments are at times in different parts of the capital structure of an issuer and may otherwise involve conflicts of interest. When we hold investments in which Other Blackstone Accounts have a different principal investment, conflicts of interest arise between us and Other Blackstone Accounts, and the Adviser may take actions that are adverse to us.***

We co-invest with Other Blackstone Accounts in investments that are suitable for both us and such Other Blackstone Accounts. We may hold an interest in an investment that is different (including with respect to relative seniority) than the interests held by Other Blackstone Accounts (and in certain circumstances, the Adviser will be unaware of an Other Blackstone Account's participation, as a result of information walls or otherwise). In these situations, conflicts of interest will arise. In order to mitigate any such conflicts of interest, in certain circumstances we will likely recuse ourselves from participating in any decisions relating or with respect to such investment by us or the applicable investments by the Other Blackstone Accounts, or by establishing groups separated by information barriers (which can be expected to be temporary and limited purpose in nature) within Blackstone to act on behalf of each of the clients. Despite these, and any of the other actions described below that the Adviser may take to mitigate the conflict, Blackstone may be required to take action when it will have conflicting loyalties between its duties to us and such Other Blackstone Accounts, which may adversely impact us. In that regard, actions may be taken for the Other Blackstone Accounts that are adverse to us (and vice versa). If the Other Blackstone Account maintains voting rights with respect to the securities it holds, or if we do not recuse ourselves, Blackstone may be required to take action where it will have conflicting loyalties between its duties to us and such Other Blackstone Account, which may adversely impact us. If we recuse ourselves from decision-making, we will generally rely upon a third party to make the decisions, and the third party could have conflicts or otherwise make decisions that Blackstone would not have made.

There can be no assurance that any conflict will be resolved in our favor. Conflicts can also be expected to arise in determining the amount of an investment, if any, to be allocated among potential investors and the respective terms thereof. There can be no assurance that the return on our investment will be equivalent to or better than the returns obtained by the other affiliates participating in the transaction. In addition, it is anticipated that in a bankruptcy proceeding our interest will likely be subordinated or otherwise adversely affected by virtue of such Other Blackstone Accounts' involvement and actions relating to such investment. For example, in circumstances where we hold a junior mezzanine interest in an issuer, holders of more senior classes of debt issued by such entity (which may include Other Blackstone Accounts) may take actions for their benefit (particularly in circumstances where such issuer faces financial difficulty or distress) that further subordinate or adversely impact the value of our investment in such issuer.

In connection with negotiating loans, bank or securitization financings in respect of our real estate-related transactions, Blackstone will generally obtain the right to participate on its own behalf (or on behalf of vehicles it manages) in a portion of the financings with respect to such Blackstone-sponsored transactions (including transactions where the underlying collateral includes property owned by Other Blackstone Accounts) upon an agreed upon set of terms. We do not believe that this arrangement has an effect on the overall terms and conditions negotiated with the arrangers of such senior loans other than as described in the preceding sentence. If we make or have an investment in a property in which an Other Blackstone Account has a mezzanine or other debt investment, or vice versa, Blackstone may have conflicting loyalties between its duties to us and to other affiliates. Such investments may inherently give rise to conflicts of interest or perceived conflicts of interest between or among the various classes of securities that may be held by such entities. Because of the affiliation with Blackstone, the Adviser may have a greater incentive to invest in Blackstone-sponsored financings (as compared to real estate-related financings sponsored by other real estate firms or financial sponsors). In certain circumstances, we may be required to commit funds necessary for an investment prior to the time that all anticipated debt (senior and/or mezzanine) financing has been secured. In such circumstance, Other Blackstone Accounts and/or Blackstone itself (using, in whole or in part, its own balance sheet capital), may provide bridge or other short-term financing and/or commitments, which at the time of establishment are intended to be replaced and/or syndicated with longer-term financing. In any such circumstance, the Other Blackstone Accounts and/or Blackstone itself may receive compensation for providing such financing and/or commitment (including origination, ticking or commitment fees), which fees will not be shared with and/or otherwise result in an offset of the management fee paid to the Adviser. The conflicts applicable to Other Blackstone Accounts who invest in different securities of issuers will apply equally to Blackstone itself in such situations.

To the extent that we make or have an investment in, or through the purchase of debt obligations become a lender to, a company in which an Other Blackstone Account has a debt or equity investment (including through investments in CMBS where the underlying properties are owned by Other Blackstone Accounts), or if an Other Blackstone Account participates in a separate tranche of a financing with respect to a portfolio entity, Blackstone will generally have conflicting loyalties between its duties to us and to Other Blackstone Accounts. In that regard, actions may be taken for the Other Blackstone Accounts that are adverse to us (and vice versa). Moreover, we will generally “follow the vote” of other similarly situated third-party creditors (if any) in voting and governance matters where conflicts of interest exist and will have a limited ability to separately protect our investment and will be dependent upon such third parties’ actions (which may not be as capable as the Adviser and may have other conflicts arising from their other relationships, both with Blackstone and other third parties that could impact their decisions). In addition, conflicts can also be expected to arise in determining the amount of an investment, if any, to be allocated among potential investors and the respective terms thereof.

We may seek to participate in investments relating to (i) the refinancing or modifications of loan investments or portfolios held or proposed to be acquired by certain Other Blackstone Accounts, and Other Blackstone Accounts may refinance a loan currently held by us and/or (ii) portfolio entities of one or more Other Blackstone Accounts, including primary or secondary issuances of loans or other interests by such portfolio entities. While it is expected that our participation in connection with any such transactions will generally be negotiated by third parties, such transactions will give rise to potential or actual conflicts of interest.

***We may invest in joint ventures with Other Blackstone Accounts or divide a pool of investments among us and Other Blackstone Accounts.***

To the extent we acquire properties through joint ventures with Other Blackstone Accounts, such investments will be allocated as described above, and we may be allocated interests in such joint ventures that are smaller than the interests of the Other Blackstone Accounts. Generally, we expect the level of control we have with respect to any joint venture will correspond to our economic interest in such joint venture, but this may not always be the case. We will not participate in joint ventures in which we do not have or share control to the extent that we believe such participation would potentially threaten our status as a non-investment company exempt from the Investment Company Act. This may prevent us from receiving an allocation with respect to certain investment opportunities that are suitable for both us and one or more Other Blackstone Accounts. Such joint venture investments will involve risks and conflicts of interests. See “—Risks Related Investments in Real Estate—We may make a substantial amount of joint venture investments, including with Blackstone affiliates. Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on the financial condition of our joint venture partners and disputes between us and our joint venture partners.”

Our sponsor may have an opportunity to acquire a portfolio or pool of assets, securities and instruments in a single or related transactions with a particular seller that it determines in its sole discretion should be divided and allocated among us and Other Blackstone Accounts, including where certain of such assets, securities or instruments are specifically allocated (in whole or in part) to us and such Other Blackstone Accounts. Such allocations generally would be based on its assessment of, among other things, the expected returns and risk profile of the portfolio and each of the assets therein and may provide greater benefits to Other Blackstone Accounts than to us (or vice versa). For example, some of the assets in a pool may have an opportunistic return profile not appropriate for us. Also, a pool may contain both debt and equity instruments that our sponsor determines should be allocated to different funds. In all of these situations, the combined purchase price paid to a seller would be allocated among the multiple assets, securities and instruments in the pool based on a determination by the seller, by a third-party valuation firm and/or by the Adviser and its affiliates, and therefore among us and the Other Blackstone Accounts acquiring any of the assets, securities and instruments, although our sponsor could, in certain circumstances, allocate value to us and such Other Blackstone Accounts on a different basis than the contractual purchase price. To the extent that any such allocations would cause us to participate in a transaction with Other Blackstone Accounts for a portfolio or pool of assets, securities and instruments that we otherwise may not have acquired individually, our sponsor will have conflicting loyalties between its duties to us and to Other Blackstone Accounts.

Similarly, there will likely be circumstances in which we and Other Blackstone Accounts will sell assets in a single or related transactions to a buyer. In some cases a counterparty will require an allocation of value in the purchase or sale contract, though our sponsor could determine such allocation of value is not accurate and should not be relied upon. Unless an appraisal is required by our charter, our sponsor will generally rely upon internal analysis to determine the ultimate allocation of value, though it could also obtain third-party valuation reports. Regardless of the methodology for allocating value, our sponsor will have conflicting duties to us and Other Blackstone Accounts when they buy or sell assets together in a portfolio, including as a result of different financial incentives our sponsor has with respect to different vehicles, most clearly when the fees and compensation, including performance-based compensation, earned from the different vehicles differ. There can be no assurance that our investment will not be valued or allocated a purchase price that is higher or lower than it might otherwise have been allocated if such investment were acquired or sold independently rather than as a component of a portfolio shared with Other Blackstone Accounts.

The amount of performance-based compensation charged and/or management fees paid by us may be less than or exceed the amount of performance-based compensation charged and/or management fees paid by Other Blackstone Accounts. Such variation may create

an incentive for our sponsor to allocate a greater percentage of an investment opportunity to us or such Other Blackstone Accounts, as the case may be.

***Blackstone may structure certain investments such that Blackstone will face conflicting fiduciary duties to us and certain debt funds.***

It is expected that Blackstone will structure certain investments such that one or more mezzanine or other investment funds, structured vehicles or other collective investment vehicles primarily investing in senior secured loans, distressed debt, subordinated debt, high-yield securities, CMBS and other similar debt instruments managed by affiliates of Blackstone (collectively, “Debt Funds”) are offered the opportunity to participate in the debt tranche of an investment allocated to us. The Adviser and its affiliates owe fiduciary duties to the Debt Funds as well as to us. If the Debt Funds purchase high-yield securities or other debt instruments related to a property or real estate company that we hold an investment in (or if we make or have an investment in or, through the purchase of debt obligations become a lender to, a company or property in which a Debt Fund or an Other Blackstone Account or another Blackstone real estate fund or vehicle has a mezzanine or other debt investment), the Adviser and its affiliates will face a conflict of interest in respect of the advice given to, or the decisions made with regard to, the Debt Funds, such Other Blackstone Accounts and us (e.g., with respect to the terms of such high-yield securities or other debt instruments, the enforcement of covenants, the terms of recapitalizations and the resolution of workouts or bankruptcies). Similarly, certain Other Blackstone Accounts can be expected to invest in securities of publicly traded companies that are actual or potential investments of ours. The trading activities of Other Blackstone Accounts may differ from or be inconsistent with activities that are undertaken for our account in any such securities. In addition, we may not pursue an investment otherwise within our investment objectives and guidelines as a result of such trading activities by Other Blackstone Accounts.

***Blackstone may raise and/or manage Other Blackstone Accounts, which could result in the reallocation of Blackstone personnel and the direction of potential investments to such Other Blackstone Accounts.***

Blackstone reserves the right to raise and/or manage Other Blackstone Accounts, including opportunistic and stabilized and substantially stabilized real estate funds or separate accounts, dedicated managed accounts, investments suitable for lower risk, lower return funds or higher risk, higher return funds, real estate debt obligation and trading investment vehicles, real estate funds primarily making investments globally, in a particular region outside of the United States and Canada, or in a single sector of the real estate investment space (e.g., office, industrial, retail or rental housing) or making non-controlling investments in public and private debt and equity securities and/or investment funds that may have the same or similar investment objectives or guidelines as us or investments, including those raised by us and one or more managed accounts (or other similar arrangements structured through an entity) for the benefit of one or more specific investors (or related group of investors) which, in each case, may have investment objectives or guidelines that overlap with ours. See “—Certain Other Blackstone Accounts have similar or overlapping investment objectives and guidelines, and we will not be allocated certain opportunities and may be allocated only opportunities with lower relative returns.” In particular, we expect that there will be overlap of real estate and real estate debt investment opportunities with certain Other Blackstone Accounts that are actively investing and similar overlap with future Other Blackstone Accounts. The closing of an Other Blackstone Account could result in the reallocation of Blackstone personnel, including reallocation of existing real estate professionals, to such Other Blackstone Account. In addition, potential investments that may be suitable for us may be directed toward such Other Blackstone Account.

***Blackstone’s potential involvement in financing a third party’s purchase of assets from us could lead to potential or actual conflicts of interest.***

We may from time to time dispose of all or a portion of an investment by way of a third-party purchaser’s bid where Blackstone or one or more Other Blackstone Accounts is providing financing as part of such bid or acquisition of the investment or underlying assets thereof. This may include the circumstance where Blackstone or one or more Other Blackstone Accounts is making commitments to provide financing at or prior to the time such third-party purchaser commits to purchase such investments or assets from us. Such involvement of Blackstone or one or more Other Blackstone Accounts as such a provider of debt financing in connection with the potential acquisition of portfolio investments by third parties from us may give rise to potential or actual conflicts of interest.

***We may provide debt financing in connection with acquisitions by third parties of assets owned by Other Blackstone Accounts.***

We may provide financing as part of a third-party purchaser’s bid or acquisition of (or investment in) a portfolio entity (or the underlying assets of) owned by one or more Other Blackstone Accounts (or in connection with the acquisitions by one or more Other Blackstone Accounts or their affiliates of assets or interests (and/or portfolios thereof) owned by a third party). This may include making commitments to provide financing at, prior to or around the time that any such purchaser commits to or makes such investments. We may make investments and provide debt financing with respect to portfolio entities in which Other Blackstone Accounts and/or affiliates hold or subsequently acquire an interest. While the terms and conditions of any such arrangements will generally be on market terms, the involvement of the Other Blackstone Accounts or affiliates in such transactions may affect credit

decisions and the terms of such transactions or arrangements and/or may otherwise influence the Adviser's decisions, which will give rise to potential or actual conflicts of interest and which may adversely impact us. For example, such transactions may involve the partial or complete payoff of such loans (with related proceeds being received by the applicable Other Blackstone Accounts) and/or otherwise result in restructurings of terms and pricing relating to such existing loans with the borrowers thereof in respect of which such Other Blackstone Accounts may receive refinancing proceeds and/or a retained interest in such loans in accordance with such restructuring arrangements. Additionally, in certain situations we may not commit to provide financing until a third party has committed to make a deposit in connection with the acquisition of an investment from an Other Blackstone Account, which may result in us being disadvantaged in the overall bid process or potentially not consummating the investment.

***Disputes between Blackstone and our joint venture partners who have pre-existing investments with Blackstone may affect our investments relating thereto.***

Some of the third-party operators and joint-venture partners with which the Adviser may elect to co-invest our capital may have pre-existing investments with Blackstone. The terms of these preexisting investments may differ from the terms upon which we invest with such operators and partners. To the extent a dispute arises between Blackstone and such operators and partners, our investments relating thereto may be affected.

***Certain principals and employees will, in certain circumstances, be involved in and have a greater financial interest in the performance of Other Blackstone Accounts, and such activities may create conflicts of interest in making investment decisions on our behalf.***

Certain Blackstone personnel will, in certain circumstances, be subject to a variety of conflicts of interest relating to their responsibilities to us, Other Blackstone Accounts and portfolio entities, and their outside personal or business activities, including as members of investment or advisory committees or boards of directors of or advisors to investment funds, corporations, foundations or other organizations. Such positions create a conflict if such other entities have interests that are adverse to those of us, including if such other entities compete with us for investment opportunities or other resources. The Blackstone personnel in question may have a greater financial interest in the performance of the other entities than our performance. This involvement may create conflicts of interest in making investments on our behalf and on behalf of such other funds, accounts and other entities. Although the Adviser will generally seek to minimize the impact of any such conflicts, there can be no assurance they will be resolved favorably for us. Also, Blackstone personnel are generally permitted to invest in alternative investment funds, private equity funds, real estate funds, hedge funds and other investment vehicles, as well as engage in other personal trading activities relating to companies, assets, securities or instruments (subject to Blackstone's Code of Ethics requirements), some of which will involve conflicts of interests. Such personal securities transactions will, in certain circumstances, relate to securities or instruments, which can be expected to also be held or acquired by us or Other Blackstone Accounts, or otherwise relate to companies or issuers in which we have or acquire a different principal investment (including, for example, with respect to seniority). There can be no assurance that conflicts of interest arising out of such activities will be resolved in our favor. Investors will not receive any benefit from any such investments, and the financial incentives of Blackstone personnel in such other investments could be greater than their financial incentives in relation to us.

In addition, Blackstone has entered, and it can be expected that Blackstone in the future will enter, into strategic relationships with certain investors (and/or one or more of their affiliates) that involve an overall relationship with Blackstone (which will afford such investor special rights and benefits) for such investor's (and/or one or more of their affiliates') investments in one or more Other Blackstone Accounts ("Strategic Relationships"). A Strategic Relationship may involve an investor agreeing to make a capital commitment to two or more Other Blackstone Accounts, including but not limited to the Company. A Strategic Relationship may also involve Blackstone or its affiliate contributing cash or other assets to support certain return targets with respect to an investment in one or more Other Blackstone Accounts through a Strategic Relationship, which investment returns may also be subject to additional incentive or other fees payable to Blackstone if satisfied in accordance with the terms of the Strategic Relationship program. As a result, Blackstone may be incentivized to allocate investment opportunities to certain Other Blackstone Accounts or source investment opportunities for Strategic Relationships.

***The Adviser may face conflicts of interests in choosing our service providers and certain service providers may provide services to the Dealer Manager, the Adviser or Blackstone on more favorable terms than those payable by us.***

Pursuant to the terms of our Advisory Agreement, the Adviser may retain, for and on our behalf and at our expense, the services of certain other persons and firms as the Adviser deems necessary or advisable in connection with our management as operations. Certain third-party advisors and other service providers and vendors to us (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, title agents, loan servicing and administration providers, property managers and investment or commercial banking firms) are owned by Blackstone, us or Other Blackstone Accounts or provide goods or services to, or have other business, personal, financial or other relationships with, Blackstone, the Other Blackstone Accounts and their portfolio entities, the Dealer Manager, the Adviser and affiliates and personnel of the foregoing. Also, advisors, lenders, investors, commercial counterparties, vendors and service providers (including any of their affiliates or personnel) to us could have other commercial or personal



relationships with Blackstone, Other Blackstone Accounts and their respective affiliates, personnel or family members of personnel of the foregoing. Expenses allocable to us may increase where service providers are retained to provide services to us.

Certain advisors and service providers (including law firms) may temporarily provide their personnel to Blackstone, us or Other Blackstone Accounts or their portfolio companies pursuant to various arrangements including at cost or at no cost. In certain circumstances, we may also have significant control in selecting individuals or dedicated teams at such advisors and service providers and in determining their compensation. While often we and such Other Blackstone Accounts and their portfolio companies are the beneficiaries of these types of arrangements, Blackstone is from time to time a beneficiary of these arrangements as well, including in circumstances where the advisor or service provider also provides services to us in the ordinary course. Such personnel may provide services in respect of multiple matters, including in respect of matters related to Blackstone, its affiliates and/or portfolio companies and any costs of such personnel may be allocated accordingly.

Although Blackstone selects service providers and vendors it believes are most appropriate in the circumstances based on its knowledge of such service providers and vendors (which knowledge is generally greater in the case of service providers and vendors that have other relationships to Blackstone), the relationship of service providers and vendors to Blackstone as described above will, in certain circumstances, influence Blackstone in deciding whether to select, recommend or form such an advisor or service provider to perform services for us, the cost of which will generally be borne directly or indirectly by us, and incentivize Blackstone to engage such service provider over a third party, utilize the services of such service providers and vendors more frequently than would be the case absent the conflict, or to cause us to pay such service providers and vendors higher fees or commissions than would be the case absent the conflict. The incentive could be created by current income and/or the generation of enterprise value in a service provider or vendor; Blackstone may also have an incentive to invest in or create service providers and vendors to realize on these opportunities. Furthermore, Blackstone will from time to time encourage third-party service providers to Other Blackstone Accounts to use other service providers and vendors in which Blackstone has an interest, and Blackstone has an incentive to use third-party service providers who do so as a result of the additional business for the related service providers and vendors. Fees paid to or value created in these service providers and vendors do not offset or reduce the Adviser's management fee and are not otherwise shared with us.

In the case of brokers of securities, our sponsor has a best execution policy that it updates from time to time to comply with regulatory requirements in applicable jurisdictions.

Blackstone, Other Blackstone Accounts, portfolio entities, and personnel and related parties of the foregoing will receive fees and compensation, including performance-based and other incentive fees, for products and services provided to us, such as fees for asset, development and property management; arranging, underwriting, syndication or refinancing of a loan or investment (or other additional fees, including acquisition fees, loan modification or restructuring fees); loan servicing; special servicing; other servicing; administrative services; advisory services on purchase or sale of an asset or company; other advisory services; investment banking and capital market services; placement agent services; fund administration; internal legal and tax planning services; information technology products and services; insurance procurement; brokerage solutions and risk management services; data extraction and management products and services; fees for monitoring and oversight of loans, property, title and/or other types of insurance and related services; and other products and services (including but not limited to restructuring, consulting, monitoring, commitment, syndication, origination, organizational and financing, and divestment services). Such parties will also provide products and services for fees to Blackstone, Other Blackstone Accounts and portfolio entities, and their personnel and related parties, as well as third parties. Through its Innovations group, Blackstone incubates businesses that can be expected to provide goods and services to us, our portfolio properties, Other Blackstone Accounts and their affiliates, as well as other Blackstone related parties and third parties. By contracting for a product or service from a business related to Blackstone, we would provide not only current income to the business and its stakeholders, but could also create significant enterprise value in them, which would not be shared with us or our stockholders and could benefit Blackstone directly and indirectly. Also, Blackstone, Other Blackstone Accounts and portfolio entities, and their personnel and related parties will, in certain circumstances, receive compensation or other benefits, such as through additional ownership interests or otherwise, directly related to the consumption of products and services by us. We will incur expense in negotiating for any such fees and services. Finally, Blackstone and its personnel and related parties may also receive compensation for origination expenses and with respect to unconsummated transactions.

Portfolio entities of Other Blackstone Accounts are and will be counterparties or participants in agreements, transactions and other arrangements with us for the provision of goods and services, purchase and sale of assets and other matters. In addition, certain of our portfolio entities may be counterparties or participants in agreements, transactions and other arrangements with Other Blackstone Accounts for the provision of goods and services, purchase and sale of assets and other matters. These agreements, transactions and other arrangements will involve payment of fees and other amounts, none of which will result in any offset to the management fees we pay to the Adviser notwithstanding that some of the services provided by such portfolio entity are similar in nature to the services provided by the Adviser. Generally, we may engage Blackstone-affiliated portfolio entities or allow our portfolio entities to be engaged by Blackstone-affiliated entities only if a majority of our board of directors, and a majority of the affiliate transaction committee (which is comprised of each of our independent directors) not otherwise interested in the transaction approve the

transaction as being fair and reasonable to us and on terms and conditions no less favorable to us than those available from unaffiliated third parties.

We may engage portfolio entities of Other Blackstone Accounts and Other Blackstone Accounts may engage our portfolio entities to provide some or all of the following services: (a) corporate support services (including, without limitation, accounting/audit (including valuation support services), account management, corporate secretarial services, data management, directorship services, finance/budget, human resources, information technology, judicial processes, legal, operational coordination (i.e., coordination with JV partners, property managers), risk management, tax and treasury; (b) loan management (including, without limitation, monitoring, restructuring and work-out of performing, sub-performing and nonperforming loans, loan servicing and administrative services, and cash management); (c) management services (i.e., management by a portfolio entity, Blackstone affiliate or third party (e.g., a third-party manager) of operational services); (d) operational services (i.e., general management of day to day operations, including, without limitation, construction management, leasing services, project management and property management); and (e) transaction support services (including, without limitation, managing relationships with brokers and other potential sources of investments, identifying potential investments, coordinating with investors, assembling relevant information, conducting financial and market analyses and modelling, coordinating closing/post-closing procedures for acquisitions, dispositions and other transactions, coordination of design and development works, overseeing brokers, lawyers, accountants and other advisors, providing legal and accounting services, assistance with due diligence, preparation of project feasibilities, site visits, and specification of technical analysis and review of (i) design and structural work, (ii) architectural, façade and external finishes, (iii) certifications, (iv) operations and maintenance manuals and (v) statutory documents).

Such portfolio entities of Other Blackstone Accounts that can be expected to provide services to us include, without limitation, the following, and may include additional portfolio entities that may be formed or acquired in the future:

*LivCor.* We have engaged LivCor, L.L.C., a portfolio company owned by a Blackstone-advised fund for certain of our rental housing properties.

*Equity Office Management/Equity Office Properties.* We have engaged Equity Office Management, L.L.C., a portfolio company owned by Blackstone-advised funds for certain of our office properties.

*ShopCore.* We have engaged ShopCore Properties TRS Management LLC, a portfolio company owned by a Blackstone-advised fund for certain of our retail properties.

*Link.* We have engaged Link Industrial Properties Holdco LLC, a portfolio company owned by a Blackstone-advised fund for certain of our industrial properties.

*BRE Hotels and Resorts.* We have engaged BRE Hotels & Resorts LLC, a portfolio company controlled (but not owned) by a Blackstone-advised fund for certain of our hotel properties.

*Longview.* We have engaged Longview Senior Housing Advisors, LLC, a portfolio company owned by a Blackstone-advised fund for certain of our senior living rental housing properties.

*Revantage.* We have engaged Revantage Corporate Services, LLC and Revantage Global Services Europe S.à r.l. (collectively “Revantage”), portfolio companies owned by Blackstone-advised investment vehicles, to provide, as applicable, corporate support services (including, without limitation, accounting, legal, tax, treasury, valuation services, information technology and data management) and transaction support services to certain of our investments directly.

*BeamLiving.* We have engaged Beam Living, a portfolio company owned by a Blackstone-advised fund for certain of our residential properties.

*Binominal.* We have engaged Binomial Real Estate, LLC (“Binomial”), an affiliate of Blackstone, to provide loan servicing for re-performing loans and other debt investments held by us and other services, including, without limitation, administrative, collection and transaction support services.

We compensate these service providers and vendors owned by the Other Blackstone Accounts for services rendered to us, including through promote or other incentive-based compensation payable to their management teams and other related parties. The incentive-based compensation paid with respect to a portfolio entity or property will vary from the incentive based compensation paid with respect to other portfolio entities and properties; as a result the management team or other related parties may have greater incentives with respect to certain properties and portfolio entities relative to others, and the performance of certain properties and portfolio entities may provide incentives to retain management that also service other properties and portfolio entities. Such service providers and vendors may charge for certain goods and services at rates generally consistent with those available in the market for similar

goods and services. The discussion regarding the determination of market rates below applies equally in respect of the fees and expenses of the portfolio entity service providers, if charged at rates generally consistent with those available in the market. Such service providers and vendors may also pass through expenses for other services on a cost reimbursement, no-profit or break-even basis, in which case the service provider allocates costs and expenses directly associated with work performed for our benefit to us, along with any related tax costs and an allocation of the service provider's overhead, including any of the following: salaries, wages, benefits and travel expenses; marketing and advertising fees and expenses; legal, accounting and other professional fees and disbursements; office space and equipment; insurance premiums; technology expenditures, including hardware and software costs; costs to engage recruitment firms to hire employees; diligence expenses; one-time costs, including costs related to building-out and winding-down a portfolio property; taxes; and other operating and capital expenditures. Any of the foregoing costs, although allocated in a particular period, will, in certain circumstances, relate to activities occurring outside the period, and therefore we could pay more than our pro rata portion of fees for services. The allocation of overhead among the entities and assets to which services are provided can be expected to be based on any of a number of different methodologies, including, without limitation, "cost" basis as described above, "revenue" basis, "time-allocation" basis, "per unit" basis, "per square footage" basis or "fixed percentage" basis. There can be no assurance that a different manner of allocation would result in our bearing less or more costs and expenses. A service provider may subcontract certain of its responsibilities to other portfolio entities. In such circumstances, the relevant subcontractor could invoice the portfolio entity for fees (or in the case of a cost reimbursement arrangement, for allocable costs and expenses) in respect of the services provided by the subcontractor. The portfolio entity, if charging on a cost reimbursement, no-profit or break-even basis, would in turn allocate those costs and expenses as it allocates other fees and expenses as described above. Similarly, Other Blackstone Accounts, their portfolio entities and Blackstone may engage our portfolio entities, including Simply Self Storage, QTS Realty Trust, Home Partners of America, American Campus Communities, April Housing and any of our future portfolio entities, to provide services, and these portfolio entities will generally charge for services in the same manner described above, but we generally will not be reimbursed for any costs (such as start-up costs) relating to such portfolio entity incurred prior to such engagement.

We, Other Blackstone Accounts and their affiliates are expected to enter into joint ventures with third parties to which the service providers and vendors described above will provide services. In some of these cases, the third-party joint venture partner may negotiate to not pay its pro rata share of fees, costs and expenses to be allocated as described above, in which case we, Other Blackstone Accounts and their affiliates that also use the services of the portfolio entity service provider will, directly or indirectly, pay the difference, or the portfolio entity service provider will bear a loss equal to the difference. Portfolio entity service providers described in this section are generally owned and controlled by one or more Blackstone funds such as Other Blackstone Accounts. In certain instances a similar company could be owned or controlled by Blackstone directly. Service providers described in this risk factor are generally owned and controlled by a Blackstone fund, such as the Other Blackstone Accounts.

Blackstone has a general practice of not entering into any arrangements with advisors, vendors or service providers that provide lower rates or discounts to Blackstone itself compared to those available to us for the same services. However, legal fees for unconsummated transactions are often charged at a discount rate, such that if we consummate a higher percentage of transactions with a particular law firm than Blackstone, Other Blackstone Accounts and their affiliates, we could indirectly pay a higher net effective rate for the services of that law firm than Blackstone or Other Blackstone Accounts or their affiliates. Also, advisors, vendors and service providers often charge different rates or have different arrangements for different types of services. For example, advisors, vendors and service providers often charge fees based on the complexity of the matter as well as the expertise and time required to handle it. Therefore, to the extent the types of services used by us are different from those used by Blackstone, Other Blackstone Accounts and their affiliates and personnel, we can be expected to pay different amounts or rates than those paid by such other persons. Similarly, Blackstone, the Other Blackstone Accounts and affiliates and we can be expected to enter into agreements or other arrangements with vendors and other similar counterparties (whether such counterparties are affiliated or unaffiliated with Blackstone) from time to time whereby such counterparty will, in certain circumstances, charge lower rates (or no fee) or provide discounts or rebates for such counterparty's products or services depending on the volume of transactions in the aggregate or other factors.

In addition to the service providers (including portfolio entity service providers) and vendors described above, we will engage in transactions with one or more businesses that are owned or controlled by Blackstone directly, not through one of its funds, including the businesses described below. These businesses will, in certain circumstances, also enter into transactions with other counterparties of ours. Blackstone could benefit from these transactions and activities through current income and creation of enterprise value in these businesses. Furthermore, Blackstone will from time to time encourage our third-party service providers to use other Blackstone-affiliated service providers and vendors in connection with our business and the business of portfolio entities and unaffiliated entities, and Blackstone has an incentive to use third-party service providers who do so as a result of the indirect benefit to Blackstone and additional business for the related service providers and vendors. No fees charged by these service providers and vendors will offset or reduce the Adviser's management fees. Furthermore, Blackstone, the Other Blackstone Accounts and their affiliates and related parties will use the services of these Blackstone affiliates, including at different rates. Although Blackstone believes the services provided by its affiliates are equal or better than those of third parties, Blackstone directly benefits from the engagement of these affiliates, and there is therefore an inherent conflict of interest.

Blackstone-affiliated service providers and vendors, include, without limitation:

*CTIMCO.* CT Investment Management LLC (“CTIMCO”), is the investment management business operated by Blackstone Real Estate Debt Strategies that specializes in real estate-related debt investments with a focus on mortgage loans that are backed by commercial real estate assets, which may be engaged by us and Other Blackstone Accounts as a special servicer. Special servicers are responsible for managing underlying loans of the CMBS that are in default, including exercising remedies. The fees for special servicers are set forth in a pooling and servicing arrangement at the creation of the CMBS. See “—General Risks Related to Investments in Real Estate Debt—There are certain risks associated with the servicers of commercial real estate loans underlying CMBS and other investments.” In cases where we and/or Other Blackstone Accounts control the controlling class of securities in a CMBS that has the power to appoint or remove the special servicer, we and/or Other Blackstone Accounts may determine to appoint or replace an existing third party special servicer with CTIMCO. In any such replacement, CTIMCO would be entitled to receive the same fees that the former third party special servicer was entitled to receive (including any arrangements, if any, entered into with the former special servicer by which the special servicer agreed to share a portion of its fee with us and/or Other Blackstone Accounts pro rata based on ownership of the controlling class of the CMBS). As special servicer, CTIMCO would be obligated to act in the best interests of all holders of securities of the CMBS, not just the class or classes of securities held by us. As a result, CTIMCO may not always act in our best interest.

*LNLS.* Lexington National Land Services (“LNLS”) is a Blackstone affiliate that (i) acts as a title agent in facilitating and issuing title insurance, (ii) provides title support services for title insurance underwriters and (iii) acts as escrow agent in connection with investments by us, Other Blackstone Accounts and their affiliates and related parties, and third parties. In exchange for such services LNLS earns fees, which would have otherwise been paid to third parties. If LNLS is involved in a transaction in which we participate, LNLS will benchmark such fees to the extent market data is available except when LNLS is providing such services in a state where the insurance premium or escrow fee, as applicable, is regulated by the state or when LNLS is part of a syndicate of title insurance companies where the insurance premium is negotiated by other title insurance underwriters or their agents.

Certain Blackstone-affiliated service providers and their respective personnel will receive a management promote, an incentive fee and other performance-based compensation in respect of our investments or overall performance, which could be in the form of shares of our common stock. Furthermore, Blackstone-affiliated service providers can be expected to charge costs and expenses based on allocable overhead associated with personnel working on relevant matters (including salaries, benefits and other similar expenses), provided that these amounts will not exceed market rates as determined to be appropriate under the circumstances. Generally, we may engage Blackstone-affiliated service providers only if a majority of our board of directors, and a majority of the affiliate transaction committee (which is comprised of each of our independent directors), not otherwise interested in the transaction approve the transaction as being fair and reasonable to us and on terms and conditions no less favorable to us than those available from unaffiliated third parties.

The Adviser and its affiliates will make determinations of market rates (i.e., rates that fall within a range that the Adviser and its affiliates has determined is reflective of rates in the applicable market and certain similar markets, though not necessarily equal to or lower than the median rate of comparable firms) based on its consideration of a number of factors, which are generally expected to include the experience of the Adviser and its affiliates with non-affiliated service providers as well as benchmarking data and other methodologies determined by the Adviser and its affiliates to be appropriate under the circumstances. In respect of benchmarking, while Blackstone often obtains benchmarking data regarding the rates charged or quoted by third parties for services similar to those provided by Blackstone affiliates in the applicable market or certain similar markets, relevant comparisons may not be available for a number of reasons, including, without limitation, as a result of a lack of a substantial market of providers or users of such services or the confidential or bespoke nature of such services (e.g., within property management services, different assets may receive different property management services). In addition, benchmarking data is based on general market and broad industry overviews, rather than determined on an asset by asset basis. As a result, benchmarking data does not take into account specific characteristics of individual assets then owned or to be acquired (such as location or size), or the particular characteristics of services provided. For these reasons, such market comparisons may not result in precise market terms for comparable services. Expenses to obtain benchmarking data will be borne by us or by Other Blackstone Accounts and will not offset the management fee we pay to the Adviser. Finally, in certain circumstances third-party benchmarking may be considered unnecessary, including because the price for a particular good or service is mandated by law (e.g., title insurance in rate regulated states). Some of the services performed by Blackstone-affiliated service providers could also be performed by our sponsor from time to time and vice versa. Fees paid by us to Blackstone-affiliated service providers do not offset or reduce the management fee we pay to the Adviser and are not otherwise shared with us.

For more information regarding our relationships with Blackstone entities providing services to us or our subsidiaries, see “Selected Information Regarding our Operations—Related Party Transactions” in the Prospectus, and “Related Party Transactions” in the notes to our consolidated financial statements appearing in this Annual Report on Form 10-K, each as incorporated herein by reference.

Blackstone and Other Blackstone Accounts operate in multiple industries, including the real estate related information technology industry, and provide products and services to or otherwise contract with us, among others. In connection with any such investment,

Blackstone and Other Blackstone Accounts (or their respective portfolio entities and personnel and related parties) can be expected to make referrals or introductions to us or other portfolio entities in an effort, in part, to increase the customer base of such companies or businesses or because such referrals or introductions will, in certain circumstances, result in financial benefits, such as cash payments, additional equity ownership, participation in revenue share, accruing to the party making the introduction. In the alternative, Blackstone may form a joint venture (or other business relationship) with such a portfolio entity to implement such arrangements, pursuant to which the joint venture or business provides services (including, without limitation, corporate support services, loan management services, management services, operational services, risk management services, data management services, consulting services, brokerage services, insurance procurement, placement, brokerage and consulting services, and other services to such portfolio entities) that are referred to the joint venture or business by Blackstone. Such joint venture or business could use data obtained from such portfolio entities. We typically will not share in any fees, economics, equity or other benefits accruing to Blackstone, Other Blackstone Accounts and their respective portfolio entities as a result of such introduction.

We will enter into agreements regarding group procurement (such as CoreTrust, an independent group purchasing organization), benefits management, purchase of title and other insurance policies (which can be expected to include brokerage or placement thereof) and will otherwise enter into operational, administrative or management related initiatives. Blackstone will allocate the cost of these various services and products purchased on a group basis among us, Other Blackstone Accounts and portfolio entities. Some of these arrangements result in commissions, discounts, rebates or similar payments to Blackstone and its personnel, or Other Blackstone Accounts and their portfolio entities, including as a result of transactions entered into by us, and such commissions or payment will not offset the management fee payable to the Adviser. Blackstone can be expected to also receive consulting, usage or other fees from the parties to these group procurement arrangements. To the extent that a portfolio entity of an Other Blackstone Account is providing such a service, such portfolio entity and such Other Blackstone Account will benefit. Further, the benefits received by the particular portfolio entity providing the service will, in certain circumstances, be greater than those received by us in receiving the service. Conflicts exist in the allocation of the costs and benefits of these arrangements.

We will purchase or bear premiums, fees, costs and expenses (including any expenses or fees of insurance brokers) to insure us, our portfolio properties, the Adviser, Blackstone and their respective directors, officers, employees, agents and representatives and other indemnified parties, against liability in connection with our activities. This includes a portion of any premiums, fees, costs and expenses for one or more “umbrella”, group or other insurance policies maintained by Blackstone that cover one or more of us and Other Blackstone Accounts, the Adviser and Blackstone (including their respective directors, officers, employees, agents and representatives and other indemnified parties). The Adviser and its affiliates will make judgments about the allocation of premiums, fees, costs and expenses for such “umbrella”, group or other insurance policies among one or more of us and Other Blackstone Accounts, the Adviser and Blackstone on a fair and reasonable basis, in their discretion, and may make corrective allocations should they determine subsequently that such corrections are necessary or advisable. For example, some property insurance could be allocated on a property-by-property basis in accordance with the relative values of the respective assets that are insured by such policies.

Additionally, we and Other Blackstone Accounts (and their portfolio entities) will, in certain circumstances, jointly contribute to a pool of funds that can be expected to be used to pay losses that are subject to the deductibles on any group insurance policies, which contributions may similarly be allocated in accordance with the relative values of the respective assets that are insured by such policies (or other factors that Blackstone may reasonably determine).

In respect of such insurance arrangements, Blackstone may make corrective allocations from time to time should it determine subsequently that such adjustments are necessary or advisable.

We and Other Blackstone Accounts have self-insured through a captive insurance company (the “captive”) owned entirely by its participants (including us and such Other Blackstone Accounts). This arrangement is expected to provide us with greater control over our insurance program and reduce overall costs of insurance through lower premiums and reduction or elimination of insurance brokerage costs. An affiliate of our sponsor manages the captive, oversees its operations and service providers, provides a guarantee for a letter of credit to help capitalize it and receives a fee based on a percentage of the premiums (subject to the benchmarking process described above). A third-party insurance services firm will provide brokerage, administration and insurer management services. The fees and expenses of the captive, including insurance premiums and fees paid to its manager, will be borne by us and Other Blackstone Accounts pro rata based on estimates of insurance premiums that would have been payable for each party’s respective properties, as benchmarked by third parties, and will be paid by each participant annually. While we do not expect to provide any funding in addition to such annual contribution, it is possible that each member of the captive, including us, is required to make additional capital contributions in certain circumstances. While the captive is expected to be beneficial to us, there can be no assurance that different allocations or arrangements than those described above would not result in us and our portfolio properties bearing less (or more) premiums, deductibles, fees, costs and expenses for insurance policies relative to Other Blackstone Accounts or otherwise.

Blackstone or an affiliate of Blackstone formed in the future may provide data management services to portfolio properties and may also provide such services directly to us and Other Blackstone Accounts (collectively, “Data Holders”). Such services may include

assistance with obtaining, analyzing, curating, processing, packaging, organizing, mapping, holding, transforming, enhancing, marketing and selling such data (among other related data management and consulting services) for monetization through licensing or sale arrangements with third parties and, subject to the requirements under our charter (including any necessary approval of by our board of directors, including a majority of our independent directors not interested in the transaction) and any other applicable contractual limitations, with us, Other Blackstone Accounts, portfolio properties and other Blackstone affiliates and associated entities (including funds in which Blackstone and Other Blackstone Accounts make investments, and portfolio entities thereof). Where Blackstone believes appropriate, data from one Data Holder may be pooled with data from other Data Holders. Any revenues arising from such pooled data sets would be allocated between applicable Data Holders on a fair and reasonable basis as determined by Blackstone in its discretion, with Blackstone able to make corrective allocations should it determine subsequently that such corrections were necessary or advisable. Blackstone is expected to receive compensation for such data management services, which may include a percentage of the revenues generated through any licensing or sale arrangements with respect to the relevant data, and which compensation is also expected to include fees, royalties and cost and expense reimbursement (including start-up costs and allocable overhead associated with personnel working on relevant matters (including salaries, benefits and other similar expenses). Additionally, Blackstone is also expected to determine to share the products from such data management services within Blackstone or its affiliates (including Other Blackstone Accounts or their portfolio entities) at no charge and, in such cases, the Data Holders may not receive any financial or other benefit from having provided such data to Blackstone. The potential receipt of such compensation by Blackstone may create incentives for the Adviser to cause us to invest in portfolio entities with a significant amount of data that it might not otherwise have invested in or on terms less favorable than it otherwise would have sought to obtain.

***We may be subject to potential conflicts of interest as a consequence of family relationships that Blackstone employees have with other real estate professionals.***

Additionally, certain personnel and other professionals of Blackstone have family members or relatives that are actively involved in industries and sectors in which we invest or have business, personal, financial or other relationships with companies in such industries and sectors (including the advisors and service providers described above) or other industries, which gives rise to potential or actual conflicts of interest. For example, such family members or relatives might be officers, directors, personnel or owners of companies or assets which are actual or potential investments of us or our other counterparties and portfolio properties. Moreover, in certain instances, we can be expected to purchase or sell companies or assets from or to, or otherwise transact with, companies that are owned by such family members or relatives or in respect of which such family members or relatives have other involvement. In most such circumstances, we will not be precluded from undertaking any of these investment activities or transactions. To the extent Blackstone determines appropriate, conflict mitigation strategies may be put in place with respect to a particular circumstance, such as internal information barriers or recusal, disclosure or other steps determined appropriate by the Adviser.

***We are subject to conflicts of interest related to tenants.***

Certain properties owned by us and/or an Other Blackstone Account will, in certain circumstances, be leased out to tenants that are affiliates of Blackstone, including but not limited to Other Blackstone Accounts and/or their respective portfolio companies, which would give rise to a conflict of interest. In such events, the Adviser will endeavor to ensure that such conflicts are resolved in a fair and equitable manner, subject to applicable oversight of the board of directors.

***We are party to an uncommitted line of credit with an affiliate of Blackstone.***

We have entered into an uncommitted line of credit with Blackstone Holdings Finance Co. L.L.C., an affiliate of Blackstone, pursuant to which we may borrow up to \$75.0 million at an interest rate equal to the then-current interest rate offered by an unaffiliated third-party lender or, if no such rate is available, the SOFR rate applicable to such Loan plus 2.50%. Because this line of credit is with an affiliate of Blackstone, the terms of the agreement were not negotiated at arm's-length. Blackstone may face conflicts of interest in connection with any borrowings or disputes under this uncommitted line of credit.

***The personnel of the Dealer Manager and the Adviser may trade in securities for their own accounts, subject to restrictions applicable to Blackstone personnel.***

The officers, directors, members, managers and employees of the Dealer Manager and the Adviser can be expected to trade in securities and make personal investments for their own accounts, subject to restrictions and reporting requirements as may be required by law and Blackstone policies, or otherwise determined from time to time by the Dealer Manager or the Adviser. Such personal securities transactions and investments will, in certain circumstances, result in conflicts of interest, including to the extent they relate to (i) a company in which we hold or acquire an interest (either directly through a privately negotiated investment or indirectly through the purchase of securities or other traded instruments related thereto) and (ii) entities that have interests which are adverse to ours or pursue similar investment opportunities as us.



***We have and continue to expect to have a diverse stockholder group and the interests of our stockholders may conflict with one another and may conflict with the interests of investors in other vehicles that we co-invest with.***

Our stockholders may have conflicting investment, tax and other interests with respect to their investments in us and with respect to the interests of investors in other investment vehicles managed or advised by the Adviser or its affiliates that participate in the same investments as us. The conflicting interests of individual stockholders with respect to other stockholders and relative to investors in other investment vehicles and investors relate to, among other things, the nature, structuring, financing, tax profile and timing of disposition of investments. In certain circumstances, we may provide financing, guarantees, enter into currency or derivative transactions or other similar arrangements for access funds primarily created to hold shares of our common stock, including in order to support currency hedging programs at such access funds. These arrangements may cause us to use our funds for such arrangements as opposed to alternative uses and could expose us to certain risks. The Adviser may as a result have conflicts in making these decisions, which may be more beneficial for one or more (but not all) stockholder than for other stockholders. In addition, we may make investments that may have a negative impact on related investments made by the stockholders in separate transactions. In selecting and structuring investments appropriate for us, the Adviser considers the investment, tax and other objectives of us (including our qualification as a REIT) and our stockholders (and those of investors in other investment vehicles managed or advised by the Adviser or its affiliates) that participate in the same investments as us, not the investment, tax or other objectives of any stockholder individually. In addition, certain investors may also be limited partners in Other Blackstone Accounts, including supplemental capital vehicles and co-investment vehicles that invest alongside us in one or more investments, which could create conflicts for the Adviser in the treatment of different investors.

Stockholders may also include affiliates of Blackstone, such as Other Blackstone Accounts, affiliates of portfolio entities, charities or foundations associated with Blackstone personnel and current or former Blackstone personnel, Blackstone's senior advisors and operating partners, and any such affiliates, funds or persons may also invest in us. Except as provided in our charter, all of these Blackstone-related stockholders will have equivalent rights to vote and withhold consents as nonrelated stockholders. Nonetheless, Blackstone may have the ability to influence, directly or indirectly, these Blackstone-related stockholders.

***We may be subject to additional potential conflicts of interests as a consequence of Blackstone's status as a public company.***

As a consequence of Blackstone's status as a public company, our officers, directors, members, managers and employees and those of the Adviser may take into account certain considerations and other factors in connection with the management of the business and affairs of us and our affiliates that would not necessarily be taken into account if Blackstone were not a public company.

***We, Other Blackstone Accounts and their portfolio entities may engage in permissible political activities with the intent of furthering our or their business interests or otherwise.***

We, Other Blackstone Accounts and their portfolio entities may, in the ordinary course of our or their respective businesses, make political contributions to elected officials, candidates for elected office or political organizations, hire lobbyists or engage in other permissible political activities with the intent of furthering our or their business interests or otherwise. In certain circumstances, there may be initiatives where such activities are coordinated by Blackstone for the benefit of us, Other Blackstone Accounts and/or their portfolio entities. The interests advanced by a portfolio entity through such activities may, in certain circumstances, not align with or be adverse to our interests, the interests of our stockholders or the interests of Other Blackstone Accounts or their other portfolio entities. The costs of such activities may be allocated among us, Other Blackstone Accounts and their portfolio entities (and borne indirectly by our stockholders). While the costs of such activities will typically be borne by the entity undertaking such activities, such activities may also directly or indirectly benefit us, Other Blackstone Accounts, their portfolio entities or Blackstone. There can be no assurance that any such activities will be successful in advancing our interests or the interests of Other Blackstone Accounts or a portfolio entity or otherwise benefit such entities.

## **Risks Related to our REIT Status and Certain Other Tax Items**

***If we do not maintain our qualification as a REIT, we will be subject to tax as a regular corporation and could face a substantial tax liability.***

We expect to continue to operate so as to qualify as a REIT under the Code. However, qualification as a REIT involves the application of highly technical and complex Code provisions for which only a limited number of judicial or administrative interpretations exist. Notwithstanding the availability of cure provisions in the Code, various compliance requirements could be failed, which could jeopardize our REIT status. Furthermore, new tax legislation, administrative guidance or court decisions, in each instance potentially

with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT. If we fail to qualify as a REIT in any tax year, then:

- we would be taxed as a regular domestic corporation, which under current laws, among other things, means being unable to deduct distributions to stockholders in computing taxable income and being subject to U.S. federal income tax on our taxable income at regular corporate income tax rates;
- any resulting tax liability could be substantial and could have a material adverse effect on our book value;
- unless we were entitled to relief under applicable statutory provisions, we would be required to pay taxes, and therefore, our cash available for distribution to stockholders would be reduced for each of the years during which we did not qualify as a REIT and for which we had taxable income; and
- we generally would not be eligible to requalify as a REIT for the subsequent four full taxable years.

***To maintain our REIT status, we may have to borrow funds on a short-term basis during unfavorable market conditions.***

To qualify as a REIT, we generally must distribute annually to our stockholders a minimum of 90% of our net taxable income, determined without regard to the dividends-paid deduction and excluding net capital gains. We will be subject to regular corporate income taxes on any undistributed REIT taxable income each year. Additionally, we will be subject to a 4% nondeductible excise tax on any amount by which distributions paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from previous years. Payments we make to our stockholders under our share repurchase plan will not be taken into account for purposes of these distribution requirements. If we do not have sufficient cash to make distributions necessary to preserve our REIT status for any year or to avoid taxation, we may be forced to borrow funds or sell assets even if the market conditions at that time are not favorable for these borrowings or sales. These options could increase our costs or reduce our equity.

***Compliance with REIT requirements may cause us to forego otherwise attractive opportunities, which may hinder or delay our ability to meet our investment objectives and reduce your overall return.***

To qualify as a REIT, we are required at all times to satisfy tests relating to, among other things, the sources of our income, the nature and diversification of our assets, the ownership of our stock and the amounts we distribute to our stockholders. Compliance with the REIT requirements may impair our ability to operate solely on the basis of maximizing profits. For example, we may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution.

***Compliance with REIT requirements may force us to liquidate or restructure otherwise attractive investments.***

To qualify as a REIT, at the end of each calendar quarter, at least 75% of the value of our assets must consist of cash, cash items, government securities and qualified real estate assets. The remainder of our investments in securities (other than qualified real estate assets and government securities) generally cannot include more than 10% of the voting securities (other than securities that qualify for the straight debt safe harbor) of any one issuer or more than 10% of the value of the outstanding securities of more than any one issuer unless we and such issuer jointly elect for such issuer to be treated as a “taxable REIT subsidiary” under the Code. Debt will generally meet the “straight debt” safe harbor if the debt is a written unconditional promise to pay on demand or on a specified date a certain sum of money, the debt is not convertible, directly or indirectly, into stock, and the interest rate and the interest payment dates of the debt are not contingent on the profits, the borrower’s discretion, or similar factors. Additionally, no more than 5% of the value of our assets (other than government securities and qualified real estate assets) can consist of the securities of any one issuer, and no more than 20% of the value of our assets may be represented by securities of one or more taxable REIT subsidiaries. If we fail to comply with these requirements at the end of any calendar quarter, we must dispose of a portion of our assets within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions in order to avoid losing our REIT qualification and suffering adverse tax consequences. In order to satisfy these requirements and maintain our qualification as a REIT, we may be forced to liquidate assets from our portfolio or not make otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders.

***Our charter does not permit any person or group to own more than 9.9% in value or number of shares, whichever is more restrictive, of our outstanding common stock or of our outstanding capital stock of all classes or series, and attempts to acquire our common stock or our capital stock of all other classes or series in excess of these 9.9% limits would not be effective without an exemption (prospectively or retroactively) from these limits by our board of directors.***

For us to qualify as a REIT under the Code, not more than 50% of the value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals (including certain entities treated as individuals for this purpose) during the last half of a taxable year. For the purpose of assisting our qualification as a REIT for U.S. federal income tax purposes, among other purposes, our charter prohibits beneficial or constructive ownership by any person or group of more than 9.9%, in value or number of shares, whichever is more restrictive, of the outstanding shares of our outstanding common stock, or 9.9% in value or number of shares,

whichever is more restrictive, of our outstanding capital stock of all classes or series, which we refer to as the “Ownership Limit.” The constructive ownership rules under the Code and our charter are complex and may cause shares of the outstanding common stock owned by a group of related persons to be deemed to be constructively owned by one person. As a result, the acquisition of less than 9.9% of our outstanding common stock or our capital stock by a person could cause another person to constructively own in excess of 9.9% of our outstanding common stock or our capital stock, respectively, and thus violate the Ownership Limit. There can be no assurance that our board of directors, as permitted in the charter, will not decrease this Ownership Limit in the future. Any attempt to own or transfer shares of our common stock or capital stock in excess of the Ownership Limit without the consent of our board of directors will result either in the shares in excess of the limit being transferred by operation of our charter to a charitable trust, and the person who attempted to acquire such excess shares not having any rights in such excess shares, or in the transfer being void.

The Ownership Limit may have the effect of precluding a change in control of us by a third party, even if such change in control would be in the best interests of our stockholders or would result in receipt of a premium to the price of our common stock (and even if such change in control would not reasonably jeopardize our REIT status).

The exemptions to the ownership limit granted to date may limit our board of directors’ power to increase the ownership limit or grant further exemptions in the future.

***Non-U.S. holders may be subject to U.S. federal income tax upon their disposition of shares of our common stock or upon their receipt of certain distributions from us.***

In addition to any potential withholding tax on ordinary dividends, a non-U.S. holder (as such term is defined below under “Material U.S. Federal Income Tax Considerations—Taxation of U.S. Holders of Our Common Stock” in the Prospectus), other than a “qualified shareholder” or a “withholding qualified holder,” that disposes of a “U.S. real property interest” (“USRPI”) (which includes shares of stock of a U.S. corporation whose assets consist principally of USRPIs), is generally subject to U.S. federal income tax under the Foreign Investment in Real Property Tax Act of 1980, as amended (“FIRPTA”), on the amount received from such disposition. Such tax does not apply, however, to the disposition of stock in a REIT that is “domestically controlled.” Generally, a REIT is domestically controlled if less than 50% of its stock, by value, has been owned directly or indirectly by non-U.S. persons during a continuous five-year period ending on the date of disposition or, if shorter, during the entire period of the REIT’s existence. Proposed Treasury regulations issued on December 29, 2022 modify the existing criteria for qualification as a domestically controlled REIT and provide that the ownership by non-U.S. persons would be determined by looking through pass through entities and certain U.S. corporations, among others. We cannot assure you that we qualify or would qualify as a domestically controlled REIT at any time, including under the proposed regulations or the final rules if finalized in the proposed form. If we were to fail to so qualify, amounts received by a non-U.S. holder on certain dispositions of shares of our common stock (including a redemption) would be subject to tax under FIRPTA, unless (i) our shares of common stock were regularly traded on an established securities market and (ii) the non-U.S. holder did not, at any time during a specified testing period, hold more than 10% of our common stock. See “Material U.S. Federal Income Tax Considerations—Taxation of Non-U.S. Holders of Our Common Stock—Sales of Our Common Stock” in the Prospectus.

A non-U.S. holder other than a “qualified shareholder” or a “withholding qualified holder,” that receives a distribution from a REIT that is attributable to gains from the disposition of a USRPI as described above, including in connection with a repurchase of our common stock, is generally subject to U.S. federal income tax under FIRPTA to the extent such distribution is attributable to gains from such disposition, regardless of whether the difference between the fair market value and the tax basis of the USRPI giving rise to such gains is attributable to periods prior to or during such non-U.S. holder’s ownership of our common stock. In addition, a repurchase of our common stock, to the extent not treated as a sale or exchange, may be subject to withholding as an ordinary dividend. See “Material U.S. Federal Income Tax Considerations—Taxation of Non-U.S. Holders of Our Common Stock—Distributions, and—Repurchases of our Common Stock” in the Prospectus.

We seek to act in the best interests of the Company as a whole and not in consideration of the particular tax consequences to any specific holder of our stock. Potential non-U.S. holders should inform themselves as to the U.S. tax consequences, and the tax consequences within the countries of their citizenship, residence, domicile, and place of business, with respect to the purchase, ownership and disposition of shares of our common stock.

***Investments outside the United States may subject us to additional taxes and could present additional complications to our ability to satisfy the REIT qualification requirements.***

Non-U.S. investments may subject us to various non-U.S. tax liabilities, including withholding taxes. In addition, operating in functional currencies other than the U.S. dollar and in environments in which real estate transactions are typically structured differently than they are in the United States or are subject to different legal rules may present complications to our ability to structure non-U.S. investments in a manner that enables us to satisfy the REIT qualification requirements.

***We may incur tax liabilities that would reduce our cash available for distribution to you.***

Even if we qualify and maintain our status as a REIT, we may become subject to U.S. federal income taxes and related state and local taxes. For example, net income from the sale of properties that are “dealer” properties sold by a REIT (a “prohibited transaction” under the Code) will be subject to a 100% tax. We may not make sufficient distributions to avoid excise taxes applicable to REITs. Similarly, if we were to fail an income test (and did not lose our REIT status because such failure was due to reasonable cause and not willful neglect) we would be subject to tax on the income that does not meet the income test requirements. We also may decide to retain net capital gain we earn from the sale or other disposition of our investments and pay income tax directly on such income. In that event, our stockholders would be treated as if they earned that income and paid the tax on it directly. However, stockholders that are tax-exempt, such as charities or qualified pension plans, would have no benefit from their deemed payment of such tax liability unless they file U.S. federal income tax returns and thereon seek a refund of such tax. We also may be subject to state and local taxes on our income or property, including franchise, payroll, mortgage recording and transfer taxes, either directly or at the level of the other companies through which we indirectly own our assets, such as our taxable REIT subsidiaries, which are subject to full U.S. federal, state, local and foreign corporate-level income taxes. Any taxes we pay directly or indirectly will reduce our cash available for distribution to you.

***Our board of directors is authorized to revoke our REIT election without stockholder approval, which may cause adverse consequences to our stockholders.***

Our charter authorizes our board of directors to revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that changes to U.S. federal income tax laws and regulations or other considerations mean it is no longer in our best interests to qualify as a REIT. Our board of directors has fiduciary duties to us and our stockholders and could only cause such changes in our tax treatment if it determines in good faith that such changes are in our best interests and in the best interests of our stockholders. In this event, we would become subject to U.S. federal income tax on our taxable income and we would no longer be required to distribute most of our net income to our stockholders, which may cause a reduction in the total return to our stockholders.

***You may have current tax liability on distributions you elect to reinvest in our common stock.***

If you participate in our distribution reinvestment plan, you will be deemed to have received, and for U.S. federal income tax purposes will be taxed on, the amount reinvested in shares of our common stock to the extent the amount reinvested was not a tax-free return of capital. Therefore, unless you are a tax-exempt entity, you may be forced to use funds from other sources to pay your tax liability on the reinvested dividends.

***Generally, ordinary dividends payable by REITs do not qualify for reduced U.S. federal income tax rates.***

Currently, the maximum tax rate applicable to qualified dividend income payable to certain non-corporate U.S. stockholders is 20%. Dividends payable by REITs, however, generally are not eligible for the reduced rate. Although this does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could cause certain non-corporate investors to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our common stock.

However, under current law, continuing through 2025, individual taxpayers may be entitled to claim a deduction in determining their taxable income of 20% of ordinary REIT dividends (dividends other than capital gain dividends and dividends attributable to certain qualified dividend income received by us), which temporarily reduces the effective tax rate on such dividends. See “Material U.S. Federal Income Tax Considerations—Taxation of U.S. Holders of Our Common Stock—Distributions Generally” in the Prospectus. You are urged to consult with your tax advisor regarding the effect of this change on your effective tax rate with respect to REIT dividends.

***We may be subject to adverse legislative or regulatory tax changes that could increase our tax liability, reduce our operating flexibility and reduce the price of our common stock.***

In recent years, numerous legislative, judicial and administrative changes have been made in the provisions of U.S. federal income tax laws applicable to investments similar to an investment in shares of our common stock.

On August 16, 2022, President Biden signed into law the Inflation Reduction Act of 2022 (the “IRA”). The IRA includes numerous tax provisions that impact corporations, including the implementation of a corporate alternative minimum tax as well as a 1% excise tax on certain stock repurchases and economically similar transactions. However, REITs are excluded from the definition of an “applicable corporation” and therefore are not subject to the corporate alternative minimum tax. Additionally, stock repurchases by REITs are specifically excepted from the 1% excise tax. Our taxable REIT subsidiaries operate as standalone corporations and

therefore could be adversely affected by the IRA. We will continue to analyze and monitor the application of the IRA to our business; however, the effect of these changes on the value of our assets, our shares or market conditions generally, is uncertain.

Additional changes to the tax laws are likely to continue to occur, and we cannot assure you that any such changes will not adversely affect the taxation of our stockholders. Any such changes could have an adverse effect on an investment in our shares or on the market value or the resale potential of our assets. You are urged to consult with your tax advisor with respect to the impact of the recent legislation on your investment in our shares and the status of legislative, regulatory or administrative developments and proposals and their potential effect on an investment in our shares. Although REITs generally receive certain tax advantages compared to entities taxed as regular corporations, it is possible that future legislation would result in a REIT having fewer tax advantages, and it could become more advantageous for a company that invests in real estate to elect to be treated for U.S. federal income tax purposes as a corporation. As a result, our charter authorizes our board of directors to revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that changes to U.S. federal income tax laws and regulations or other considerations mean it is no longer in our best interests to qualify as a REIT. The impact of tax reform and any potential tax changes on an investment in our shares is uncertain. Prospective investors should consult their own tax advisors regarding changes in tax laws.

***The failure of a mezzanine loan to qualify as a real estate asset could adversely affect our ability to qualify as a REIT.***

We may acquire mezzanine loans, for which the IRS has provided a safe harbor but not rules of substantive law. Pursuant to the safe harbor, if a mezzanine loan meets certain requirements, it will be treated by the IRS as a real estate asset for purposes of the REIT asset tests, and interest derived from the mezzanine loan will be treated as qualifying mortgage interest for purposes of the REIT 75% income test. We may acquire mezzanine loans that do not meet all of the requirements of this safe harbor. In the event we own a mezzanine loan that does not meet the safe harbor, the IRS could challenge such loan's treatment as a real estate asset for purposes of the REIT asset and income tests and, if such a challenge were sustained, we could fail to qualify as a REIT.

***If our Operating Partnership failed to qualify as a partnership or is not otherwise disregarded for U.S. federal income tax purposes, we would cease to qualify as a REIT.***

If the IRS were to successfully challenge the status of our Operating Partnership as a partnership or disregarded entity for U.S. federal income tax purposes, it would be taxable as a corporation. In the event that this occurs, it would reduce the amount of distributions that our Operating Partnership could make to us. This would also result in our failing to qualify as a REIT and becoming subject to a corporate-level tax on our income, which would substantially reduce our cash available to pay distributions and the yield on your investment.

## **Retirement Plan Risks**

***If the fiduciary of an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended, or ERISA, fails to meet the fiduciary and other standards under ERISA, the Code or common law as a result of an investment in shares of our common stock, the fiduciary could be subject to civil penalties.***

There are special considerations that apply to investing in our shares on behalf of a trust, pension, profit sharing or 401(k) plans, health or welfare plans, trusts, individual retirement accounts, or IRAs, or Keogh plans. If you are investing the assets of any of the entities identified in the prior sentence in our common stock, you should satisfy yourself that:

- the investment is consistent with your fiduciary obligations under applicable law, including common law, ERISA and the Code;
- the investment is made in accordance with the documents and instruments governing the trust, plan or IRA, including a plan's investment policy;
- the investment satisfies the prudence and diversification requirements of Sections 404(a)(1)(B) and 404(a)(1)(C) of ERISA and other applicable provisions of ERISA and the Code;
- the investment will not impair the liquidity of the trust, plan or IRA;
- the investment will not produce "unrelated business taxable income" for the plan or IRA;
- our stockholders will be able to value the assets of the plan annually in accordance with ERISA requirements and applicable provisions of the plan or IRA; and
- the investment will not constitute a non-exempt prohibited transaction under Title I of ERISA or Section 4975 of the Code.

Failure to satisfy the fiduciary standards of conduct and other applicable requirements of ERISA, the Code, or other applicable statutory or common law may result in the imposition of civil penalties, and can subject the fiduciary to equitable remedies. In addition, if an investment in our shares constitutes a non-exempt prohibited transaction under Title I of ERISA or Section 4975 of the

Code, the fiduciary that authorized or directed the investment may be subject to the imposition of excise taxes with respect to the amount invested.

***If our assets at any time are deemed to constitute “plan assets” under ERISA, that may lead to the rescission of certain transactions, tax or fiduciary liability and our being held in violation of certain ERISA and Code requirements.***

Stockholders subject to ERISA and/or Section 4975 of the Code should consult their own advisors as to the effect of ERISA and Section 4975 of the Code on an investment in the shares. As discussed under “Certain ERISA Considerations,” if our assets are deemed to constitute “plan assets” of stockholders that are Covered Plans (as defined below) (i) certain transactions that we might enter into in the ordinary course of our business might have to be rescinded and may give rise to certain excise taxes and fiduciary liability under Title I of ERISA and/or Section 4975 of the Code; (ii) our management, as well as various providers of fiduciary or other services to us (including the Adviser), and any other parties with authority or control with respect to us or our assets, may be considered fiduciaries or otherwise parties in interest or disqualified persons for purposes of the fiduciary responsibility and prohibited transaction provisions of Title I of ERISA and Section 4975 of the Code; and (iii) the fiduciaries of stockholders that are Covered Plans would not be protected from “co-fiduciary liability” resulting from our decisions and could be in violation of certain ERISA requirements.

Accordingly, prospective investors that are (i) “employee benefit plans” (within the meaning of Section 3(3) of ERISA), which are subject to Title I of ERISA; (ii) “plans” defined in Section 4975 of the Code, which are subject to Section 4975 of the Code (including “Keogh” plans and “individual retirement accounts”); or (iii) entities whose underlying assets are deemed to include plan assets within the meaning of Section 3(42) of ERISA and the regulations thereunder (e.g., an entity of which 25% or more of the total value of any class of equity interests is held by “benefit plan investors” (within the meaning of Section 3(42) of ERISA)) (each such plan, account and entity described in clauses (i), (ii) and (iii) we refer to as “Covered Plans”) should consult with their own legal, tax, financial and other advisors prior to investing to review these implications in light of such investor’s particular circumstances. The sale of our common stock to any Covered Plan is in no respect a representation by us or any other person associated with the offering of our shares of common stock that such an investment meets all relevant legal requirements with respect to investments by plans generally or any particular plan, or that such an investment is appropriate for plans generally or any particular plan.

***We may face risks arising from potential control group liability.***

Under ERISA and the Code, all members of a group of commonly controlled trades or businesses may be jointly and severally liable for each other’s obligations to any defined benefit pension plans maintained by an entity in the controlled group or to which such entity is obligated to contribute. These obligations may include the obligation to make required pension contributions, the obligation to fund any deficit amount upon pension plan termination and the obligation to pay withdrawal liability owed to a multi-employer (union) plan to which such entity makes contributions if the entity withdraws from an underfunded multi-employer pension plan. A 2013 U.S. Federal Appeals court decision found that certain supervisory and portfolio management activities of a private equity fund could cause a fund to be considered a trade or business for these purposes, and thus, liable for withdrawal liability owed by a fund’s portfolio company to an underfunded multi-employer plan which covered the employees of the portfolio company. Accordingly, if we invested in a control type investment and if we were found to be engaged in a “trade or business” for ERISA purposes, we and the various entities in which we have a control type investment could be held liable for the defined benefit pension obligations of one or more of such investments.

## **General Risk Factors**

***We depend on the availability of public utilities and services, especially for water and electric power. Any reduction, interruption or cancellation of these services may adversely affect us.***

Public utilities, especially those that provide water and electric power, are fundamental for the sound operation of our assets. The delayed delivery or any material reduction or prolonged interruption of these services could allow tenants to terminate their leases or result in an increase in our costs, as we may be forced to use backup generators or other replacements for the reduced or interrupted utilities, which also could be insufficient to fully operate our facilities and could result in our inability to provide services.

***Certain properties may require permits or licenses.***

A license, approval or permit may be required to acquire certain investments and their direct or indirect holding companies (or registration may be required before an acquisition can be completed). There can be no guarantee of when and if such a license, approval or permit will be obtained or if the registration will be effected.



***We face legal risks when making investments.***

Investments are usually governed by a complex series of legal documents and contracts. As a result, the risk of dispute over interpretation or enforceability of the documentation may be higher than for other investments. In addition, it is not uncommon for investments to be exposed to a variety of other legal risks. These can include, but are not limited to, environmental issues, land expropriation and other property-related claims, industrial action and legal action from special interest groups.

***We may face risks associated with short sales.***

Our use of short sales for investment and/or risk management purposes subjects us to risks associated with selling short. We may engage in short sales where we do not own or have the right to acquire the security sold short at no additional cost. Our loss on a short sale theoretically could be unlimited in a case where we are unable, for whatever reason, to close out a short position.

Our short selling strategies may limit our ability to benefit from increases in the markets. Short selling also involves a form of financial leverage that may exaggerate any losses. Also, there is the risk that the counterparty to a short sale may fail to honor its contractual terms, causing a loss to us. Finally, SEC, FINRA or other regulations relating to short selling may restrict our ability to engage in short selling.

***We may incur contingent liabilities in connection with the disposition of investments.***

In connection with the disposition of an investment, we may be required to make certain representations about the business, financial affairs and other aspects (such as environmental, property, tax, insurance, and litigation) of such investment typical of those made in connection with the sale of a business or other investment comparable to the investment being sold. We may also be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate or with respect to certain potential liabilities. These arrangements may result in the incurrence of contingent liabilities for which the Adviser may establish reserves or escrow accounts.

***We will face risks associated with hedging transactions.***

We may utilize a wide variety of derivative and other hedging instruments for risk management purposes, the use of which is a highly specialized activity that may entail greater than ordinary investment risks. Any such derivatives and other hedging transactions may not be effective in mitigating risk in all market conditions or against all types of risk (including unidentified or unanticipated risks), thereby resulting in losses to us. Engaging in derivatives and other hedging transactions may result in a poorer overall performance for us than if we had not engaged in any such transaction, and the Adviser may not be able to effectively hedge against, or accurately anticipate, certain risks that may adversely affect our investment portfolio. In addition, our investment portfolio will always be exposed to certain risks that cannot be fully or effectively hedged, such as credit risk relating both to particular securities and counterparties as well as interest rate risks. See “—We invest in derivatives, which involve numerous risks” above.

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

None.

## **ITEM 2. PROPERTIES**

For an overview of our real estate investments, see Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Portfolio.”

### **Principal Executive Offices**

Our principal executive and administrative offices are located in leased space at 345 Park Avenue, New York, New York 10154. We consider these facilities to be suitable and adequate for the management and operations of our business.

## **ITEM 3. LEGAL PROCEEDINGS**

From time to time, we may be involved in various claims and legal actions arising in the ordinary course of business. As of December 31, 2022, we were not involved in any material legal proceedings.

## **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

#### Offering of Common Stock

The Offering consists of four classes of shares of our common stock, Class S shares, Class I shares, Class T shares, and Class D shares. The share classes have different upfront selling commissions and dealer manager fees, and different ongoing stockholder servicing fees. Other than the differences in upfront selling commissions, dealer manager fees, and ongoing stockholder servicing fees, each class of common stock has the same economics and voting rights. Shares of our common stock are not listed for trading on a stock exchange or other securities market and there is no established public trading market for our common stock. As of March 17, 2023 there were 118,145 holders of record of our Class S common stock, 56,528 holders of record of our Class I common stock, 9,323 holders of record of our Class T common stock, and 35,223 holders of record of our Class D common stock. Our Class C shares are offered only in a private offering and are not offered in the Offering. This does not include the number of stockholders that hold shares in “street name” through banks or broker-dealers. The following table details the selling commissions, dealer manager fees, and stockholder servicing fees for each applicable share class as of December 31, 2022:

	Class S Shares	Class I Shares	Class T Shares <sup>(1)</sup>	Class D Shares	Class C Shares
Selling commissions and dealer manager fees (% of transaction price)	up to 3.5%	—	up to 3.5%	up to 1.5%	—
Stockholder servicing fee (% of NAV)	0.85%	—	0.85%	0.25%	—

- (1) For Class T shares sold in the Offering (other than as part of our distribution reinvestment plan), investors will pay upfront selling commissions of up to 3.0% of the transaction price and upfront dealer manager fees of 0.5% of the transaction price, however such amounts may vary at certain participating broker-dealers, provided that the sum will not exceed 3.5% of the transaction price. For Class T shares the stockholder servicing fee includes an advisor stockholder servicing fee of 0.65% per annum, and a dealer stockholder servicing fee of 0.20% per annum, of the aggregate NAV for the Class T shares, however, with respect to Class T shares sold through certain participating broker-dealers, the advisor stockholder servicing fee and the dealer stockholder servicing fee may be other amounts, provided that the sum of such fees will always equal 0.85% per annum of the NAV of such shares.

The Blackstone Advisory Partners L.P. (“Dealer Manager”), a registered broker-dealer affiliated with the Adviser, serves as the dealer manager for the Offering. The Dealer Manager is entitled to receive selling commissions and dealer manager fees based on the transaction price of each applicable class of shares sold in the Offering. Through December 31, 2022, the Dealer Manager has not retained any upfront selling commissions, dealer manager or stockholder servicing fees as all such amount were reallocated to participating broker-dealers.

The purchase price per share for each class of our common stock will generally equal our prior month’s NAV per share, as determined monthly, plus applicable selling commissions and dealer manager fees. Our NAV for each class of shares is based on the net asset values of our investments (including real estate debt), the addition of any other assets (such as cash on hand) and the deduction of any liabilities, including the accrual of any performance participation, and any stockholder servicing fees applicable to such class of shares. Please refer to “Net Asset Value Calculation and Valuation Guidelines” in the Prospectus for the Current Offering (as defined below) for further details on how our NAV is determined.

The following table presents our monthly NAV per share for each of the four classes of shares from January 31, 2020 through December 31, 2022<sup>(1)</sup>:

	Class S Shares	Class I Shares	Class T Shares	Class D Shares
January 31, 2020	\$ 11.5029	\$ 11.4776	\$ 11.2933	\$ 11.3311
February 29, 2020	11.4430	11.4183	11.2339	11.2715
March 31, 2020	10.4637	10.4391	10.2709	10.3054
April 30, 2020	10.4825	10.4493	10.2997	10.3487
May 31, 2020	10.5798	10.5464	10.3947	10.4438
June 30, 2020	10.7439	10.7100	10.5557	10.6047
July 31, 2020	10.7800	10.7471	10.5914	10.6392

	<b>Class S Shares</b>	<b>Class I Shares</b>	<b>Class T Shares</b>	<b>Class D Shares</b>
August 31, 2020	10.9604	10.9271	10.7676	10.8166
September 30, 2020	11.2015	11.1686	11.0048	11.0532
October 31, 2020	11.3607	11.3279	11.1613	11.2028
November 30, 2020	11.4751	11.4424	11.2733	11.3124
December 31, 2020	11.5878	11.5547	11.3847	11.4213
January 31, 2021	11.6987	11.6657	11.4940	11.5267
February 28, 2021	11.8193	11.7875	11.6145	11.6436
March 31, 2021	11.9269	11.8964	11.7233	11.7476
April 30, 2021	12.1273	12.0979	11.9228	11.9419
May 31, 2021	12.4355	12.4088	12.2307	12.2443
June 30, 2021	12.6302	12.6072	12.4301	12.4303
July 31, 2021	12.9192	12.8989	12.7174	12.7079
August 31, 2021	13.2188	13.2019	13.0184	12.9906
September 30, 2021	13.5118	13.5008	13.3152	13.2637
October 31, 2021	13.9072	13.9017	13.7102	13.6467
November 30, 2021	14.0657	14.0634	13.8756	13.7987
December 31, 2021	14.3008	14.2998	14.1112	14.0283
January 31, 2022	14.5266	14.5322	14.3344	14.2465
February 28, 2022	14.6411	14.6406	14.4362	14.3500
March 31, 2022	14.8234	14.8229	14.6156	14.5273
April 30, 2022	14.9649	14.9680	14.7523	14.6608
May 31, 2022	14.9758	14.9810	14.7588	14.6681
June 30, 2022	14.9778	14.9828	14.7601	14.6688
July 31, 2022	14.9990	15.0041	14.7803	14.6886
August 31, 2022	15.0898	15.0947	14.8688	14.7761
September 30, 2022	15.1036	15.1083	14.8817	14.7879
October 31, 2022	15.0587	15.0634	14.8367	14.7430
November 30, 2022	14.8732	14.8777	14.6533	14.5607
December 31, 2022	14.8234	14.8279	14.6008	14.5117

- (1) The Company filed supplementary articles on December 30, 2022, which designated Class C shares. As of December 31, 2022, no Class C shares were outstanding.

## Net Asset Value

We calculate NAV per share in accordance with the valuation guidelines that have been approved by our board of directors. Our total NAV presented in the following tables includes the NAV of our Class S, Class I, Class T, and Class D common stock, as well as the partnership interests of BREIT OP held by parties other than the Company. The following table provides a breakdown of the major components of our NAV as of December 31, 2022 (\$ and shares/units in thousands):

Components of NAV	December 31, 2022
Investments in real estate	\$ 117,487,394
Investments in real estate debt	9,743,492
Investments in unconsolidated entities	11,351,005
Cash and cash equivalents	1,281,292
Restricted cash	973,200
Other assets	5,739,318
Mortgage notes, term loans, and revolving credit facilities, net	(64,923,132)
Secured financings of investments in real estate debt	(4,966,685)
Subscriptions received in advance	(208,632)
Other liabilities	(2,712,950)
Accrued performance participation allocation	—
Management fee payable	(71,644)
Accrued stockholder servicing fees <sup>(1)</sup>	(19,230)
Non-controlling interests in joint ventures	(5,149,072)
Net Asset Value	<u>\$ 68,524,356</u>
Number of outstanding shares/units	<u>4,631,900</u>

- (1) Stockholder servicing fees only apply to Class S, Class T, and Class D shares. For purposes of NAV, we recognize the stockholder servicing fee as a reduction to NAV on a monthly basis as such fee is paid. Under GAAP, we accrue the full cost of the stockholder servicing fees as an offering cost at the time we sell Class S, Class T and Class D shares. As of December 31, 2022, the Company has accrued under GAAP \$1.6 billion of stockholder servicing fees payable to the Dealer Manager related to the Class S, Class T and Class D shares sold. The Dealer Manager does not retain any of these fees, all of which are retained by, or re-allowed (paid), to participating broker-dealers.

The following table provides a breakdown of our total NAV and NAV per share/unit by class as of December 31, 2022 (\$ and shares/units in thousands, except per share/unit data):

NAV Per Share	Class S Shares	Class I Shares	Class T Shares	Class D Shares	Third-party Operating Partnership Units <sup>(1)</sup>	Total
Allocable NAV	\$23,679,070	\$35,508,902	\$ 1,060,010	\$6,115,619	\$ 2,160,755	\$68,524,356
Number of outstanding shares/units <sup>(2)</sup>	1,597,414	2,394,737	72,599	421,428	145,722	4,631,900
NAV Per Share/Unit as of December 31, 2022	<u>\$ 14.8234</u>	<u>\$ 14.8279</u>	<u>\$ 14.6008</u>	<u>\$ 14.5117</u>	<u>\$ 14.8279</u>	

- (1) Includes the partnership interests of BREIT OP held by the Special Limited Partner, Class B unitholders, and other BREIT OP interests held by parties other than us.
- (2) The Company filed supplementary articles on December 30, 2022, which designated Class C shares. As of December 31, 2022, no Class C shares were outstanding.

The following table details the weighted average discount rate and exit capitalization rate by property type, which are the key assumptions used in the discounted cash flow valuations as of December 31, 2022:

Property Type	Discount Rate	Exit Capitalization Rate
Rental Housing	7.0%	5.4%
Industrial	6.8%	5.6%
Net Lease	6.8%	5.8%
Hospitality	9.5%	9.1%
Data Centers	7.3%	6.1%
Self Storage	7.1%	5.6%
Office	6.6%	5.2%
Retail	7.1%	5.9%

These assumptions are determined by the Adviser and reviewed by our independent valuation advisor. A change in these assumptions would impact the calculation of the value of our property investments. For example, assuming all other factors remain unchanged, the changes listed below would result in the following effects on our investment values:

Input	Hypothetical Change	Rental Housing Investment Values	Industrial Investment Values	Net Lease Investment Values	Hospitality Investment Values	Data Center Investment Values	Self Storage Investment Values	Office Investment Values	Retail Investment Values
Discount Rate	0.25% decrease	+1.9%	+2.0%	+1.8%	+1.7%	+1.3%	+1.9%	+1.9%	+1.9%
(weighted average)	0.25% increase	(1.8)%	(1.9)%	(1.8)%	(1.6)%	(1.1)%	(1.8)%	(1.9)%	(1.8)%
Exit Capitalization Rate	0.25% decrease	+3.1%	+3.5%	+2.6%	+1.4%	+1.6%	+2.8%	+3.7%	+2.8%
(weighted average)	0.25% increase	(2.8)%	(3.2)%	(2.4)%	(1.3)%	(1.5)%	(2.5)%	(3.3)%	(2.5)%

The following table reconciles stockholders' equity and BREIT OP partners' capital per our Consolidated Balance Sheets to our NAV (\$ in thousands):

	December 31, 2022
Stockholders' equity	\$ 44,455,264
Non-controlling interests attributable to BREIT OP	1,466,592
Redeemable non-controlling interest	344,145
Total BREIT stockholders' equity and BREIT OP partners' capital under GAAP	46,266,001
Adjustments:	
Accrued stockholder servicing fees	1,568,948
Accrued affiliate incentive compensation awards	(54,941)
Accumulated depreciation and amortization under GAAP	8,569,737
Unrealized net real estate and real estate debt appreciation	12,174,611
NAV	\$ 68,524,356

The following details the adjustments to reconcile GAAP stockholders' equity and total partners' capital of BREIT OP to our NAV:

- Accrued stockholder servicing fees represent the accrual for the cost of the stockholder servicing fees for Class S, Class T, and Class D shares. Under GAAP, we accrued the full cost of the stockholder servicing fees payable over the life of each share (assuming such share remains outstanding the length of time required to pay the maximum stockholder servicing fee) as an offering cost at the time we sold the Class S, Class T, and Class D shares. Refer to Note 2 to our consolidated financial statements for further details of the GAAP treatment regarding the stockholder servicing fees. For purposes of calculating NAV, we recognize the stockholder servicing fees as a reduction of NAV on a monthly basis when such fees are paid.
- Under GAAP, the affiliate incentive compensation awards are valued as of grant date and compensation expense is recognized over the service period on a straight-line basis with an offset to equity, resulting in no impact to Stockholders' Equity. For purposes of calculating NAV, we value the awards based on performance in the applicable period and deduct such value from NAV.



- We depreciate our investments in real estate and amortize certain other assets and liabilities in accordance with GAAP. Such depreciation and amortization is not recorded for purposes of calculating our NAV.
- Our investments in real estate are presented at their depreciated cost basis in our GAAP consolidated financial statements. Additionally, our mortgage notes, secured and unsecured term loans, secured and unsecured revolving credit facilities, and repurchase agreements (collectively, “Debt”) are presented at their amortized cost basis in our consolidated GAAP financial statements. As such, any increases or decreases in the fair market value of our investments in real estate or our Debt are not included in our GAAP results. For purposes of calculating our NAV, our investments in real estate and our Debt are recorded at fair value.

## Distributions

Beginning in March 2017, we have declared monthly distributions for each class of our common stock (other than class C shares), which are generally paid 20 days after month-end. We have paid distributions consecutively each month since such time. Such class of our common stock received the same aggregate gross distribution per share, which was \$0.6685 per share for the year ended December 31, 2022. The net distribution varies for each class based on the applicable stockholder servicing fee, which is deducted from the monthly distribution per share and paid directly to the applicable distributor.

The following table details the total net distribution for each of our share classes for the years ended December 31, 2022, 2021 and 2020:

Declaration Year	Class S Shares	Class I Shares	Class T Shares	Class D Shares
2022 <sup>(1)</sup>	\$ 0.5412	\$ 0.6685	\$ 0.5431	\$ 0.6319
2021	0.5412	0.6508	0.5427	0.6191
2020	0.5412	0.6354	0.5425	0.6080

- (1) The Company filed supplementary articles on December 30, 2022, which designated Class C shares. As of December 31, 2022, no Class C shares were outstanding. Class C shares are substantially similar to Class I shares, except we expect that our board of directors will generally authorize and declare minimal distributions, if any, with respect to the Class C shares and instead its share of income will accrete into its NAV.

For the years ended December 31, 2022, 2021 and 2020, we declared distributions in the amount of \$2.7 billion, \$1.6 billion and \$948.0 million, respectively. The following table outlines the tax character of our distributions paid in 2022, 2021 and 2020 as a percentage of total distributions. The distribution declared on December 31, 2022, 2021, and 2020 was paid in January of the following year and is excluded from the analysis below as it was a 2022, 2021, and 2020 tax event.

	Ordinary Income <sup>(1)</sup>	Capital Gains	Return of Capital
2022 Tax Year	—%	5.65%	94.35%
2021 Tax Year	4.73%	3.36%	91.91%
2020 Tax Year	—%	—%	100.00%

- (1) 4.73% of the distributions paid in 2021 are non-qualified.

The following table details our distributions declared during the years ended December 31, 2022, 2021 and 2020 (\$ in thousands):

	Year Ended December 31, 2022		Year Ended December 31, 2021		Year Ended December 31, 2020	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
<b>Distributions</b>						
Payable in cash	\$ 1,276,365	48%	\$ 758,741	47%	\$ 439,522	46%
Reinvested in shares	1,405,121	52%	843,172	53%	508,512	54%
Total distributions	<u>\$ 2,681,486</u>	<u>100%</u>	<u>\$ 1,601,913</u>	<u>100%</u>	<u>\$ 948,034</u>	<u>100%</u>
<b>Sources of Distributions</b>						
Cash flows from operating activities <sup>(1)</sup>	\$ 2,681,486	100%	\$ 1,601,913	100%	\$ 948,034	100%
Net gains from investment realizations	—	—	—	—	—	—%
Indebtedness	—	—	—	—	—	—%
Total sources of distributions	<u>\$ 2,681,486</u>	<u>100%</u>	<u>\$ 1,601,913</u>	<u>100%</u>	<u>\$ 948,034</u>	<u>100%</u>
Cash flows from operating activities	\$ 2,728,677		\$ 1,783,085		\$ 971,904	
Funds from Operations <sup>(2)</sup>	\$ 2,508,439		\$ 1,210,441		\$ 406,071	
Adjusted Funds from Operations <sup>(2)</sup>	\$ 2,132,484		\$ 1,286,347		\$ 732,421	
Funds Available for Distribution <sup>(2)</sup>	\$ 1,865,474		\$ 1,289,474		\$ 784,901	

(1) As of December 31, 2022, our inception to date cash flows from operating activities funded 100% of our distributions.

(2) See “—Funds from Operations, Adjusted Funds from Operations and Funds Available for Distribution” below for descriptions of Funds from Operations, Adjusted Funds from Operations, and Funds Available for Distribution, for reconciliations of these metrics to GAAP net loss attributable to BREIT stockholders, and for considerations on how to review these metrics.

#### **Funds from Operations, Adjusted Funds from Operations and Funds Available for Distribution**

We believe FFO is a meaningful non-GAAP supplemental measure of our operating results. Our consolidated financial statements are presented using historical cost accounting which, among other things, requires depreciation of real estate investments to be calculated on a straight-line basis. As a result, our operating results imply that the value of our real estate investments have decreased over time. However, we believe that the value of our real estate investments will fluctuate over time based on market conditions and, as such, depreciation under historical cost accounting may be less informative as a measure of our performance. FFO is an operating measure defined by the National Association of Real Estate Investment Trusts (“NAREIT”) that is broadly used in the REIT industry. FFO, as defined by NAREIT and presented below, is calculated as net income or loss (computed in accordance with GAAP), excluding (i) depreciation and amortization, (ii) impairment of investments in real estate, (iii) net gains or losses from sales of real estate, (iv) net gains or losses from change in control, and (v) similar adjustments for non-controlling interests and unconsolidated entities.

We also believe that AFFO is an additional meaningful non-GAAP supplemental measure of our operating results. AFFO further adjusts FFO to reflect the performance of our portfolio by adjusting for items we believe are not directly attributable to our operations. Our adjustments to FFO to arrive at AFFO include removing the impact of (i) straight-line rental income and expense, (ii) amortization of above- and below-market lease intangibles, (iii) amortization of mortgage premium/discount, (iv) organization costs, (v) unrealized (gains) losses from changes in fair value of financial instruments, (vi) net forfeited investment deposits, (vii) amortization of restricted stock awards, (viii) the performance participation allocation to our Special Limited Partner or other incentive compensation awards that are based on our Net Asset Value, which includes unrealized gains and losses not recorded in GAAP net income (loss), and that are paid in shares or BREIT OP units, even if subsequently repurchased by us, (ix) severance costs, (x) gain or loss on involuntary conversion, (xi) amortization of deferred financing costs, (xii) losses (gains) on extinguishment of debt, and (xiii) similar adjustments for non-controlling interests and unconsolidated entities.

We also believe that FAD is an additional meaningful non-GAAP supplemental measure of our operating results. FAD provides useful information for considering our operating results and certain other items relative to the amount of our distributions. Further, FAD is a metric, among others, that is considered by our board of directors and executive officers when determining the amount of our dividend to stockholders, and we believe is therefore meaningful to stockholders. FAD is calculated as AFFO adjusted for (i) management fees paid in shares or BREIT OP units, even if subsequently repurchased by us, (ii) realized losses (gains) on financial instruments, (iii) recurring tenant improvements, leasing commissions, and other capital expenditures, (iv) stockholder servicing fees paid during the period, and (v) similar adjustments for non-controlling interests and unconsolidated entities. FAD is not indicative of cash available to fund our cash needs and does not represent cash flows from operating activities in accordance with GAAP, as FAD is adjusted for stockholder servicing fees and recurring tenant improvements, leasing commission, and other capital expenditures, which are not considered when determining cash flows from operations. Furthermore, FAD excludes (i) adjustments for working capital items and

(ii) amortization of discounts and premiums on investments in real estate debt. Cash flows from operating activities in accordance with GAAP would generally be adjusted for such items.

FFO, AFFO, and FAD should not be considered more relevant or accurate than GAAP net income (loss) in evaluating our operating performance. In addition, FFO, AFFO, and FAD should not be considered as alternatives to net income (loss) as indications of our performance or as alternatives to cash flows from operating activities as indications of our liquidity, but rather should be reviewed in conjunction with these and other GAAP measurements. Further, FFO, AFFO, and FAD are not intended to be used as liquidity measures indicative of cash flow available to fund our cash needs, including our ability to make distributions to our stockholders. In addition, our methodology for calculating AFFO and FAD may differ from the methodologies employed by other companies to calculate the same or similar supplemental performance measures, and accordingly, our reported AFFO and FAD may not be comparable to the AFFO and FAD reported by other companies.

The following table presents a reconciliation of net loss attributable to BREIT stockholders to FFO, AFFO and FAD attributable to BREIT stockholders (\$ in thousands):

	Year Ended December 31,		
	2022	2021	2020
Net loss attributable to BREIT stockholders	\$ (883,519)	\$ (804,783)	\$ (853,399)
Adjustments to arrive at FFO:			
Depreciation and amortization	4,504,687	2,093,023	1,398,965
Impairment of investments in real estate	33,554	—	12,343
Net (gain) loss on dispositions of real estate	(799,154)	1,523	(113,173)
Net gain on change in control	(20,370)	—	—
Amount attributable to non-controlling interests for above adjustments	(326,759)	(79,322)	(38,665)
FFO attributable to BREIT stockholders	2,508,439	1,210,441	406,071
Adjustments to arrive at AFFO:			
Straight-line rental income and expense	(270,223)	(165,986)	(154,093)
Amortization of above and below-market lease intangibles	(52,037)	(24,680)	(18,610)
Amortization of mortgage premium/discount	6,650	(2,879)	(1,223)
Organization costs	6,576	—	—
Unrealized (gains) losses from changes in fair value of financial instruments <sup>(1)</sup>	(1,113,318)	(1,208,557)	241,554
Net forfeited investment deposits	5,263	—	12,750
Amortization of restricted stock awards	9,381	580	400
Performance participation allocation	742,670	1,378,959	192,648
Severance costs	41,527	—	—
Incentive compensation awards	35,475	14,368	1,394
Gain on involuntary conversion	—	—	(275)
Amortization of deferred financing costs	177,354	66,209	41,216
Loss on extinguishment of debt	11,476	16,331	10,356
Amount attributable to non-controlling interests for above adjustments	23,251	1,561	233
AFFO attributable to BREIT stockholders	2,132,484	1,286,347	732,421
Adjustments to arrive at FAD:			
Management fee	837,687	445,291	224,776
Recurring tenant improvements, leasing commissions, and other capital expenditures <sup>(2)</sup>	(515,820)	(253,886)	(133,628)
Stockholder servicing fees	(214,625)	(118,811)	(66,910)
Realized (gains) losses on financial instruments <sup>(1)</sup>	(369,064)	(67,316)	29,820
Amount attributable to non-controlling interests for above adjustments	(5,188)	(2,151)	(1,578)
FAD attributable to BREIT stockholders	\$ 1,865,474	\$ 1,289,474	\$ 784,901

- (1) Unrealized (gains) losses from changes in fair value of financial instruments primarily relates to mark-to-market changes on our investments in real estate debt, change in net assets of consolidated securitization vehicles, investments in equity securities, and derivatives. Realized (gains) losses on financial instruments primarily results from the sale of our investments in real estate debt, equity securities, and derivatives.

- (2) Recurring tenant improvements and leasing commissions are generally related to second-generation leases and other capital expenditures required to maintain our investments. Other capital expenditures exclude projects that we believe will enhance the value of our investments.

## Unregistered Sales of Equity Securities

During the year ended December 31, 2022, we sold equity securities that were not registered under the Securities Act as described below. As described in Note 10 to our consolidated financial statements, the Adviser is entitled to a management fee equal to 1.25% *per annum* payable monthly in cash, shares of common stock, and/or BREIT OP Units, in each case at the Adviser's election. For the years ended December 31, 2022 and 2021, the Adviser elected to receive its management fees in Class I shares. We issued 51.3 million unregistered Class I shares to the Adviser in satisfaction of the 2022 management fees through November 2022. Additionally, we issued 4.8 million unregistered Class I shares to the Adviser in January 2023 in satisfaction of the December 2022 management fee.

Beginning with the quarter ended March 31, 2022, the Special Limited Partner was entitled to a quarterly performance participation allocation, less any performance participation allocation received with respect to prior quarters in that year (the "Quarterly Allocation"). The Company issued 54.9 million Class I units in BREIT OP to the Special Limited Partner as payment for \$817.5 million of Quarterly Allocations through September 30, 2022. If a Quarterly Allocation is made and at the end of a subsequent calendar quarter in the same calendar year the Special Limited Partner is entitled to less than the previously received aggregate Quarterly Allocation(s) (a "Quarterly Shortfall"), then subsequent distributions of any Quarterly Allocations or year-end Performance Allocations in that calendar year will be reduced by an amount equal to such Quarterly Shortfall, until such time as no Quarterly Shortfall remains. If all or any portion of a Quarterly Shortfall remains at the end of a calendar year following the application described in the previous sentence, distributions of any Quarterly Allocations and year-end performance allocations in the subsequent four calendar years will be reduced by (i) the remaining Quarterly Shortfall plus (ii) an annual rate of 5% on the remaining Quarterly Shortfall measured from the first day of the calendar year following the year in which the Quarterly Shortfall arose and compounded quarterly (collectively, the "Quarterly Shortfall Obligation") until such time as no Quarterly Shortfall Obligation remains. The Special Limited Partner (or its affiliate) may make a full or partial cash payment to reduce the Quarterly Shortfall Obligation at any time. If any Quarterly Shortfall Obligation remains following such subsequent four calendar years, then the Special Limited Partner (or its affiliate) must promptly pay the Operating Partnership the remaining Quarterly Shortfall Obligation in cash. For the year ended December 31, 2022, the year-end performance participation allocation was less than the previously settled aggregate Quarterly Allocations during the calendar year 2022, resulting in a Quarterly Shortfall amount equal to approximately \$74.9 million. Such Quarterly Shortfall amount is recorded as a receivable from the Special Limited Partner and is included as a component of Other Assets on the Company's Consolidated Balance Sheets. At the election of the Special Limited Partner, each Class I unit is exchangeable for cash or Class I shares (on a one-for-one basis). Each issuance to the Adviser and the Special Limited Partner was made pursuant to Section 4(a)(2) of the Securities Act.

As further described in Note 2 and Note 10 to our consolidated financial statements, we issued incentive compensation awards to certain employees of affiliated portfolio company service providers and certain wholly-owned subsidiaries that entitle them to receive an allocation of total return over a certain hurdle amount, as determined by us. The 2022 portfolio company and wholly-owned subsidiaries incentive compensation awards of \$54.4 million became payable on December 31, 2022, and in January 2023, we issued approximately 3.7 million restricted Class I shares to employees of our affiliated portfolio companies and certain wholly-owned subsidiaries. The 2021 portfolio company incentive compensation awards of \$53.8 million became payable on December 31, 2021 and in January 2022, we issued approximately 3.5 million restricted Class I units in BREIT OP to certain employees of our affiliated portfolio companies and 0.3 million restricted Class I shares to certain wholly-owned subsidiaries.

We have also sold Class I shares to feeder vehicles primarily created to hold Class I shares, which in turn offers interests in itself to non-U.S. persons. The offer and sale of Class I shares to the feeder vehicles was exempt from the registration provisions of the Securities Act by virtue of Section 4(a)(2) and Regulation S thereunder. During the year ended December 31, 2022, we received \$4.5 billion from selling 303.8 million unregistered Class I shares to such vehicles. We intend to use the net proceeds from such sales for the purposes set forth in the prospectus for our Current Offering and in a manner within the investment guidelines approved by our board of directors, who serve as fiduciaries to our stockholders.

## Share Repurchases

Under our share repurchase plan, to the extent we choose to repurchase shares in any particular month, we will only repurchase shares as of the opening of the last calendar day of that month (each such date, a "Repurchase Date"). Repurchases will be made at the transaction price in effect on the Repurchase Date (which will generally be equal to our prior month's NAV per share), except that shares that have not been outstanding for at least one year will be repurchased at 98% of the transaction price (the "Early Repurchase Deduction") subject to certain limited exceptions. Settlements of share repurchases will generally be made within three business days of the Repurchase Date. The Early Repurchase Deduction will not apply to shares acquired through our distribution reinvestment plan.

The aggregate NAV of total repurchases of Class S shares, Class I shares, Class T shares, Class D and Class C shares (including repurchases at certain non-U.S. investor access funds primarily created to hold shares of the Company but excluding any Early Repurchase Deduction applicable to the repurchased shares) is limited to no more than 2% of our aggregate NAV per month based on the aggregate NAV of the prior month and no more than 5% of our aggregate NAV per calendar quarter based on the average of the aggregate NAV per month over the prior three months. For the avoidance of doubt, both of these limits are assessed during each month in a calendar quarter. In the fourth quarter of 2022, we received repurchase requests that exceeded the 2% monthly limit and 5% quarterly limit under our share repurchase plan. Therefore, as a result of the aforementioned monthly and quarterly limits, our board of directors exercised its discretion to repurchase less than the full amount of shares requested in November 2022 and December 2022.

Should repurchase requests, in our board of director's judgment, place an undue burden on our liquidity, adversely affect our operations or risk having an adverse impact on the Company as a whole, or should our board of directors otherwise determine that investing our liquid assets in real properties or other investments rather than repurchasing our shares is in the best interests of the Company as a whole, then we may choose to repurchase fewer shares than have been requested to be repurchased (including relative to the 2% monthly limit and 5% quarterly limit under our share repurchase plan), or none at all. Further, our board of directors will in certain circumstances, make exceptions to, modify and suspend our share repurchase plan (including to make exceptions to the repurchase limitations, or repurchase fewer shares than such repurchase limitations) if it deems such action to be in our best interests and the best interests of our stockholders. In the event that our board of directors determines to repurchase some but not all of the shares submitted for repurchase during any month, shares repurchased at the end of the month will be repurchased on a pro rata basis. All unsatisfied repurchase requests must be resubmitted after the start of the next month or quarter, or upon the recommencement of the share repurchase plan, as applicable.

If the transaction price for the applicable month is not made available by the tenth business day prior to the last business day of the month (or is changed after such date), then no repurchase requests will be accepted for such month and stockholders who wish to have their shares repurchased the following month must resubmit their repurchase requests.

During the three months ended December 31, 2022, we repurchased shares of our common stock in the following amounts:

Month of:	Total Number of Shares Repurchased	Repurchases as a Percentage of NAV <sup>(1)</sup>	Average Price Paid per Share	Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares Pending Repurchase Pursuant to Publicly Announced Plans or Programs <sup>(2)</sup>
October 2022	120,150,357	2.8 %	\$ 15.07	120,150,357	—
November 2022 <sup>(2)</sup>	89,083,671	2.0 %	\$ 15.02	89,083,671	—
December 2022 <sup>(2)</sup>	10,118,654	0.2 %	\$ 14.84	10,118,654	—
Total	219,352,682	5.0 %	\$ 15.04	219,352,682	—

- (1) Represents the aggregate NAV of the shares repurchased under our share repurchase plan over the aggregate NAV of all shares outstanding based on the NAV as of the last calendar day of the prior month.
- (2) For the months ended November 30, 2022 and December 31, 2022, the Company received repurchase requests that exceeded both its monthly 2% of NAV and quarterly 5% of NAV limits. In accordance with the Company's share repurchase plan, the Company fulfilled 43% of requested repurchases in November 2022 and 4% of requested repurchases in December 2022.

The Special Limited Partner continues to hold 23,243,995 Class I units in BREIT OP. The redemption of Class I units, Class B units and shares held by the Adviser acquired as payment of the Adviser's management fee are not considered part of our share repurchase plan. During the three months ended December 31, 2022, the Adviser and Special Limited Partner did not submit shares received as management fee and performance participation allocation, respectively, for repurchase.

## ITEM 6. [RESERVED]

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

*This Section of the Annual Report on Form 10-K discusses 2022 and 2021 items and year to year comparison between 2022 and 2021. For the discussion of 2022 compared to 2021, see “Part II. Item 7 Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report for the year ended December 31, 2021, which specific discussion is incorporated by reference.*

*The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this Annual Report on Form 10-K. In addition to historical data, this discussion contains forward-looking statements about our business, operations and financial performance based on current expectations that involve risks, uncertainties and assumptions. Our actual results may differ materially from those in this discussion as a result of various factors, including but not limited to those discussed in Part I Item 1A — “Risk Factors” in this Annual Report on Form 10-K.*

### Overview

Blackstone Real Estate Income Trust, Inc. (“BREIT,” the “Company,” “we,” “us,” or “our” invests primarily in stabilized income-generating commercial real estate in the United States and to a lesser extent, outside the United States. We also, to a lesser extent, invest in real estate debt investments. We are the sole general partner and majority limited partner of BREIT Operating Partnership L.P. (“BREIT OP”), a Delaware limited partnership, and we own substantially all of our assets through BREIT OP. We are externally managed by BX REIT Advisors L.L.C. (the “Adviser”). The Adviser is part of the real estate group of Blackstone Inc. (“Blackstone”), a leading investment manager. We currently operate our business in nine reportable segments: Rental Housing, Industrial, Net Lease, Data Centers, Hospitality, Self Storage, Retail, and Office Properties, and Investments in Real Estate Debt. Rental Housing includes multifamily and other types of rental housing such as manufactured, student, affordable, and single family rental housing, as well as senior living. Net Lease includes the real estate assets of The Bellagio Las Vegas (the “Bellagio”), The Cosmopolitan of Las Vegas (the “Cosmopolitan”) and the unconsolidated interest in the MGM Grand and Mandalay Bay joint venture. Additional unconsolidated interests are included in the respective property segment.

BREIT is a non-listed, perpetual life real estate investment trust (“REIT”) that qualifies as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”) for U.S. federal income tax. We generally will not be subject to U.S. federal income taxes on our taxable income to the extent we annually distribute all of our net taxable income to stockholders and maintain our qualification as a REIT.

As of March 17, 2023, we had received net proceeds of \$71.9 billion from the sale of 5.6 billion shares of our common stock in our continuous public offering and private offerings. We contributed the net proceeds to BREIT OP in exchange for a corresponding number of Class S, Class I, Class T, Class D and Class C units. BREIT OP has primarily used the net proceeds to make investments in real estate and real estate debt and for other general corporate purposes (including to fund repurchase requests under our share repurchase plan from time to time) as further described below under “Investment Portfolio.” We intend to continue selling shares of our common stock on a monthly basis through our continuous public offering and private offerings.

## **Recent Developments**

The Company's businesses are materially affected by conditions in the financial markets and economic conditions in the United States and to a lesser extent, elsewhere in the world.

During the year ended December 31, 2022, global markets experienced significant volatility, driven by concerns over persistent inflation, rising interest rates, slowing economic growth and geopolitical uncertainty. Inflation persisted at multi-decade highs in many major economies around the world, prompting central banks to pursue monetary policy tightening actions that are likely to continue to create headwinds to economic growth. Continued global supply chain disruption, rising energy costs and the ongoing war between Russia and Ukraine are also contributing to economic and geopolitical uncertainty.

Inflation remains elevated and has caused the Federal Reserve to raise interest rates through 2022 with indications of future increases, which has created further uncertainty for the economy and for our stockholders. Additionally, rising interest rates, increasing costs and supply chain issues may continue to dampen consumer spending and slow corporate profit growth, which may negatively impact equity values. While there is a debate among economists as to whether such factors, coupled with recent periods of economic contraction in the United States, indicate that the United States has entered, or in the near term will enter, a recession, it remains difficult to predict the full impact of recent changes and any future changes in interest rates or inflation.



## 2022 Highlights

### Operating Results:

- Declared monthly net distributions totaling \$2.7 billion for the year ended December 31, 2022. The details of the average annualized distribution rates and total returns are shown in the following table:

	Class S	Class I	Class T	Class D
Average Annualized Distribution Rate <sup>(1)</sup>	3.6%	4.5%	3.7%	4.3%
Year-to-Date Total Return, without upfront selling commissions <sup>(2)</sup>	7.5%	8.4%	7.4%	8.0%
Year-to-Date Total Return, assuming maximum upfront selling commissions <sup>(2)</sup>	3.8%	N/A	3.7%	6.4%
Inception-to-Date Total Return, without upfront selling commissions <sup>(2)</sup>	11.6%	12.5%	12.0%	12.5%
Inception-to-Date Total Return, assuming maximum upfront selling commissions <sup>(2)</sup>	10.9%	N/A	11.3%	12.2%

### Investment Activity:

- Acquired 270 rental housing properties, 51 retail properties, 34 self storage properties, 13 industrial properties, eight office properties, seven hospitality properties, three data centers and one net lease property, as well as 5,761 wholly-owned single family rental homes, for a total purchase price of \$35.9 billion during the year ended December 31, 2022. The acquisitions are consistent with our strategy of acquiring stabilized, income-generating commercial real estate across asset classes concentrated in high growth markets and included the following:
  - The Company, through a joint venture with certain affiliates, acquired all outstanding shares of common stock of American Campus Communities (“ACC”), a publicly traded REIT and the largest owner, manager and developer of high-quality student housing communities in the U.S., for \$12.8 billion. The Company currently owns 69% of the joint venture.
  - Acquired all outstanding shares of common stock of Preferred Apartment Communities Inc. (“PAC”), a publicly traded REIT, for \$5.8 billion. PAC’s core portfolio includes 44 high-quality multifamily communities totaling approximately 12,000 units concentrated largely in Atlanta, Orlando, Tampa, Jacksonville, Charlotte and Nashville and 51 grocery-anchored retail assets comprising approximately 6 million square feet, located predominantly in Atlanta, Orlando, Nashville and Raleigh.
  - Acquired all outstanding shares of common stock of Resource REIT, Inc. (“Resource”), a public non-traded REIT, for \$3.7 billion, including the assumption of debt. Resource’s core portfolio includes 42 apartment communities totaling more than 12,600 units concentrated largely in Arizona, Colorado, Florida, Georgia and Texas.
- Invested a net \$1.5 billion in real estate debt, consisting of commercial mortgage-backed securities (“CMBS”), residential mortgage-backed securities (“RMBS”), mortgage and mezzanine loans, and other real estate-related investments in debt during the year ended December 31, 2022.
- Sold 55 rental housing properties, 64 industrial properties, seven self-storage properties and two hospitality properties, as well as 573 single family rental homes, for total net proceeds of \$2.9 billion and a net realized gain of \$0.8 billion during the year ended December 31, 2022.

### Capital and Financing Activity:

- Raised \$20.8 billion from the sale of shares of our common stock and through public and private offerings during the year ended December 31, 2022. Repurchased \$10.5 billion of shares of our common stock from third-party investors during the year ended December 31, 2022.
- Increased property-level financings by \$24.1 billion during the year ended December 31, 2022.
- Closed on a secured acquisition warehouse facility with \$2.3 billion funded during the year ended December 31, 2022. Such facility provides us with bridge financing capacity for certain acquisitions.
- Increased the capacity of our unsecured credit facilities by \$3.7 billion during the year ended December 31, 2022.
- Closed on \$1.1 billion of unsecured term loans with a weighted average maturity date of January 30, 2026 during the year ended December 31, 2022.
- Entered into interest rate swaps agreements with an aggregate notional balance of \$23.3 billion and interest rate cap agreements with an aggregate notional balance of \$14.1 billion that mitigate our exposure to potential future interest rate increases under our floating-rate debt obligations during the year ended December 31, 2022.

### Current Portfolio:

- Our portfolio as of December 31, 2022 consisted of investments in real estate (93% based on fair value) and investments in real estate debt (7%).
- Our 5,172 properties<sup>(3)</sup> as of December 31, 2022 consisted primarily of Rental Housing (55% based on fair value), Industrial (23%), and Net Lease (7%), and our portfolio of real estate was primarily concentrated in the following regions: South (38%), West (33%) and East (17%).

- Our investments in real estate debt as of December 31, 2022 consisted of a diversified portfolio of CMBS, RMBS, mortgage and mezzanine loans, and other real estate-related debt. For further details on credit rating and underlying real estate collateral, refer to “Investment Portfolio – Investments in Real Estate Debt.”

- (1) The annualized distribution rate is calculated by averaging each of the twelve months’ annualized distribution, divided by the prior month’s net asset value, which is inclusive of all fees and expenses. The Company believes the annualized distribution rate is a useful measure of our overall investment performance.
- (2) Total return is calculated as the change in NAV per share during the respective periods plus any distributions per share declared in the period, and assumes any distributions are reinvested in accordance with our distribution reinvestment plan. Total return for periods greater than one year are annualized. The Company believes total return is a useful measure of the overall investment performance of our shares.
- (3) Excludes 28,776 single family rental homes. Such single family rental homes are included in the fair value amounts.

## **Subsequent Event Highlights**

### *UC Investment*

As of January 1, 2023, the Regents of the University of California (“UC Investments”), subscribed for an aggregate 268.9 million of the Company’s Class I shares for a total purchase price of \$4.0 billion. The investment was made at the Company’s January 1, 2023 public offering price with fees and terms consistent with existing shareholders. In connection with this investment, a subsidiary of Blackstone entered into a long-term strategic venture with UC Investments.

Blackstone contributed \$1.0 billion of its current holdings in the Company as part of the strategic venture, which provides a waterfall structure with UC Investments receiving a 11.25% minimum annualized net return on its investment in the Company’s shares (supported by a pledge of Blackstone’s contribution) and upside from its investment. In exchange, Blackstone will be entitled to receive an incremental 5% cash promote payment from UC Investments on any returns received in excess of the specified minimum, in addition to the existing management and incentive fees borne by all holders of Class I shares of the Company. The pledge will also extend to any appreciation and dividends received by Blackstone in respect of the contributed \$1.0 billion. After January 2028, the parties have the option to request repurchase of their investments ratably over two years (a minimum average 6-year hold).

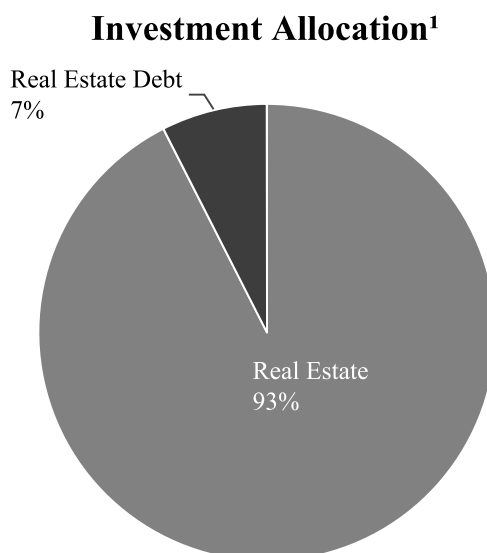
### *MGM Grand and Mandalay Bay Disposition*

On January 9, 2023, BREIT sold its 49.9% interest in MGM Grand Las Vegas and Mandalay Bay Resort for cash consideration of approximately \$1.3 billion, resulting in a gain on sale of \$430.4 million.

## Investment Portfolio

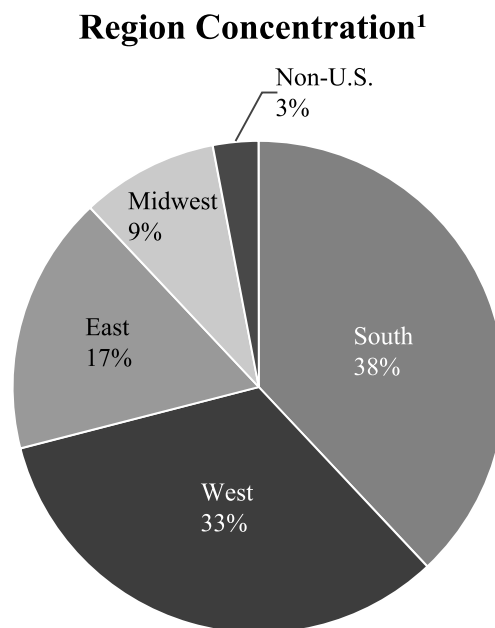
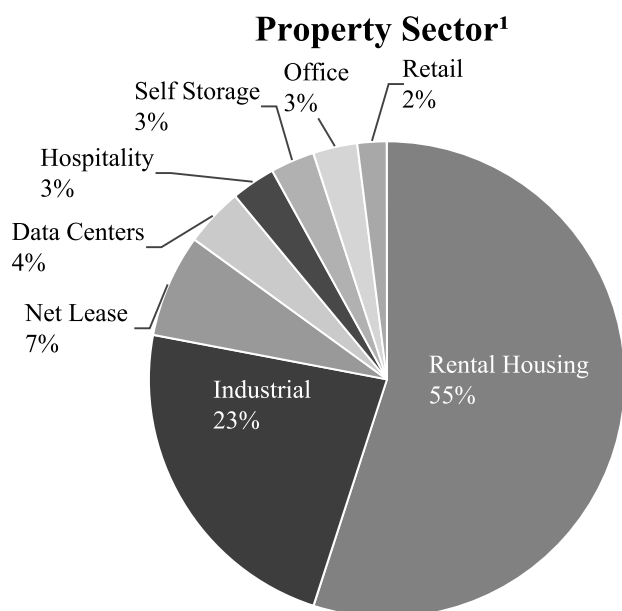
### Portfolio Summary

The following chart allocates our investments in real estate and real estate debt based on fair value as of December 31, 2022:



### Real Estate Investments

The following charts further describe the diversification of our investments in real estate based on fair value as of December 31, 2022:



(1) "Property Sector" weighting is measured as the asset value of our real estate investments for each sector divided by the total asset value of all real estate investments. "Region Concentration" reflects regions as defined by the National Council of Real Estate Fiduciaries ("NCREIF"), and the weighting is measured as the asset value of our real estate investments in each region, other than equity in public and private real estate-related companies, divided by the total value of all such real estate investments. "Non-U.S." reflects investments in Europe and Canada. "Real estate investments" include wholly-owned property investments, BREIT's share of property investments held through joint ventures and equity in public and private real estate-related companies. "Real estate debt" includes BREIT's investments in CMBS, RMBS, mortgage loans, and other debt secured by real estate and real estate related assets, and excludes the impact of consolidating the loans that serve as collateral for certain of our debt securities on our Consolidated GAAP Balance Sheets.

The following table provides a summary of our portfolio by segment as of December 31, 2022:

Segment	Number of Properties <sup>(1)</sup>	Sq. Feet (in thousands)/ Units/Keys	Occupancy Rate <sup>(2)</sup>	Average Effective Annual Base Rent Per Leased Square Foot/Units/Keys <sup>(3)</sup>	Gross Asset Value <sup>(4)</sup> (\$ in thousands)	Segment Revenue <sup>(5)</sup>	Percentage of Total Revenues
Rental Housing <sup>(6)</sup>	1,252	290,306 units	94%	\$14,210	\$ 73,727,145	\$ 4,421,335	54%
Industrial	3,266	453,023 sq. ft.	97%	\$5.54	27,185,153	1,732,690	21%
Net Lease	4	31,650 sq. ft.	100%	N/A	10,021,960	641,640	8%
Data Centers	76	12,104 sq. ft.	100%	\$14.59	4,726,899	108,754	1%
Hospitality	267	37,257 keys	70%	\$183.86/\$129.35	3,773,471	753,675	9%
Self Storage	208	16,228 sq. ft.	90%	\$15.35	3,251,856	228,120	3%
Office	15	5,978 sq. ft.	97%	\$36.81	3,210,882	150,846	2%
Retail	84	11,432 sq. ft.	95%	\$18.29	2,941,033	197,890	2%
Total	<u>5,172</u>				<u>\$ 128,838,399</u>	<u>\$ 8,234,950</u>	<u>100%</u>

- (1) Includes properties owned by unconsolidated entities. Single family rental homes are accounted for in rental housing units and are not reflected in the number of properties.
- (2) For our industrial, net lease, data centers, office and retail investments, occupancy includes all leased square footage as of December 31, 2022. For our multifamily and student housing investments, occupancy is defined as the percentage of actual rent divided by gross potential rent (defined as actual rent for occupied units and market rent for vacant units) for the three months ended December 31, 2022. For our single family rental housing investments, the occupancy rate includes occupied homes for the three months ended December 31, 2022. For our self storage, manufactured housing and senior living investments, the occupancy rate includes occupied square footage, occupied sites and occupied units, respectively, as of December 31, 2022. The average occupancy rate for our hospitality investments includes paid occupied rooms for the 12 months ended December 31, 2022. Hospitality investments owned less than 12 months are excluded from the average occupancy rate calculation. Unconsolidated investments are excluded from occupancy rate calculations.
- (3) For manufactured housing, industrial, net lease, data centers, self storage, office, and retail properties, average effective annual base rent represents the annualized December 31, 2022 base rent per leased square foot or unit and excludes tenant recoveries, straight-line rent, and above-market and below-market lease amortization. For multifamily and rental housing properties other than manufactured housing, average effective annual base rent represents the base rent for the year ended December 31, 2022 per leased unit, and excludes tenant recoveries, straight-line rent, and above-market and below-market lease amortization. For hospitality properties, average effective annual base rent represents Average Daily Rate (“ADR”) and Revenue Per Available Room (“RevPAR”), respectively, for the year ended December 31, 2022. Hospitality investments owned less than 12 months are excluded from the ADR and RevPAR calculations.
- (4) Based on fair value as of December 31, 2022.
- (5) Segment revenue is presented for the year ended December 31, 2022. Rental Housing, Industrial, Net Lease, Data Centers, Office, and Retail segment revenue includes income from unconsolidated entities, excluding our share of depreciation expense from the unconsolidated entities.
- (6) Rental Housing includes multifamily and other types of rental housing such as manufactured, student, affordable, and single family rental housing, as well as senior living. Rental Housing units include multifamily units, affordable housing units, manufactured housing sites, student housing units, single family rental homes and senior living units.

## Real Estate

The following table provides information regarding our real estate portfolio as of December 31, 2022:

Segment and Investment	Number of Properties <sup>(1)</sup>	Location	Acquisition Date	Ownership Interest <sup>(2)</sup>	Sq. Feet (in thousands)/ Units/Keys <sup>(1)</sup>	Occupancy Rate <sup>(3)</sup>
TA Multifamily Portfolio	4	Various	April 2017	100%	1,744 units	96%
Emory Point	1	Atlanta, GA	May 2017	100%	750 units	96%
Nevada West Multifamily	3	Las Vegas, NV	May 2017	100%	972 units	92%
Mountain Gate & Trails Multifamily	2	Las Vegas, NV	June 2017	100%	539 units	93%
Elysian West Multifamily	1	Las Vegas, NV	July 2017	100%	466 units	93%
Gilbert Multifamily	2	Gilbert, AZ	Sept. 2017	90%	748 units	94%
Domain & GreenVue Multifamily	2	Dallas, TX	Sept. 2017	100%	803 units	94%
ACG II Multifamily	3	Various	Sept. 2017	94%	740 units	93%
Olympus Multifamily	3	Jacksonville, FL	Nov. 2017	95%	1,032 units	93%
Amberglen West Multifamily	1	Hillsboro, OR	Nov. 2017	100%	396 units	92%
Aston Multifamily Portfolio	14	Various	Various	100%	3,145 units	93%
Talavera and Flamingo Multifamily	2	Las Vegas, NV	Dec. 2017	100%	674 units	92%
Montair Multifamily	1	Thornton, CO	Dec. 2017	100%	320 units	91%
Signature at Kendall Multifamily	1	Miami, FL	Dec. 2017	100%	546 units	92%
Blue Hills Multifamily	1	Boston, MA	May 2018	100%	472 units	95%
Wave Multifamily Portfolio	5	Various	May 2018	100%	1,902 units	90%
ACG III Multifamily	2	Gresham, OR & Turlock, CA	May 2018	95%	475 units	94%
Carroll Florida Multifamily	2	Jacksonville & Orlando, FL	May 2018	100%	716 units	95%
Solis at Flamingo	1	Las Vegas, NV	June 2018	95%	524 units	91%
Velaire at Aspera	1	Phoenix, AZ	July 2018	100%	286 units	93%
Coyote Multifamily Portfolio	6	Phoenix, AZ	Aug. 2018	100%	1,752 units	94%
Avanti Apartments	1	Las Vegas, NV	Dec. 2018	100%	414 units	96%
Gilbert Heritage Apartments	1	Phoenix, AZ	Feb. 2019	90%	256 units	95%
Roman Multifamily Portfolio	14	Various	Feb. 2019	100%	3,743 units	94%
Elevation Plaza Del Rio	1	Phoenix, AZ	April 2019	90%	333 units	94%
Courtney at Universal Multifamily	1	Orlando, FL	April 2019	100%	355 units	94%
Citymark Multifamily 2-Pack	2	Las Vegas, NV & Lithia Springs, GA	April 2019	95%	608 units	92%
Raider Multifamily Portfolio	4	Las Vegas, NV	Various	100%	1,514 units	93%
Bridge II Multifamily Portfolio	6	Various	Various	100%	2,363 units	89%
Miami Doral 2-Pack	2	Miami, FL	May 2019	100%	720 units	96%
Davis Multifamily 2-Pack	2	Raleigh, NC & Jacksonville, FL	May 2019	100%	454 units	94%
Slate Savannah	1	Savannah, GA	May 2019	90%	272 units	94%
Amara at MetroWest	1	Orlando, FL	May 2019	95%	411 units	93%
Colorado 3-Pack	3	Denver & Fort Collins, CO	May 2019	100%	855 units	94%
Edge Las Vegas	1	Las Vegas, NV	June 2019	95%	296 units	93%
ACG IV Multifamily	2	Woodland, CA & Puyallup, WA	June 2019	95%	606 units	93%
Perimeter Multifamily 3-Pack	3	Atlanta, GA	June 2019	100%	691 units	93%
Anson at the Lakes	1	Charlotte, NC	June 2019	100%	694 units	93%
San Valiente Multifamily	1	Phoenix, AZ	July 2019	95%	604 units	95%
Edgewater at the Cove	1	Oregon City, OR	Aug. 2019	100%	244 units	90%
Haven 124 Multifamily	1	Denver, CO	Sept. 2019	100%	562 units	94%
Villages at McCullers Walk Multifamily	1	Raleigh, NC	Oct. 2019	100%	412 units	93%
Canopy at Citrus Park Multifamily	1	Largo, FL	Oct. 2019	90%	318 units	96%
Ridge Multifamily Portfolio	4	Las Vegas, NV	Oct. 2019	90%	1,220 units	89%
Charleston on 66th Multifamily	1	Tampa, FL	Nov. 2019	95%	258 units	91%
Evolve at Timber Creek Multifamily	1	Garner, NC	Nov. 2019	100%	304 units	96%
Arches at Hidden Creek Multifamily	1	Chandler, AZ	Nov. 2019	98%	432 units	92%
Terra Multifamily	1	Austin, TX	Dec. 2019	100%	372 units	92%
Arium Multifamily Portfolio	5	Various	Dec. 2019	100%	1,684 units	92%
Easton Gardens Multifamily	1	Columbus, OH	Feb. 2020	95%	1,064 units	94%
Acorn Multifamily Portfolio	18	Various	Feb. & May 2020	98%	7,055 units	93%
Indigo West Multifamily	1	Orlando, FL	March 2020	100%	456 units	88%
The Sixes Multifamily	1	Holly Springs, GA	Sept. 2020	100%	340 units	96%
Park & Market Multifamily	1	Raleigh, NC	Oct. 2020	100%	409 units	96%
Cortland Lex Multifamily	1	Alpharetta, GA	Oct. 2020	100%	360 units	93%
The Palmer Multifamily	1	Charlotte, NC	Oct. 2020	90%	318 units	96%
Grizzly Multifamily Portfolio	2	Atlanta, GA & Nashville, TN	Oct. & Nov. 2020	100%	767 units	95%
Jaguar Multifamily Portfolio	11	Various	Nov. & Dec. 2020	100%	3,788 units	93%
Kansas City Multifamily Portfolio	2	Overland Park & Olathe, KS	Dec. 2020	100%	620 units	94%

Segment and Investment	Number of Properties <sup>(1)</sup>	Location	Acquisition Date	Ownership Interest <sup>(2)</sup>	Sq. Feet (in thousands)/ Units/Keys <sup>(1)</sup>	Occupancy Rate <sup>(3)</sup>
The View at Woodstock Multifamily	1	Woodstock, GA	Jan. 2021	100%	320 units	94%
Southeast Multifamily Portfolio	2	Lebanon, TN & Sanford, FL	Feb. 2021	98%	330 units	95%
Cortona South Tampa Multifamily	1	Tampa, FL	April 2021	100%	300 units	95%
Crest at Park Central Multifamily	1	Dallas, TX	April 2021	100%	387 units	95%
Archer & Rosery Multifamily Portfolio	2	Acworth, GA & Largo, FL	April & May 2021	100%	539 units	95%
Encore Tessera Multifamily	1	Phoenix, AZ	May 2021	80%	240 units	92%
Acorn 2.0 Multifamily Portfolio	18	Various	Various	98%	6,997 units	88%
Vue at Centennial Multifamily	1	Las Vegas, NV	June 2021	100%	372 units	93%
Charlotte Multifamily Portfolio	3	Various	June & Aug. 2021	100%	876 units	93%
Haven by Watermark Multifamily	1	Denver, CO	June 2021	100%	206 units	95%
Legacy North Multifamily	1	Plano, TX	Aug. 2021	100%	1,675 units	94%
The Brooke Multifamily	1	Atlanta, GA	Aug. 2021	100%	537 units	94%
One Boynton Multifamily	1	Boynton Beach, FL	Aug. 2021	100%	494 units	95%
Falcon Landing Multifamily	1	Katy, TX	Aug. 2021	90%	386 units	95%
Town Lantana Multifamily	1	Lantana, FL	Sept. 2021	90%	360 units	95%
Ring Multifamily Portfolio	12	Various	Sept. 2021	100%	3,030 units	94%
Villages at Pecan Grove Multifamily	1	Holly Springs, NC	Nov. 2021	100%	336 units	98%
Cielo Morrison Multifamily Portfolio	2	Charlotte, NC	Nov. 2021	90%	419 units	91%
FiveTwo at Highland Multifamily	1	Austin, TX	Nov. 2021	90%	390 units	93%
Roman 2.0 Multifamily Portfolio	20	Various	Dec. 2021 & Jan. 2022	100%	6,342 units	94%
Kapilina Beach Homes Multifamily	1	Ewa Beach, HI	Dec. 2021	100%	1,459 units	91%
SeaTac Multifamily Portfolio	2	Edgewood & Everett, WA	Dec. 2021	90%	480 units	91%
Villages at Raleigh Beach Multifamily	1	Raleigh, NC	Jan. 2022	100%	392 units	96%
Raider 2.0 Multifamily Portfolio	3	Las Vegas & Henderson, NV	March & April 2022	100%	1,390 units	94%
Dallas Multifamily Portfolio	2	Irving & Fort Worth, TX	April 2022	90%	759 units	94%
Carlton at Bartram Park Multifamily	1	Jacksonville, FL	April 2022	100%	750 units	95%
Overlook Multifamily Portfolio	2	Malden & Revere, MA	April 2022	100%	1,386 units	95%
Harper Place at Bees Ferry Multifamily	1	Charleston, SC	April 2022	100%	195 units	97%
Rapids Multifamily Portfolio	39	Various	May 2022	100%	11,672 units	93%
8 Spruce Street Multifamily	1	New York, NY	May 2022	100%	899 units	94%
Pike Multifamily Portfolio <sup>(4)</sup>	46	Various	June 2022	100%	12,332 units	94%
ACG V Multifamily	2	Stockton, CA	Sept. 2022	95%	449 units	94%
Highroads MH	2	Phoenix, AZ	April 2018	99.6%	198 units	97%
Evergreen Minari MH	2	Phoenix, AZ	June 2018	99.6%	115 units	97%
Southwest MH	12	Various	June 2018	99.6%	2,568 units	89%
Hidden Springs MH	1	Desert Hot Springs, CA	July 2018	99.6%	317 units	86%
SVPAC MH	2	Phoenix, AZ	July 2018	99.6%	233 units	100%
Riverest MH	1	Tavares, FL	Dec. 2018	99.6%	130 units	96%
Angler MH Portfolio	4	Phoenix, AZ	April 2019	99.6%	770 units	92%
Florida MH 4-Pack	4	Various	April & July 2019	99.6%	799 units	95%
Impala MH	3	Phoenix & Chandler, AZ	July 2019	99.6%	333 units	99%
Clearwater MHC 2-Pack	2	Clearwater, FL	March & Aug. 2020	99.6%	207 units	95%
Legacy MH Portfolio	7	Various	April 2020	99.6%	1,896 units	92%
May Manor MH	1	Lakeland, FL	June 2020	99.6%	297 units	80%
Royal Oaks MH	1	Petaluma, CA	Nov. 2020	99.6%	94 units	99%
Southeast MH Portfolio	25	Various	Dec. 2020	99.6%	6,333 units	87%
Redwood Village MH	1	Santa Rosa, CA	July 2021	99.6%	67 units	99%
Courtly Manor MH	1	Hialeah, FL	Oct. 2021	99.6%	525 units	100%
Crescent Valley MH	1	Newhall, CA	Nov. 2021	99.6%	85 units	93%
EdR Student Housing Portfolio	20	Various	Sept. 2018	95%	3,460 units	98%
Mercury 3100 Student Housing	1	Orlando, FL	Feb. 2021	100%	228 units	99%
Signal Student Housing Portfolio	8	Various	Aug. 2021	96%	1,749 units	98%
Standard at Fort Collins Student Housing	1	Fort Collins, CO	Nov. 2021	97%	237 units	99%
Intel Student Housing Portfolio	4	Reno, NV	Various	98%	805 units	94%
Signal 2.0 Student Housing Portfolio	2	Buffalo, NY & Athens, GA	Dec. 2021	97%	366 units	99%
Robin Student Housing Portfolio	8	Various	March 2022	98%	1,703 units	93%
Legacy on Rio Student Housing	1	Austin, TX	March 2022	97%	149 units	99%
Mark at Tucson Student Housing	1	Mountain, AZ	April 2022	97%	154 units	99%
Legacy at Baton Rouge Student Housing	1	Baton Rouge, LA	May 2022	97%	300 units	99%
American Campus Communities	150	Various	Aug. 2022	69%	36,545 units	98%
Home Partners of America <sup>(5)</sup>	N/A <sup>(1)</sup>	Various	Various	Various <sup>(5)</sup>	28,776 units	92%
Quebec Independent Living Portfolio	11	Quebec, Canada	Aug. 2021 & Aug. 2022	95%	3,233 units	89%

Segment and Investment	Number of Properties <sup>(1)</sup>	Location	Acquisition Date	Ownership Interest <sup>(2)</sup>	Sq. Feet (in thousands)/ Units/Keys <sup>(1)</sup>	Occupancy Rate <sup>(3)</sup>
Ace Affordable Housing Portfolio <sup>(6)</sup>	594	Various	Dec. 2021	Various <sup>(6)</sup>	74,286 units	96%
Florida Affordable Housing Portfolio	43	Various	Various	100%	10,965 units	97%
Palm Park Affordable Housing	1	Boynton Beach, FL	May 2022	100%	160 units	99%
Wasatch 2-Pack	2	Spring Valley, CA & Midvale, UT	Oct. 2022	100%	350 units	98%
Total Rental Housing	1,252				290,306 units	
<i>Industrial:</i>						
HS Industrial Portfolio	33	Various	April 2017	100%	5,573 sq. ft.	98%
Fairfield Industrial Portfolio	11	Fairfield, NJ	Sept. 2017	100%	578 sq. ft.	100%
Southeast Industrial Portfolio	4	Various	Nov. 2017	100%	1,427 sq. ft.	83%
Kraft Chicago Industrial Portfolio	3	Aurora, IL	Jan. 2018	100%	1,693 sq. ft.	100%
Canyon Industrial Portfolio	135	Various	March 2018	100%	19,860 sq. ft.	98%
HP Cold Storage Industrial Portfolio	6	Various	May 2018	100%	2,259 sq. ft.	100%
Meridian Industrial Portfolio	88	Various	Nov. 2018	99%	11,582 sq. ft.	98%
Stockton Distribution Center	1	Stockton, CA	Dec. 2018	100%	987 sq. ft.	100%
Summit Industrial Portfolio	8	Atlanta, GA	Dec. 2018	100%	631 sq. ft.	100%
4500 Westport Drive	1	Harrisburg, PA	Jan. 2019	100%	179 sq. ft.	100%
Morgan Savannah	1	Savannah, GA	April 2019	100%	357 sq. ft.	100%
Minneapolis Industrial Portfolio	34	Minneapolis, MN	April 2019	100%	2,459 sq. ft.	96%
Atlanta Industrial Portfolio	61	Atlanta, GA	May 2019	100%	3,779 sq. ft.	99%
Patriot Park Industrial Portfolio	2	Durham, NC	Sept. 2019	100%	323 sq. ft.	100%
Denali Industrial Portfolio	18	Various	Sept. 2019	100%	4,098 sq. ft.	100%
Jupiter 12 Industrial Portfolio	300	Various	Sept. 2019	100%	58,925 sq. ft.	98%
2201 Main Street	1	San Diego, CA	Oct. 2019	100%	260 sq. ft.	N/A
Triangle Industrial Portfolio	24	Greensboro, NC	Jan. 2020	100%	2,559 sq. ft.	91%
Midwest Industrial Portfolio	27	Various	Feb. 2020	100%	5,940 sq. ft.	89%
Pancal Industrial Portfolio	12	Various	Feb. & April 2020	100%	2,109 sq. ft.	98%
Grainger Distribution Center	1	Jacksonville, FL	March 2020	100%	297 sq. ft.	100%
Diamond Industrial	1	Pico Rivera, CA	Aug. 2020	100%	243 sq. ft.	100%
Inland Empire Industrial Portfolio	2	Etiwanda & Fontana, CA	Sept. 2020	100%	404 sq. ft.	100%
Shield Industrial Portfolio	13	Various	Dec. 2020	100%	2,079 sq. ft.	100%
7520 Georgetown Industrial	1	Indianapolis, IN	Dec. 2020	100%	425 sq. ft.	100%
WC Infill Industrial Portfolio <sup>(7)</sup>	19	Various	Jan. & Aug. 2021	85%	2,927 sq. ft.	N/A
Vault Industrial Portfolio <sup>(7)</sup>	35	Various	Jan. 2021	46%	6,592 sq. ft.	N/A
Chicago Infill Industrial Portfolio	7	Various	Feb. 2021	100%	1,058 sq. ft.	100%
Greensboro Industrial Portfolio	19	Various	April 2021	100%	2,068 sq. ft.	94%
NW Corporate Center Industrial Portfolio	3	El Paso, TX	July 2021	100%	692 sq. ft.	100%
I-85 Southeast Industrial Portfolio	4	Various	July & Aug. 2021	100%	739 sq. ft.	100%
Alaska Industrial Portfolio <sup>(7)</sup>	27	Various UK	July & Oct. 2021	22%	8,720 sq. ft.	N/A
Stephanie Industrial Portfolio	2	Henderson, NV	Sept. 2021	100%	338 sq. ft.	100%
Capstone Industrial Portfolio	2	Brooklyn Park, MN	Sept. 2021	100%	219 sq. ft.	86%
Winston Industrial Portfolio <sup>(8)</sup>	132	Various	Oct. 2021	Various	34,935 sq. ft.	98%
Tempe Industrial Center	1	Tempe, AZ	Oct. 2021	100%	175 sq. ft.	100%
Procyon Distribution Center Industrial	1	Las Vegas, NV	Oct. 2021	100%	122 sq. ft.	100%
Northborough Industrial Portfolio	2	Marlborough, MA	Oct. 2021	100%	600 sq. ft.	100%
Coldplay Logistics Portfolio <sup>(7)</sup>	17	Various Germany	Oct. 2021	10%	1,546 sq. ft.	N/A
Canyon 2.0 Industrial Portfolio	102	Various	Nov. 2021	99%	15,218 sq. ft.	99%
Tropical Sloane Las Vegas Industrial	1	Las Vegas, NV	Nov. 2021	100%	171 sq. ft.	100%
Explorer Industrial Portfolio <sup>(7)</sup>	328	Various	Nov. 2021	12%	70,499 sq. ft.	N/A
Carrix Ports Portfolio <sup>(9)</sup>	N/A	Various	Nov. 2021	8%	N/A	N/A
Evergreen Industrial Portfolio <sup>(7)</sup>	12	Various Europe	Dec. 2021	10%	6,068 sq. ft.	N/A
Maplewood Industrial	14	Various	Dec. 2021	100%	3,169 sq. ft.	100%
Meadowland Industrial Portfolio	3	Las Vegas, NV	Dec. 2021	100%	1,138 sq. ft.	100%
Bulldog Industrial Portfolio	7	Suwanee, GA	Dec. 2021	100%	512 sq. ft.	100%
SLC NW Commerce Industrial	3	Salt Lake City, UT	Dec. 2021	100%	529 sq. ft.	100%
Bluefin Industrial Portfolio <sup>(7)</sup>	70	Various	Dec. 2021	23%	10,781 sq. ft.	N/A
73 Business Center Industrial Portfolio	1	Greensboro, NC	Dec. 2021	100%	218 sq. ft.	100%
Amhurst Industrial Portfolio	8	Waukegan, IL	March 2022	100%	1,280 sq. ft.	90%
Shoals Logistics Center Industrial	1	Austell, GA	April 2022	100%	254 sq. ft.	N/A
Durham Commerce Center Industrial	1	Durham, NC	April 2022	100%	132 sq. ft.	100%
Mileway Industrial Portfolio <sup>(7)</sup>	1,656	Various Europe	Various	15%	153,297 sq. ft.	N/A
Total Industrial	3,266				453,023 sq. ft.	



Segment and Investment	Number of Properties <sup>(1)</sup>	Location	Acquisition Date	Ownership Interest <sup>(2)</sup>	Sq. Feet (in thousands)/ Units/Keys <sup>(1)</sup>	Occupancy Rate <sup>(3)</sup>
<i>Net Lease:</i>						
Bellagio Net Lease	1	Las Vegas, NV	Nov. 2019	95%	8,507 sq. ft.	100%
MGM Grand Net Lease <sup>(7)</sup>	1	Las Vegas, NV	Feb. 2020	49.9%	6,917 sq. ft.	N/A
Mandalay Bay Net Lease <sup>(7)</sup>	1	Las Vegas, NV	Feb. 2020	49.9%	9,324 sq. ft.	N/A
Cosmopolitan Net Lease	1	Las Vegas, NV	May 2022	80%	6,902 sq. ft.	100%
Total Net Lease	4				31,650 sq. ft.	
<i>Data Centers:</i>						
D.C. Powered Shell Warehouse Portfolio	9	Ashburn & Manassas, VA	June & Dec. 2019	90%	1,471 sq. ft.	100%
Highpoint Powered Shell Portfolio	2	Sterling, VA	June 2021	100%	430 sq. ft.	100%
QTS Data Centers <sup>(7)</sup>	62	Various	Aug. 2021	33.4%	9,411 sq. ft.	N/A
Atlantic Powered Shell Portfolio	3	Sterling, VA	April 2022	100%	792 sq. ft.	100%
Phoenix Tower International <sup>(10)</sup>	N/A	Various	May 2022	12%	N/A	N/A
Total Data Centers	76				12,104 sq. ft.	
<i>Hospitality:</i>						
Hyatt Place UC Davis	1	Davis, CA	Jan. 2017	100%	127 keys	70%
Hyatt Place San Jose Downtown	1	San Jose, CA	June 2017	100%	240 keys	58%
Florida Select-Service 4-Pack	4	Tampa & Orlando, FL	July 2017	100%	476 keys	76%
Hyatt House Downtown Atlanta	1	Atlanta, GA	Aug. 2017	100%	150 keys	65%
Boston/Worcester Select-Service 3-Pack	3	Boston & Worcester, MA	Oct. 2017	100%	374 keys	75%
Henderson Select-Service 2-Pack	2	Henderson, NV	May 2018	100%	228 keys	82%
Orlando Select-Service 2-Pack	2	Orlando, FL	May 2018	100%	254 keys	87%
Corporex Select Service Portfolio	5	Various	Aug. 2018	100%	601 keys	76%
JW Marriott San Antonio Hill Country Resort	1	San Antonio, TX	Aug. 2018	100%	1,002 keys	65%
Hampton Inn & Suites Federal Way	1	Seattle, WA	Oct. 2018	100%	142 keys	71%
Staybridge Suites Reno	1	Reno, NV	Nov. 2018	100%	94 keys	81%
Salt Lake City Select Service 3 Pack	3	Salt Lake City, UT	Nov. 2018	60%	454 keys	70%
Courtyard Kona	1	Kailua-Kona, HI	March 2019	100%	455 keys	77%
Raven Select Service Portfolio	19	Various	June 2019	100%	2,350 keys	71%
Urban 2-Pack	1	Chicago, IL	July 2019	100%	337 keys	60%
Hyatt Regency Atlanta	1	Atlanta, GA	Sept. 2019	100%	1,260 keys	61%
RHW Select Service Portfolio	9	Various	Nov. 2019	100%	923 keys	69%
Key West Select Service Portfolio	4	Key West, FL	Oct. 2021	100%	519 keys	85%
Sunbelt Select Service Portfolio	3	Various	Dec. 2021	100%	716 keys	72%
HGI Austin University Select Service	1	Austin, TX	Dec. 2021	100%	214 keys	56%
Sleep Extended Stay Hotel Portfolio <sup>(7)</sup>	196	Various	July 2022	30%	24,937 keys	N/A
Halo Select Service Portfolio	7	Various	Aug. 2022 & Oct. 2022	100%	1,404 keys	70%
Total Hospitality	267				37,257 keys	
<i>Self Storage:</i>						
East Coast Storage Portfolio	21	Various	Aug. 2019	98%	1,320 sq. ft.	92%
Phoenix Storage 2-Pack	2	Phoenix, AZ	March 2020	98%	111 sq. ft.	92%
Cactus Storage Portfolio	18	Various	Sept. & Oct. 2020	98%	1,109 sq. ft.	89%
Caltex Storage Portfolio	4	Various	Nov. & Dec. 2020	98%	241 sq. ft.	94%
Simply Self Storage	95	Various	Dec. 2020	100%	8,023 sq. ft.	89%
Florida Self Storage Portfolio	2	Cocoa & Rockledge, FL	Dec. 2020	98%	159 sq. ft.	94%
Pace Storage Portfolio	1	Pace, FL	Dec. 2020	98%	72 sq. ft.	92%
American Harbor Self Storage	1	Dallas, TX	Aug. 2021	100%	67 sq. ft.	95%
Flamingo Self Storage Portfolio	6	Various	Various	98%	396 sq. ft.	92%
Houston Self Storage Portfolio	7	Various	Oct. 2021	100%	455 sq. ft.	91%
Lone Star Self Storage Portfolio	15	Various	Nov. 2021	100%	1,202 sq. ft.	92%
Richmond Self Storage	1	Richmond, TX	Dec. 2021	100%	86 sq. ft.	94%
CubeWise Self Storage	1	Fort Worth, TX	Dec. 2021	100%	74 sq. ft.	93%
Benbrook Self Storage	1	Benbrook, TX	March 2022	100%	88 sq. ft.	93%
The Park Self Storage	1	Arlington, WA	March 2022	100%	45 sq. ft.	93%
Alpaca Self Storage Portfolio	26	Various	April 2022	98%	2,283 sq. ft.	91%
Columbus Self Storage Portfolio	4	Various	April 2022	100%	346 sq. ft.	93%
Boxer Self Storage	1	Fort Mill, NC	April 2022	100%	64 sq. ft.	94%
Native Self Storage	1	Stockton, CA	April 2022	100%	87 sq. ft.	85%
Total Self Storage	208				16,228 sq. ft.	

Segment and Investment	Number of Properties <sup>(1)</sup>	Location	Acquisition Date	Ownership Interest <sup>(2)</sup>	Sq. Feet (in thousands)/ Units/Keys <sup>(1)</sup>	Occupancy Rate <sup>(3)</sup>
<i>Office:</i>						
EmeryTech Office	1	Emeryville, CA	Oct. 2019	100%	228 sq. ft.	95%
Coleman Highline Office	1	San Jose, CA	Oct. 2020	100%	357 sq. ft.	100%
Atlanta Tech Center Office	1	Atlanta, GA	May 2021	100%	361 sq. ft.	100%
Atlantic Complex Office	3	Toronto, Canada	Nov. 2021	97%	259 sq. ft.	95%
One Manhattan West <sup>(7)</sup>	1	New York, NY	March 2022	49%	2,081 sq. ft.	N/A
One Culver Office	1	Culver City, CA	March 2022	90%	373 sq. ft.	100%
Montreal Office Portfolio	2	Various	March 2022	98%	412 sq. ft.	95%
Atlanta Tech Center 2.0 Office	1	Atlanta, GA	June 2022	100%	318 sq. ft.	100%
Pike Office Portfolio <sup>(4)</sup>	3	Various	June 2022	100%	1,072 sq. ft.	95%
Adare Office	1	Dublin, Ireland	Aug. 2022	75%	517 sq. ft.	100%
Total Office	15				5,978 sq. ft.	
<i>Retail:</i>						
Bakers Centre	1	Philadelphia, PA	March 2017	100%	236 sq. ft.	100%
Plaza Del Sol Retail	1	Burbank, CA	Oct. 2017	100%	166 sq. ft.	82%
Vista Center	1	Miami, FL	Aug. 2018	100%	89 sq. ft.	94%
El Paseo Simi Valley	1	Simi Valley, CA	June 2019	100%	197 sq. ft.	97%
Towne Center East	1	Signal Hill, CA	Sept. 2019	100%	163 sq. ft.	99%
Plaza Pacoima	1	Pacoima, CA	Oct. 2019	100%	204 sq. ft.	100%
Canarsie Plaza	1	Brooklyn, NY	Dec. 2019	100%	274 sq. ft.	99%
SoCal Grocery Portfolio	6	Various	Jan. 2020	100%	689 sq. ft.	94%
Northeast Tower Center	1	Philadelphia, PA	Aug. 2021	100%	301 sq. ft.	100%
Southeast Retail Portfolio <sup>(7)</sup>	6	Various	Oct. 2021	50%	1,227 sq. ft.	N/A
Bingo Retail Portfolio	12	Various	Dec. 2021	100%	2,150 sq. ft.	98%
Pike Retail Portfolio <sup>(4)(11)</sup>	52	Various	June 2022	Various	5,736 sq. ft.	94%
Total Retail	84				11,432 sq. ft.	
Total Investments in Real Estate	5,172					

- (1) Rental Housing includes multifamily and other types of rental housing such as manufactured, student, affordable, and single family rental housing, as well as senior living. Rental Housing units include multifamily units, affordable housing units, manufactured housing sites, student housing units, single family rental homes and senior living units. Single family rental homes are accounted for in rental housing units and are not reflected in the number of properties.
- (2) Certain of our joint venture agreements provide the seller or the other partner a profits interest based on achieving certain internal rate of return hurdles. Such investments are consolidated by us and any profits interest due to the other partners is reported within non-controlling interests. The table above also includes properties owned by unconsolidated entities.
- (3) For our industrial, net lease, data centers, office and retail investments, occupancy includes all leased square footage as of December 31, 2022. For our multifamily and student housing investments, occupancy is defined as the percentage of actual rent divided by gross potential rent (defined as actual rent for occupied units and market rent for vacant units) for the three months ended December 31, 2022. For our single family rental housing investments, the occupancy rate includes occupied homes for the three months ended December 31, 2022. For our self storage, manufactured housing and senior living investments, the occupancy rate includes occupied square footage, occupied sites and occupied units, respectively, as of December 31, 2022. The average occupancy rate for our hospitality investments includes paid occupied rooms for the 12 months ended December 31, 2022. Hospitality investments owned less than 12 months are excluded from the average occupancy rate calculation. Unconsolidated investments are excluded from occupancy rate calculations.
- (4) Represents acquisition of Preferred Apartment Communities Inc. ("PAC").
- (5) Includes a 100% interest in 18,009 consolidated single family rental homes, a 44% interest in 8,964 unconsolidated single family rental homes, and a 12% interest in 1,803 unconsolidated single family rental homes.
- (6) Includes various ownership interests in 507 consolidated affordable housing units and 87 unconsolidated affordable housing units.
- (7) Investment is unconsolidated.
- (8) Includes various ownership interests in 105 consolidated industrial properties and 27 unconsolidated industrial properties.
- (9) Consists of an unconsolidated joint venture formed by the Company and certain Blackstone-managed investment vehicles invested in a logistics business.
- (10) Consists of an unconsolidated joint venture formed by the Company and certain Blackstone-managed investment vehicles invested in a wireless tower business.
- (11) Includes 51 wholly-owned retail properties and a 50% interest in one unconsolidated retail property.

## Lease Expirations

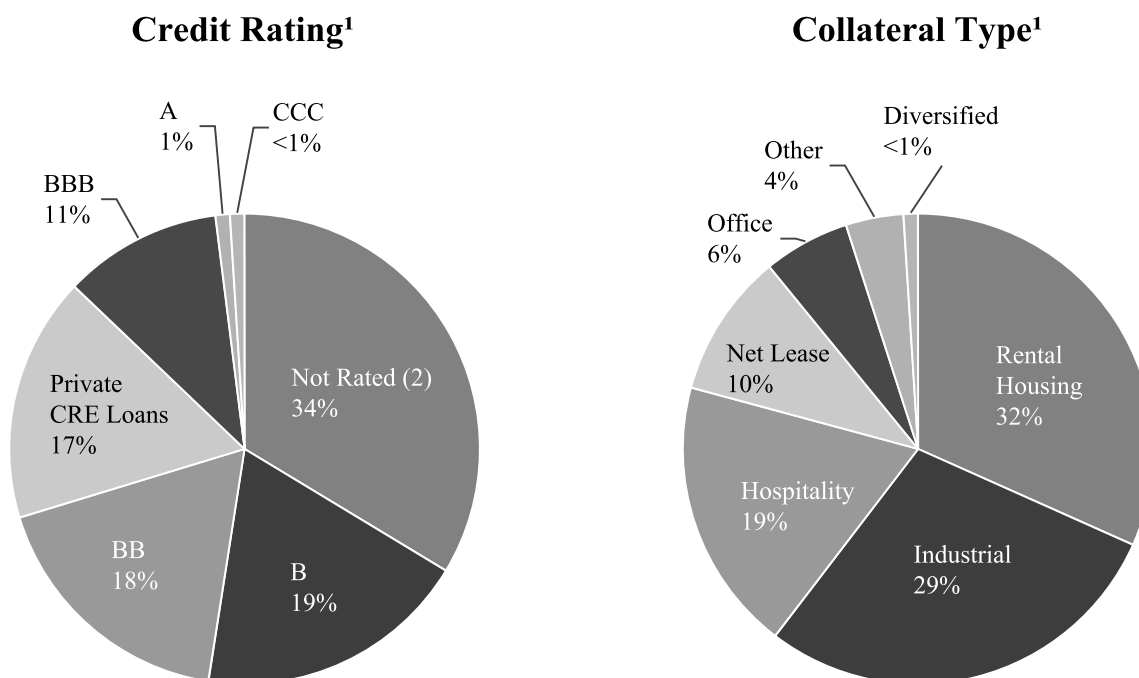
The following schedule details the expiring leases at our consolidated industrial, net lease, data centers, retail, and office properties by annualized base rent and square footage as of December 31, 2022 (\$ and square feet data in thousands). The table below excludes our rental housing and self-storage properties as substantially all leases at such properties expire within 12 months:

Year	Number of Expiring Leases	Annualized Base Rent <sup>(1)</sup>	% of Total Annualized Base Rent Expiring	Square Feet	% of Total Square Feet Expiring
2023	564	\$ 119,308	7%	19,998	10%
2024	653	174,820	10%	30,937	15%
2025	567	136,567	8%	21,844	11%
2026	525	172,079	10%	31,484	16%
2027	564	192,251	11%	29,330	15%
2028	285	126,129	7%	20,913	10%
2029	134	84,336	5%	10,345	5%
2030	106	90,652	5%	10,310	5%
2031	66	27,314	2%	3,409	2%
2032	47	39,843	2%	3,417	2%
Thereafter	100	565,003	33%	18,939	9%
Total	3,611	\$ 1,728,302	100%	200,926	100%

- (1) Annualized base rent is determined from the annualized base rent per leased square foot as of December 31, 2022 and excludes tenant recoveries, straight-line rent, and above-market and below-market lease amortization.

## Investments in Real Estate Debt

The following charts further describe the diversification of our investments in real estate debt by credit rating and collateral type, based on fair value as of December 31, 2022:



- (1) Includes our investments in CMBS, RMBS, mortgage loans, and other debt secured by real estate assets, and excludes the impact of consolidating the loans that serve as collateral for certain of our debt securities on our Consolidated GAAP Balance Sheets.
- (2) Not rated positions have a weighted-average LTV at origination of 64.3% and are primarily composed of 49.6% industrial and 43.0% rental housing assets, and includes interest-only securities with a fair value of \$37.4 million.

The following table details our investments in real estate debt as of December 31, 2022 (\$ in thousands):

Type of Security/Loan <sup>(1)</sup>	December 31, 2022				
	Weighted Average Coupon <sup>(2)</sup>	Weighted Average Maturity Date <sup>(3)</sup>	Face Amount	Cost Basis	Fair Value
CMBS <sup>(4)</sup>	L+3.9%	5/13/2033	\$ 8,436,593	\$ 8,358,188	\$ 7,685,192
RMBS	4.5%	1/21/2053	404,953	393,511	292,516
Corporate bonds	4.9%	3/17/2031	115,980	126,052	105,558
Total real estate securities	6.4%	1/18/2034	8,957,526	8,877,751	8,083,266
Commercial real estate loans	L+5.5%	7/17/2026	1,489,296	1,499,691	1,483,358
Other investments <sup>(5)</sup>	3.7%	9/21/2029	209,746	183,017	176,868
Total investments in real estate debt	6.7%	10/29/2032	\$ 10,656,568	\$ 10,560,459	\$ 9,743,492

- (1) Includes our investments in CMBS, RMBS, mortgage loans, and other debt secured by real estate assets, and exclude the impact of consolidating the loans that serve as collateral for certain of our debt securities on our Consolidated GAAP Balance Sheets.
- (2) The term “L” refers to the relevant floating benchmark rates, which include USD LIBOR, Euro Interbank Offered Rate (“EURIBOR”), SOFR and SONIA, as applicable to each security and loan. Fixed rate CMBS and commercial real estate loans are reflected as a spread over the relevant floating benchmark rates as of December 31, 2022 for purposes of the weighted-averages. Weighted average coupon for CMBS does not include zero-coupon securities. As of December 31, 2022, we have interest rate swaps outstanding with a notional value of \$1.4 billion that effectively converts a portion of our fixed rate investments in real estate debt to floating rates. Total weighted average coupon does not include the impact of derivatives.

- (3) Weighted average maturity date is based on the fully extended maturity date of the instrument.
- (4) Face amount excludes interest-only securities with a notional amount of \$4.7 billion as of December 31, 2022. In addition, CMBS includes zero-coupon securities of \$215.1 million as of December 31, 2022.
- (5) Includes an interest in an unconsolidated joint venture that holds investments in real estate securities.

The following table sets forth information regarding our consolidated results of operations for the years ended December 31, 2022 and 2021 (\$ in thousands, except per share data):

	Year Ended December 31,		Change
	2022	2021	\$
<b>Revenues</b>			
Rental revenue	\$ 6,564,119	\$ 3,140,528	\$ 3,423,591
Hospitality revenue	721,654	412,338	309,316
Other revenue	360,605	143,805	216,800
<b>Total revenues</b>	<b>7,646,378</b>	<b>3,696,671</b>	<b>3,949,707</b>
<b>Expenses</b>			
Rental property operating	2,916,936	1,192,571	1,724,365
Hospitality operating	508,868	316,144	192,724
General and administrative	52,652	32,046	20,606
Management fee	837,687	445,291	392,396
Performance participation allocation	742,670	1,378,959	(636,289)
Impairment of investments in real estate	33,554	—	33,554
Depreciation and amortization	4,098,366	1,919,932	2,178,434
<b>Total expenses</b>	<b>9,190,733</b>	<b>5,284,943</b>	<b>3,905,790</b>
<b>Other income (expense)</b>			
Income from unconsolidated entities	182,249	205,980	(23,731)
(Loss) income from investments in real estate debt	(27,073)	391,867	(418,940)
Change in net assets of consolidated securitization vehicles	(42,119)	106,240	(148,359)
Income from equity securities and interest rate derivatives	1,967,549	894,544	1,073,005
Net gain on dispositions of real estate	808,846	7,881	800,965
Interest expense	(2,325,204)	(834,852)	(1,490,352)
Loss on extinguishment of debt	(11,476)	(16,331)	4,855
Other expense	(88,725)	(3,221)	(85,504)
<b>Total other income</b>	<b>464,047</b>	<b>752,108</b>	<b>(288,061)</b>
<b>Net loss</b>	<b>\$ (1,080,308)</b>	<b>\$ (836,164)</b>	<b>\$ (244,144)</b>
Net loss attributable to non-controlling interests in third party joint ventures	\$ 173,109	\$ 22,090	\$ 151,019
Net loss attributable to non-controlling interests in BREIT OP	23,680	9,291	14,389
<b>Net loss attributable to BREIT stockholders</b>	<b>\$ (883,519)</b>	<b>\$ (804,783)</b>	<b>\$ (78,736)</b>
<b>Net loss per share of common stock — basic and diluted</b>	<b>\$ (0.20)</b>	<b>\$ (0.30)</b>	<b>\$ 0.10</b>

### *Rental Revenue*

During the year ended December 31, 2022, rental revenue increased \$3.4 billion as compared to the year ended December 31, 2021. The increase can primarily be attributed to a \$0.2 billion increase in same property revenues and a \$3.2 billion increase in non-same property revenues due to the real estate acquisitions we made from January 1, 2021 to December 31, 2022. See Same Property Results of Operations section for further details of the increase in same property revenues.

### *Hospitality Revenue*

During the year ended December 31, 2022, hospitality revenue increased \$309.3 million as compared to the year ended December 31, 2021. The increase can primarily be attributed to a \$179.2 million increase in same property revenues and a \$130.1 million increase in non-same property revenues due to the real estate acquisitions we made from January 1, 2021 to December 31, 2022. See Same Property Results of Operations section for further details of the increase in same property revenues.

### *Other Revenue*

During the year ended December 31, 2022, other revenue increased \$216.8 million as compared to the year ended December 31, 2021. The increase can primarily be attributed to a \$12.5 million increase in same property revenues and a \$204.2 million increase in non-same property revenues due to the real estate acquisitions we made from January 1, 2021 to December 31, 2022. See Same Property Results of Operations section for further details of the increase in same property revenues.

### *Rental Property Operating Expenses*

During the year ended December 31, 2022, rental property operating expenses increased \$1.7 billion as compared to the year ended December 31, 2021. The increase can primarily be attributed to a \$51.9 million increase in same property operating expenses and a \$1.6 billion increase in non-same property operating expenses due to the real estate acquisitions we made from January 1, 2021 to December 31, 2022. See Same Property Results of Operations section for further details of the increase in same property operating expenses.

### *Hospitality Operating Expenses*

During the year ended December 31, 2022, hospitality operating expenses increased \$192.7 million as compared to the year ended December 31, 2021. The increase can primarily be attributed to a \$98.8 million increase in same property operating expenses and a \$94.0 million increase in non-same property expenses due to the real estate acquisitions we made from January 1, 2021 to December 31, 2022. See Same Property Results of Operations section for further details of the increase in same property hospitality operating expenses.

### *Management Fee*

During the year ended December 31, 2022, the management fee increased \$392.4 million compared to the year ended December 31, 2021. The increase was primarily due to the \$14.4 billion increase in our NAV from December 31, 2021 to December 31, 2022.

### *Performance Participation Allocation*

During the year ended December 31, 2022, the performance participation allocation expense decreased \$636.3 million compared to the year ended December 31, 2021. The decrease was primarily the result of a lower total return for the year ended December 31, 2022 compared to the year ended December 31, 2021.

### *Impairment of Investments in Real Estate*

During the year ended December 31, 2022, we recognized impairments of \$33.6 million on certain held-for-sale properties for which the carrying amount of such properties exceeded their fair value, less estimated closing costs. We did not recognize any impairment during the corresponding period in 2021.

### *Depreciation and Amortization*

During the year ended December 31, 2022, depreciation and amortization increased \$2.2 billion compared to the year ended December 31, 2021. The increase was primarily driven by the impact of acquisitions we made from January 1, 2021 through December 31, 2022, partially offset by (i) the impact of disposition activity as well as (ii) the full amortization of certain intangible assets.

### *Income from Unconsolidated Entities*

During the year ended December 31, 2022, income from unconsolidated entities decreased \$23.7 million compared to the year ended December 31, 2021. The decrease was primarily attributable to a decrease in the fair value of \$23.3 million of unconsolidated entities carried at fair value.

### *(Loss) Income from Investments in Real Estate Debt*

During the year ended December 31, 2022, (loss) income from our investments in real estate debt decreased \$418.9 million compared to the year ended December 31, 2021. The decrease was primarily due to an increase of \$685.2 million in change in unrealized losses and an increase of \$164.2 million in change in realized losses on investments in real estate debt. This was partially offset by an increase of \$291.5 million in interest income and an increase of \$138.3 million in unrealized gains on derivatives.

### *Change in Net Assets of Consolidated Securitization Vehicles*

During the year ended December 31, 2022, the change in net assets of consolidated securitization vehicles decreased \$148.4 million compared to the year ended December 31, 2021. The decrease was primarily attributable to an increase of \$197.2 million in unrealized losses on investments in these securitization vehicles and an increase of \$13.2 million in realized losses on such investments. This was partially offset by an increase of \$62.0 million in interest income from additional investments.

### *Income from Equity Securities and Interest Rate Derivatives*

During the year ended December 31, 2022, income from equity securities and interest rate derivatives increased \$1.1 billion compared to the year ended December 31, 2021. The increase was primarily due to an increase of \$2.3 billion of change in unrealized gains on our interest rate derivatives, partially offset by an increase of \$1.4 billion of change in net realized/unrealized losses from equity securities.

### *Net Gain on Dispositions of Real Estate*

During the year ended December 31, 2022, net gain on dispositions of real estate increased \$801.0 million compared to the year ended December 31, 2021. During the year ended December 31, 2022, we recorded \$808.8 million of net gains from the sale of 55 rental housing properties, which included 573 single family rental homes, and 64 industrial properties, seven self storage properties, and two hospitality properties, compared to a \$7.9 million of net gain from the disposition of 11 rental housing properties, which included 229 single family rental homes, during the year ended December 31, 2021.

### *Interest Expense*

During the year ended December 31, 2022, interest expense increased \$1.5 billion compared to the year ended December 31, 2021. The increase was primarily due to the growth in our real estate portfolio and investments in real estate debt and the related financing of such investments and an increase in interest rates.

### *Other Expense*

During the year ended December 31, 2022, other expense increased \$85.5 million compared to the year ended December 31, 2021. The increase was primarily due to an increase of \$41.5 million of severance costs, \$12.8 million of abandoned deal costs and \$31.2 million of other miscellaneous expenses.

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, 2021 for discussion of our consolidated results of operations for the year ended December 31, 2021 compared to the year ended December 31, 2020, which specific discussion is incorporated herein by reference.



## Same Property Results of Operations

Net Operating Income (“NOI”) is a supplemental non- GAAP measure of our property operating results that we believe is meaningful because it enables management to evaluate the impact of occupancy, rents, leasing activity, and other controllable property operating results at our real estate. We define NOI as operating revenues less operating expenses, which exclude (i) impairment of investments in real estate, (ii) depreciation and amortization, (iii) straight-line rental income and expense, (iv) amortization of above- and below-market lease intangibles, (v) lease termination fees, (vi) property expenses not core to the operations of such properties, and (vii) other non-property related revenue and expense items such as (a) general and administrative expenses, (b) management fee, (c) performance participation allocation, (d) incentive compensation awards, (e) income (loss) from investments in real estate debt, (f) change in net assets of consolidated securitization vehicles, (g) income from equity securities and interest rate derivatives, (h) net gain (loss) on dispositions of real estate, (i) interest expense, (j) gain (loss) on extinguishment of debt, (k) other income (expense), and (l) similar adjustments for NOI attributable to non-controlling interests and unconsolidated entities.

We evaluate our consolidated results of operations on a same property basis, which allows us to analyze our property operating results excluding acquisitions and dispositions during the periods under comparison. Properties in our portfolio are considered same property if they were owned for the full periods presented, otherwise they are considered non-same property. Recently developed properties are not included in same property results until the properties have achieved stabilization for both full periods presented. Properties held-for-sale, properties that are being re-developed, and interests in unconsolidated entities under contract for sale with hard deposit or other factors ensuring the buyer’s performance are excluded from same property results and are considered non-same property. We do not consider our investments in the real estate debt segment or equity securities to be same property.

As such, same property NOI assists in eliminating disparities in net income due to the acquisition, disposition, development, or redevelopment of properties during the periods presented, and therefore we believe it provides a more consistent performance measure for the comparison of the operating performance of the Company’s properties, which we believe is useful to investors. Our same property NOI may not be comparable to that of other REITs and should not be considered to be more relevant or accurate in evaluating our operating performance than the current GAAP methodology used to calculate our net income (loss).

For the years ended December 31, 2022 and December 31, 2021, our same property portfolio consisted of 218 rental housing, 782 industrial, one net lease, nine data centers, 56 hotel, 102 self storage, 13 retail, and two office properties.

In the first quarter of 2022, we updated our definition of NOI to exclude the impact of (i) straight-line rental income and expense, (ii) amortization of above- and below-market lease intangibles, (iii) lease termination fees, and (iv) property expenses not core to the operations of such properties, which are included in GAAP net income (loss). We do not consider these items to be directly attributable to our operations, and therefore have updated our definition of NOI to exclude such items. We also updated our calculation of same property NOI to include NOI from unconsolidated entities, once the unconsolidated entities have met the criteria to be included in same property NOI listed above, and exclude NOI attributable to non-controlling interests. Additionally, we updated our definition of stabilized occupancy for recently developed properties to be the earliest of (i) properties which have achieved 90% occupancy or (ii) 12 months after receiving a certificate of occupancy. We believe that these changes to our calculations of NOI and same property NOI result in metrics that better reflect our results of our operations. We believe this comparison provides a more relevant and informative representation of the changes to our same property results of operations over time.

The following table reconciles GAAP net loss to same property NOI for the years ended December 31, 2022 and 2021 (\$ in thousands):

	Year Ended December 31,		Change
	2022	2021	\$
Net loss	\$ (1,080,308)	\$ (836,164)	\$ (244,144)
Adjustments to reconcile to same property NOI			
Impairment of investments in real estate	33,554	—	33,554
Depreciation and amortization	4,098,366	1,919,932	2,178,434
Straight-line rental income and expense	(183,301)	(102,470)	(80,831)
Amortization of above- and below-market lease intangibles	(60,738)	(28,412)	(32,326)
Lease termination fees	(6,310)	(3,371)	(2,939)
Non-core property expenses	507,945	159,562	348,383
General and administrative	52,652	32,046	20,606
Management fee	837,687	445,291	392,396
Performance participation allocation	742,670	1,378,959	(636,289)
Incentive compensation awards <sup>(1)</sup>	33,807	14,368	19,439
Loss (income) from investments in real estate debt	27,073	(391,867)	418,940
Change in net assets of consolidated securitization vehicles	42,119	(106,240)	148,359
Income from equity securities and interest rate derivatives	(1,967,549)	(894,544)	(1,073,005)
Net gain on dispositions of real estate	(808,846)	(7,881)	(800,965)
Interest expense	2,325,204	834,852	1,490,352
Loss on extinguishment of debt	11,476	16,331	(4,855)
Other expense	88,725	3,221	85,504
Income from unconsolidated entities	(182,249)	(205,980)	23,731
NOI attributable to non-controlling interests in third party joint ventures	(162,911)	(48,946)	(113,965)
NOI from unconsolidated entities	730,228	281,358	448,870
NOI attributable to BREIT stockholders	5,079,294	2,460,045	2,619,249
Less: Non-same property NOI attributable to BREIT stockholders	3,108,427	716,647	2,391,780
Same property NOI attributable to BREIT stockholders	<u>\$ 1,970,867</u>	<u>\$ 1,743,398</u>	<u>\$ 227,469</u>

(1) Included in rental property operating and hospitality operating expense on our Consolidated Statements of Operations.

The following table details the components of same property NOI for the years ended December 31, 2022 and 2021 (\$ in thousands):

	Year Ended December 31,		Change	
	2022	2021	\$	%
Same property NOI				
Rental revenue	\$ 2,481,284	\$ 2,291,972	\$ 189,312	8%
Hospitality revenue	571,831	392,588	179,243	46%
Other revenue	94,274	81,775	12,499	15%
Total revenues	<u>3,147,389</u>	<u>2,766,335</u>	<u>381,054</u>	<u>14%</u>
Rental property operating	756,553	704,670	51,883	7%
Hospitality operating	385,664	286,836	98,828	34%
Total expenses	<u>1,142,217</u>	<u>991,506</u>	<u>150,711</u>	<u>15%</u>
Same property NOI attributable to non-controlling interests in third party joint ventures	(34,305)	(31,431)	(2,874)	9%
Same property NOI attributable to BREIT stockholders	<u>\$ 1,970,867</u>	<u>\$ 1,743,398</u>	<u>\$ 227,469</u>	<u>13%</u>

#### *Same Property – Rental Revenue*

Same property rental revenue increased \$189.3 million for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase was due to a \$179.6 million increase in base rental revenue and a \$20.8 million increase in tenant reimbursement income as a result of higher operating expenses. This was partially offset by a \$11.1 million increase in our bad debt reserve. Our bad debt reserve represents the amount of rental revenue we anticipate we will not be able to collect from our tenants.

The following table details the changes in base rental revenue period over period (\$ in thousands):

	Year Ended December 31,		2022 vs. 2021		
	2022	2021	Change in Base Rental Revenue	Change in Occupancy Rate	Change in Average Effective Annual Base Rent Per Leased Square Foot/Unit
Rental Housing	\$ 1,121,330	\$ 1,003,092	\$ 118,238	(1)%	+13%
Industrial	661,628	621,898	39,730	+1%	+5%
Net Lease	255,323	250,317	5,006	—%	+2%
Self storage	106,307	91,813	14,494	(2)%	+18%
Retail	44,300	43,101	1,199	—%	+3%
Data centers	19,119	18,698	421	—%	+2%
Office	23,467	22,996	471	—%	+2%
Total base rental revenue	<u>\$ 2,231,474</u>	<u>\$ 2,051,915</u>	<u>\$ 179,559</u>		

#### *Same Property – Hospitality Revenue*

Same property hospitality revenue increased \$179.2 million for the year ended December 31, 2022 compared to the year ended December 31, 2021. ADR for the hotels in our same property portfolio increased from \$142 to \$173 while occupancy increased 12% and RevPAR increased from \$88 to \$120 during the year ended December 31, 2022 compared to the year ended December 31, 2021.

#### *Same Property – Other Revenue*

Same property other revenue increased \$12.5 million for the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase was primarily due to increased golf course revenues at our full service hotel in San Antonio, Texas and increased ancillary income at our rental housing properties during the year ended December 31, 2022.

#### *Same Property – Rental Property Operating Expenses*

Same property rental property operating expenses increased \$51.9 million during the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase in rental property operating expenses for the year ended December 31, 2022 was primarily the result of increased real estate taxes and general operating expenses at our rental housing properties.

#### *Same Property – Hospitality Operating Expenses*

Same property hospitality operating expenses increased \$98.8 million during the year ended December 31, 2022 compared to the year ended December 31, 2021. The increase in hospitality operating expenses was primarily the result of increased operating expenses resulting from increased occupancy at our hotels during the year ended December 31, 2022.

## Liquidity and Capital Resources

### *Liquidity*

We believe we have sufficient liquidity to operate our business, with \$11.9 billion of liquidity as of March 16, 2023. When we refer to the liquidity of the Company, this includes amounts available under our undrawn revolving credit facilities of \$9.9 billion as well as unrestricted cash and cash equivalents of \$2.0 billion. We also generate incremental liquidity through our operating cash flows, which were \$2.7 billion for the year ended December 31, 2022. In addition, we remain moderately leveraged (48% as of December 31, 2022) and can generate additional liquidity by incurring indebtedness secured by our real estate and real estate debt investments, unsecured financings, and other forms of indebtedness. We may also generate incremental liquidity through the sale of our investments in real estate and real estate debt investments, which were carried at \$98.1 billion and \$9.7 billion, respectively, as of December 31, 2022. Our leverage ratio is measured by dividing (i) consolidated property-level and entity-level debt net of cash and debt-related restricted cash, by (ii) the asset value of real estate investments (measured using the greater of fair market value and cost) plus the equity in our settled real estate debt investments. Indebtedness incurred (i) in connection with funding a deposit in advance of the closing of an investment or (ii) as other working capital advances will not be included as part of the calculation above. Our leverage ratio would be higher if the indebtedness on our real estate debt investments and pro rata share of debt within our unconsolidated investments were taken into account.

In addition to our current liquidity, we obtain incremental liquidity through the sale of shares of our common stock in our continuous public offering and private offerings, from which we have received since inception net proceeds of \$71.9 billion as of March 16, 2023.

## Capital Resources

As of December 31, 2022, our indebtedness included loans secured by our properties, master repurchase agreements and other financing agreements secured by our investments in real estate debt, and unsecured revolving credit facilities and term loans.

The following table is a summary of our indebtedness as of December 31, 2022 (\$ in thousands):

Indebtedness	December 31, 2022			Principal Balance as of	
	Weighted Average Interest Rate <sup>(1)</sup>	Weighted Average Maturity Date <sup>(2)</sup>	Maximum Facility Size	December 31, 2022	December 31, 2021
<i>Fixed rate loans secured by our properties:</i>					
Fixed rate mortgages <sup>(3)</sup>	3.7%	12/15/2028	N/A	\$ 25,152,361	\$ 19,086,525
<i>Variable rate loans secured by our properties:</i>					
Variable rate mortgages and term loans	L+2.4%	1/30/2027	N/A	34,141,570	20,075,465
Variable rate secured revolving credit facilities <sup>(4)</sup>	L+1.6%	6/5/2026	\$ 4,211,100	2,608,778	1,614,550
Variable rate warehouse facilities <sup>(5)</sup>	L+1.9%	10/4/2025	\$ 4,284,381	3,728,340	794,141
Total variable rate loans	L+2.3%			40,478,688	22,484,156
Total loans secured by our properties	5.5%			65,631,049	41,570,681
<i>Secured financings of investments in real estate debt:</i>					
Secured financings of investments in real estate debt	L+1.3%	12/26/2023	N/A	4,966,685	4,706,632
<i>Unsecured loans:</i>					
Unsecured term loans	L+2.5%	1/30/2026	N/A	1,126,923	—
Unsecured variable rate revolving credit facilities	L+2.5%	11/29/2025	\$ 5,623,077	—	—
Affiliate revolving credit facility	L+2.5%	1/24/2024	75,000	—	—
Total unsecured loans			\$ 5,698,077	1,126,923	—
Total indebtedness				\$ 71,724,657	\$ 46,277,313

- (1) The term “L” refers to the relevant floating benchmark rates, which include one-month LIBOR, three-month LIBOR, 30-day SOFR, one-month Canadian Dollar Offered Rate (“CDOR”), EURIBOR, and SONIA as applicable to each loan or secured financing. As of December 31, 2022, we have outstanding interest rate swaps with an aggregate notional balance of \$32.4 billion and interest rate caps with an aggregate notional balance of \$14.1 billion that mitigate our exposure to potential future interest rate increased under our floating-rate debt.
- (2) Weighted average maturity assumes maximum maturity date (including any extensions), where the Company, at its sole discretion, has one or more extension options.
- (3) Includes \$364.5 million and \$396.3 million of loans related to our investment in affordable housing properties as of December 31, 2022 and December 31, 2021, respectively. Such loans are generally with municipalities, housing authorities, and other third parties administered through government sponsored affordable housing programs. Certain of these loans may be forgiven if specific affordable housing conditions are maintained.
- (4) Additional borrowings under the Company's variable rate secured revolving credit facilities are immediately available.
- (5) Additional borrowings under the Company's variable rate warehouse facilities require additional collateral, which are subject to lender approval.

The table above excludes consolidated senior CMBS positions owned by third-parties, which are reflected in our consolidated GAAP balance sheets, as these liabilities are non-recourse to us and can only be satisfied by repayment of the collateral loans underlying such securitizations.

The following table is a summary of the impact of derivatives on our weighted average interest rate as of December 31, 2022:

	December 31, 2022
Weighted average interest rate of loans secured by our properties	5.5%
Impact of derivatives	(1.2)%
Net weighted average interest rate of loans secured by our properties	4.3%

We registered with the Securities and Exchange Commission (the “SEC”), an offering of up to \$60.0 billion in shares of common stock, consisting of up to \$48.0 billion in shares in its primary offering and up to \$12.0 billion in shares pursuant to its distribution reinvestment plan, which we began using to offer shares of our common stock in March 2022 (the “Current Offering”).

As of March 17, 2023, we have received net proceeds of \$11.3 billion from selling an aggregate of 758.0 million shares of our common stock in the Current Offering, including shares converted from operating partnership units by the Special Limited Partner, (consisting of 277.2 million Class S shares, 350.5 million Class I shares, 15.6 million Class T shares, and 114.7 million Class D shares).

### *Capital Uses*

Our primary capital needs are to acquire our investments, which we expect to fund with our liquidity and other capital resources. We continue to believe that our current liquidity position is sufficient to meet the needs of our expected investment activity.

In addition, we may have other funding obligations, which we expect to satisfy with the cash flows generated from our investments and our capital resources described above. Such obligations include distributions to our stockholders, repurchase requests of shares of our common stock pursuant to our share repurchase plan, operating expenses, capital expenditures, repayment of indebtedness, and debt service on our outstanding indebtedness. In the fourth quarter of 2022, we received repurchase requests that exceeded the 2% monthly limit and 5% quarterly limit under our share repurchase plan. Therefore, as a result of the aforementioned monthly and quarterly limits, our board of directors exercised its discretion to repurchase less than the full amount of shares requested in November 2022 and December 2022. Our operating expenses include, among other things, the management fee we pay to the Adviser and the performance participation allocation that BREIT OP pays to the Special Limited Partner, both of which will impact our liquidity to the extent the Adviser or the Special Limited Partner elects to receive such payments in cash, or subsequently redeem shares or OP units previously issued to them. To date, the Adviser and the Special Limited Partner have both always elected to be paid in a combination of Class I and Class B units, resulting in a non-cash expense.

## Cash Flows

The following table provides a breakdown of the net change in our cash and cash equivalents and restricted cash (\$ in thousands):

	Year Ended December 31,	
	2022	2021
Cash flows provided by operating activities	\$ 2,728,677	\$ 1,783,085
Cash flows used in investing activities	(30,850,066)	(40,639,158)
Cash flows provided by financing activities	26,973,179	41,228,986
Net increase in cash and cash equivalents and restricted cash	<u>\$ (1,148,210)</u>	<u>\$ 2,372,913</u>

Cash flows provided by operating activities increased \$0.9 billion during the year ended December 31, 2022 compared to the year ended December 31, 2021 due to increased cash flows from the operations of our investments in real estate and income on our investments in real estate debt.

Cash flows used in investing activities decreased \$9.8 billion during the year ended December 31, 2022 compared to the year ended December 31, 2021. The decrease was primarily due to a net increase of \$4.0 billion in proceeds from sale of investments in real estate-related equity securities, an increase of \$2.7 billion in proceeds from dispositions of real estate, a net decrease of \$2.3 billion related to investments in real estate debt securities, an increase of \$1.9 billion in proceeds from repayments of real estate loans held by consolidated securitization vehicles, a decrease of \$1.4 billion in investments in unconsolidated entities and a decrease in pre-acquisition costs of \$0.2 billion. This was partially offset by a net increase of \$2.7 billion in the acquisitions of and capital improvements to real estate investments.

Cash flows provided by financing activities decreased \$14.3 billion during the year ended December 31, 2022 compared to the year ended December 31, 2021. The decrease was primarily due to an increase of \$9.3 billion in repurchases of common stock, a decrease of \$5.7 billion in proceeds from issuance of common stock, a net increase of \$1.6 billion in repayments of senior obligations of consolidated securitization vehicles, a decrease of \$1.5 billion in subscriptions received in advance, an increase of \$0.5 billion in distributions, and an increase of \$0.2 billion in payment of deferred financing costs. This was partially offset by a net increase of \$2.3 billion in borrowings and an increase of \$2.0 billion in contributions from non-controlling interests.



## Critical Accounting Policies

The preparation of the financial statements in accordance with GAAP involve significant judgments and assumptions and require estimates about matters that are inherently uncertain. These judgments will affect our reported amounts of assets and liabilities and our disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. With different estimates or assumptions, materially different amounts could be reported in our consolidated financial statements. The following is a summary of our significant accounting policies that we believe are the most affected by our judgments, estimates, and assumptions. See Note 2 to our consolidated financial statements for further descriptions of the below accounting policies.

### *Investments in Real Estate*

Upon the acquisition of a property, we assess the fair value of the acquired tangible and intangible assets (including land, buildings, tenant improvements, “above-market” and “below-market” leases, acquired in-place leases, other identified intangible assets and assumed liabilities) and we allocate the purchase price to the acquired assets and assumed liabilities, which are on a relative fair value basis. The most significant portion of the allocation is to building and land and requires the use of market based estimates and assumptions. We assess and consider fair value based on estimated cash flow projections that utilize appropriate discount and/or capitalization rates, as well as other available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known and anticipated trends, and market and economic conditions.

The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. We also consider an allocation of purchase price of other acquired intangibles, including acquired in-place leases that may have a customer relationship intangible value, including (but not limited to) the nature and extent of the existing relationship with the tenants, the tenants’ credit quality and expectations of lease renewals.

Acquired above-market and below-market leases are recorded at their fair values (using a discount rate which reflects the risks associated with the leases acquired) equal to the difference between (1) the contractual amounts to be paid pursuant to each in-place lease and (2) management’s estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases. Other intangible assets acquired include amounts for in-place lease values that are based on our evaluation of the specific characteristics of each tenant’s lease. Factors to be considered include estimates of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, we include real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, we consider leasing commissions, legal and other related expenses.

### *Impairment of Investments in Real Estate*

Management reviews its real estate properties for impairment each quarter or when there is an event or change in circumstances that indicates an impaired value. If the carrying amount of the real estate investment is no longer recoverable and exceeds the fair value of such investment, an impairment loss is recognized. The impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. The evaluation of anticipated future cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Since cash flows on real estate properties considered to be “long-lived assets to be held and used” are considered on an undiscounted basis to determine whether an asset has been impaired, our strategy of holding properties over the long term directly decreases the likelihood of recording an impairment loss. If our strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized, and such loss could be material to our results. If we determine that an impairment has occurred, the affected assets must be reduced to their fair value.

Management classifies the assets and liabilities related to its real estate investments as held-for-sale when a sale is probable to occur within one year. The Company considers a sale to be probable when a binding contract has been executed, the buyer has posted a non-refundable deposit, and there are limited contingencies to closing. The impairment loss is recognized based on the excess of the depreciated cost of the real estate investment over its fair value, less estimated closing costs.

Management reviews its investments in unconsolidated entities for impairment each quarter or when there is an event or change in circumstances that indicates a decrease in value. If there is a decrease in value due to a series of operating losses or other factors, the investment is evaluated to determine if the loss in value is considered other than temporary. Although a current fair value below the carrying value of the investment is an indicator of impairment, we will only recognize an impairment if the loss in value is determined to be other than temporary impairment (“OTTI”). If an impairment is determined to be other than temporary, we will record an impairment charge sufficient to reduce the investment’s carrying value to its fair value, which would result in a new cost basis. This new cost basis will be used for future periods when recording subsequent income or loss and cannot be written up to a higher value as a result of increases in fair value.

#### *Investments in Real Estate Debt*

Our investments in real estate debt consist of securities and loans. We elected to classify our real estate debt securities as trading securities, therefore we carry such investments at fair value. Our investments in loans are also carried at fair value as we elected the fair value option. Investments with readily available actively quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

In determining the fair value of our investments in real estate debt, we generally utilize third-party pricing service providers and broker-dealer quotations on the basis of the last available bid price. In determining the fair value of a particular investment, pricing service providers may use broker-dealer quotations, reported trades or valuation estimates from their internal pricing models to determine the reported price. The pricing service providers’ internal models for securities such as real estate debt generally consider the attributes applicable to a particular class of the security (e.g., credit rating, seniority), current market data, and estimated cash flows for each class and incorporate deal collateral performance such as prepayment speeds and default rates, as available. These investments are classified as Level 2 within the valuation hierarchy.

Certain of our investments in real estate debt, such as mezzanine loans, are unlikely to have readily available market quotations. In such cases, we determine fair value by utilizing or reviewing certain of the following (i) market yield data, (ii) discounted cash flow modeling, (iii) collateral asset performance, (iv) local or macro real estate performance, (v) capital market conditions, (vi) debt yield or loan-to-value ratios and (vii) borrower financial condition and performance. We classify these investments as Level 3 within the valuation hierarchy. Judgments used to determine fair value of Level 3 instruments are more significant than those required when determining the fair value of instruments classified as Level 1 or 2 due to the inherent uncertainty of the estimates and judgments used. These values may differ materially from the values that would have been used had a ready market for these investments existed. External factors may cause those values and the values of those investments for which readily observable inputs exists, to increase or decrease over time, impacting the value of our investments and therefore our Income (loss) from Investments in Real Estate Debt.

#### **Recent Accounting Pronouncements**

See Note 2 — “Summary of Significant Accounting Policies” to our consolidated financial statements in this annual report on Form 10-K for a discussion concerning recent accounting pronouncements.

#### **Commitments and Contingencies**

The following table aggregates our contractual obligations and commitments with payments due subsequent to December 31, 2022 (\$ in thousands).

Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Indebtedness <sup>(1)</sup>	\$ 86,318,123	\$ 8,925,407	\$ 21,888,178	\$ 40,144,990	\$ 15,359,548
Ground leases	3,386,990	40,549	83,413	85,248	3,177,780
Other	599	599	—	—	—
Total	<u>\$ 89,705,712</u>	<u>\$ 8,966,555</u>	<u>\$ 21,971,591</u>	<u>\$ 40,230,238</u>	<u>\$ 18,537,328</u>

- (1) The allocation of our indebtedness includes both principal and interest payments based on the fully extended maturity date and interest rates in effect at December 31, 2022. The table above excludes consolidated senior CMBS positions owned by third-parties, as these liabilities are non-recourse to us and can only be satisfied by repayment of the collateral loans underlying such securitizations.

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

We are exposed to interest rate risk with respect to our variable-rate indebtedness, generally an increase in interest rates would directly result in higher interest expense. We seek to manage our exposure to interest rate risk by utilizing a mix of fixed and floating rate financings with staggered maturities, and through interest rate hedging agreements to fix or cap a majority of our variable rate debt. As of December 31, 2022, the outstanding principal balance of our variable rate indebtedness was \$46.6 billion and consisted of mortgage notes, secured and unsecured term loans, secured and unsecured revolving credit facilities, and secured financings on investments in real estate debt.

Certain of our mortgage notes, secured and unsecured term loans, secured and unsecured revolving credit facilities, and secured financings are variable rate and indexed to one-month U.S. Dollar denominated LIBOR, three-month U.S. Dollar denominated LIBOR, three-month Euro denominated LIBOR, one-month CAD denominated LIBOR, three-month CAD denominated LIBOR, 30-day SOFR, or SONIA (collectively, the “Reference Rates”). We have executed interest rate swaps with a notional amount of \$32.4 billion and interest rate caps with an aggregate notional balance of \$14.1 billion as of December 31, 2022 to hedge the risk of increasing interest rates. For the year ended December 31, 2022, a 10% increase in each of the Reference Rates would have resulted in increased interest expense of \$13.5 million, net of the impact of our interest rate swaps and caps.

LIBOR and certain other floating rate benchmark indices to which our floating rate debt and other agreements are tied, including, without limitation, EURIBOR and CDOR, or collectively, IBORs, are the subject of recent national, international and regulatory guidance and proposals for reform. As of December 31, 2021, the IBA, ceased publication of all non-USD LIBOR and the one-week and two-month USD LIBOR and, as and previously announced, intends to cease publication of remaining U.S. dollar LIBOR settings immediately after June 30, 2023. Further, on March 15, 2022, the Consolidated Appropriations Act of 2022, which includes the LIBOR Act, was signed into law in the United States. This legislation establishes a uniform benchmark replacement process for financial contracts maturing after June 30, 2023 that do not contain clearly defined or practicable fallback provisions. The legislation also creates a safe harbor that shields lenders from litigation if they choose to utilize a replacement rate recommended by the Board of Governors of the Federal Reserve.

The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee composed of large U.S. financial institutions, has identified SOFR a new index calculated using short-term repurchase agreements backed by U.S. Treasury securities, as its preferred alternative rate for USD LIBOR. As of December 31, 2022, the one-month SOFR and one-month USD LIBOR were both 4.4%. Additionally, market participants have transitioned from GBP LIBOR to the Sterling Overnight Index Average, or SONIA, in line with guidance from the U.K. regulators.

At this time, it is not possible to predict how markets will respond to SOFR, SONIA, or other alternative reference rates as the transition away from USD LIBOR and GBP LIBOR proceeds. Despite the LIBOR transition in other markets, benchmark rate methodologies in Europe and Canada have been reformed and rates such as EURIBOR and CDOR may persist as International Organization of Securities Commissions, or IOSCO, compliant reference rates moving forward. However, multi-rate environments may persist in these markets as regulators and working groups have suggested market participants adopt alternative reference rates.

Refer to “Part I. Item 1A. Risk Factors — Risks Related to Debt Financing — We may be adversely affected by the phasing out of the London Interbank Offered Rate (“LIBOR”)” of our Annual Report on Form 10-K for the year ended December 31, 2022.

### *Investments in Real Estate Debt*

As of December 31, 2022, we held \$9.7 billion of investments in real estate debt, which amount excludes the impact of consolidating the underlying loans that serve as collateral for certain securitizations on our Consolidated Balance Sheets. Our investments in real estate debt are primarily floating-rate and indexed to the Reference Rates, and as such, exposed to interest rate risk. Our net income will increase or decrease depending on interest rate movements. While we cannot predict factors that may or may not affect interest rates, a 10% increase or decrease in the Reference Rates would have resulted in an increase or decrease to income from investments in real estate debt of \$41.9 million for the year ended December 31, 2022, net of the impact of our interest rate swaps.

We may also be exposed to market risk with respect to our investments in real estate debt due to changes in the fair value of our investments. We seek to manage our exposure to market risk with respect to our investments in real estate debt by making investments in real estate debt backed by different types of collateral and varying credit ratings. The fair value of our investments may fluctuate, therefore the amount we will realize upon any sale of our investments in real estate debt is unknown. However, as of December 31, 2022, a 10% change in the fair value of our investments in real estate debt would result in a change in the carrying value of our investments in real estate debt of \$1.0 billion.

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

For the financial statements required by this item and the reports of the independent accountants thereon required by Item 14(a)(2). See the accompanying Consolidated Financial Statements beginning on page F-1.

## **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**

The Company maintains disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in the Company's reports under the Exchange Act is recorded, processed, and summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this annual report on Form 10-K was made under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (a) are effective to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is timely recorded, processed, summarized and reported and (b) include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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

There have been no changes in our "internal control over financial reporting" (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during our most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Management's Report on Internal Control Over Financial Reporting**

Management of the Company, is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of its Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of its consolidated financial statements for external reporting purposes in accordance with GAAP.

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, 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.

Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2022, based on the framework established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2022, was effective.

## ITEM 9B. OTHER INFORMATION

### *Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act*

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 and Section 13(r) of the Exchange Act, require an issuer to disclose in its annual and quarterly reports whether it or any of its affiliates have knowingly engaged in specified activities or transactions relating to Iran. We are required to include certain disclosures in our periodic reports if we or any of our “affiliates” (as defined in Rule 12b-2 under the Exchange Act) knowingly engaged in certain specified activities, transactions or dealings relating to Iran or with certain individuals or entities targeted by United States' economic sanctions during the period covered by the report. Disclosure is generally required even where the activities, transactions or dealings were conducted in compliance with applicable law. Neither we nor any of our controlled affiliates or subsidiaries knowingly engaged in any of the specified activities relating to Iran or otherwise engaged in any activities associated with Iran during the reporting period. However, because the SEC defines the term “affiliate” broadly, it includes any person or entity that is under common control with us as well as any entity that controls us or is controlled by us. Blackstone, which may be considered our affiliate, included the disclosure reproduced below in its Form 10-K for the fiscal year ended December 31, 2022. We have not independently verified or participated in preparation of this disclosure:

“Atlantia S.p.A. provided the disclosure reproduced below in connection with activities during the quarter ended December 31, 2022. We have not independently verified or participated in the preparation of this disclosure.

“Disclosure pursuant to Section 13(r) of the Securities Exchange Act of 1934. Funds affiliated with Blackstone first invested in Atlantia S.p.A. on November 18, 2022 in connection with the voluntary public tender offer by Schema Alfa S.p.A. for all of the shares of Atlantia S.p.A., pursuant to which such funds obtained a minority non-controlling interest in Atlantia S.p.A. Atlantia S.p.A. owns and controls Aeroporti di Roma S.p.A. (“ADR”), an operator of airports in Italy including Leonardo da Vinci-Fiumicino Airport. Iran Air has historically operated periodic flights to and from Leonardo da Vinci-Fiumicino Airport as authorized, from time to time, by an aviation-related bilateral agreement between Italy and Iran, scheduled in compliance with European Regulation 95/93, and approved by the Italian Civil Aviation Authority. ADR, as airport operator, is under a mandatory obligation to provide airport services to all air carriers (including Iran Air) authorized by the applicable Italian authority. The relevant turnover attributable to these activities (whose consideration is calculated on the basis of general tariffs determined by such independent Italian authority) in the quarter ended December 31, 2022 was less than €30,000. Atlantia S.p.A. does not track profits specifically attributable to these activities.”

## 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 by reference to the Company's definitive proxy statement to be filed not later than April 30, 2023 with the SEC pursuant to Regulation 14A under the Exchange Act.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated by reference to the Company's definitive proxy statement to be filed not later than April 30, 2023 with the SEC pursuant to Regulation 14A under the Exchange Act.

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

The information required by this item is incorporated by reference to the Company's definitive proxy statement to be filed not later than April 30, 2023 with the SEC pursuant to Regulation 14A under the Exchange Act.

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

The information required by this item is incorporated by reference to the Company's definitive proxy statement to be filed not later than April 30, 2023 with the SEC pursuant to Regulation 14A under the Exchange Act.

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item is incorporated by reference to the Company's definitive proxy statement to be filed not later than April 30, 2023 with the SEC pursuant to Regulation 14A under the Exchange Act.

## PART IV.

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this annual report.

#### 1. Financial Statements:

See Item 8 above.

#### 2. Financial Statement Schedules:

Schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions or are not applicable, and therefore have been omitted.

#### 3. Exhibits:

Exhibit Number	Exhibit Description
3.1	<u>Second Articles of Amendment and Restatement of the Company (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on July 27, 2017 and incorporated herein by reference)</u>
3.2	<u>Articles of Amendment of Blackstone Real Estate Income Trust, Inc., dated August 15, 2019 (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 16, 2019 and incorporated herein by reference)</u>
3.3	<u>Articles of Amendment of Blackstone Real Estate Income Trust, Inc., dated March 27, 2020 (filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed on May 15, 2020 and incorporated herein by reference)</u>
3.4	<u>Articles of Amendment of Blackstone Real Estate Income Trust, Inc., dated December 30, 2022 (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on January 6, 2023 and incorporated herein by reference)</u>
3.5	<u>Articles Supplementary of Blackstone Real Estate Income Trust, Inc. (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on January 6, 2023 and incorporated herein by reference)</u>
3.6	<u>Amended and Restated Bylaws of Blackstone Real Estate Income Trust, Inc. (filed as Exhibit 3.2 to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form S-11 (File No. 333-213043) filed on August 30, 2016 and incorporated herein by reference)</u>
4.1	<u>Share Repurchase Plan (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on January 6, 2023 and incorporated herein by reference)</u>
4.2	<u>Distribution Reinvestment Plan (included as Appendix A in Amendment No. 1 to the Registrant's Registration Statement on Form S-11 (File No. 333-260168) filed on January 25, 2022 and incorporated herein by reference)</u>
4.3*	<u>Description of Securities of Blackstone Real Estate Income Trust, Inc.</u>
4.4	<u>Blackstone Real Estate Income Trust, Inc. 2022 Stock Incentive Plan (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-263870) filed on March 25, 2022 and incorporated herein by reference)</u>
10.1	<u>Third Amended and Restated Advisory Agreement, by and among Blackstone Real Estate Income Trust, Inc., BREIT Operating Partnership, L.P. and BX REIT Advisors L.L.C. (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on January 6, 2023 and incorporated herein by reference)</u>
10.2	<u>Third Amended and Restated Limited Partnership Agreement of BREIT Operating Partnership L.P., by and between Blackstone Real Estate Income Trust, Inc., BREIT Special Limited Partner L.P. (fka BREIT Special Limited Partner L.L.C.) and the limited partners party thereto from time to time (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on January 6, 2023 and incorporated herein by reference)</u>
10.3	<u>Registration Rights Agreement, by and among Blackstone Real Estate Income Trust, Inc., BREIT Special Limited Partner L.L.P. (f/k/a BREIT Special Limited Partner L.L.C.) and BX REIT Advisors L.L.C. (filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed on November 14, 2016 and incorporated herein by reference)</u>



Exhibit Number	Exhibit Description
10.4	<u>Trademark License Agreement, by and among Blackstone TM L.L.C., Blackstone Real Estate Income Trust, Inc. and BREIT Operating Partnership L.P. (filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed on November 14, 2016 and incorporated herein by reference)</u>
10.5	<u>Form of Indemnification Agreement (filed as Exhibit 10.7 to the Registrant's Registration Statement on Form S-11 (File No. 333-213043) filed on August 30, 2016 and incorporated herein by reference)</u>
10.6	<u>Form of Independent Directors Restricted Stock Award Agreement (filed as Exhibit 10.8 to the Registrant's Registration Statement on Form S-11 (File No. 333-213043) filed on August 30, 2016 and incorporated herein by reference)</u>
10.7*	<u>Uncommitted Unsecured Line of Credit, dated January 20, 2023, between the Company, as borrower, and Blackstone Holdings Finance Co. L.L.C., as lender</u>
10.10	<u>Amended and Restated Dealer Manager Agreement, by and between Blackstone Real Estate Income Trust, Inc. and Blackstone Advisory Partners L.P. (incorporated by reference to Exhibit 1.1 to the Registrant's Current Report on Form 8-K, filed on May 1, 2018 and incorporated herein by reference)</u>
10.11	<u>Form of Selected Dealer Agreement (incorporated by reference to Exhibit 1.2 to the Registrant's Current Report on Form 8-K, filed on May 1, 2018 and incorporated herein by reference)</u>
21.1*	Subsidiaries of the Registrant
31.1*	Certification of Chief Executive Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS+	XBRL Instance Document
101.SCH+	XBRL Taxonomy Extension Schema Document
101.CAL+	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB+	XBRL Taxonomy Extension Label Linkbase Document
101.PRE+	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF+	XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

+ This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that Section. Such exhibit shall not be deemed incorporated into any filing under the Securities Act or the Exchange Act.

\* Filed herewith.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

## ITEM 16. FORM 10-K SUMMARY

None.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BLACKSTONE REAL ESTATE INCOME TRUST, INC.

March 17, 2023	/s/ Frank Cohen
Date	Frank Cohen 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 and on the dates indicated.

March 17, 2023	/s/ Frank Cohen
Date	Frank Cohen Chairman of the Board and Chief Executive Officer (Principal Executive Officer)

March 17, 2023	/s/ Anthony F. Marone, Jr.
Date	Anthony F. Marone, Jr. Chief Financial Officer and Treasurer (Principal Financial Officer)

March 17, 2023	/s/ Paul Kolodziej
Date	Paul Kolodziej Chief Accounting Officer (Principal Accounting Officer)

March 17, 2023	/s/ A.J. Agarwal
Date	A.J. Agarwal President and Director

March 17, 2023	/s/ Wesley LePatner
Date	Wesley LePatner Chief Operating Officer and Director

March 17, 2023	/s/ Brian Kim
Date	Brian Kim Head of Acquisitions and Capital Markets and Director

March 17, 2023	/s/ Raymond J. Beier
Date	Raymond J. Beier Director

March 17, 2023	/s/ Susan Carras
Date	Susan Carras Director
March 17, 2023	/s/ Richard I. Gilchrist
Date	Richard I. Gilchrist Director
March 17, 2023	/s/ Field Griffith
Date	Field Griffith Director
March 17, 2023	/s/ Edward Lewis
Date	Edward Lewis Director

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

### Consolidated Financial Statements:

<u>Report of Independent Registered Public Accounting Firm (PCAOB ID No. 34)</u>	<u>F-2</u>
<u>Consolidated Balance Sheets as of December 31, 2022 and 2021</u>	<u>F-4</u>
<u>Consolidated Statements of Operations for the Years Ended December 31, 2022, 2021 and 2020</u>	<u>F-5</u>
<u>Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2022, 2021 and 2020</u>	<u>F-6</u>
<u>Consolidated Statements of Changes in Equity for the Years Ended December 31, 2022, 2021 and 2020</u>	<u>F-7</u>
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2022, 2021 and 2020</u>	<u>F-8</u>
<u>Notes to Consolidated Financial Statements</u>	<u>F-10</u>

### Financial Statement Schedule:

<u>Schedule III—Real Estate and Accumulated Depreciation as of December 31, 2022</u>	<u>F-45</u>
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Financial statement schedules other than those listed are omitted as they are not applicable or the required or equivalent information has been included in the consolidated financial statements or notes thereto.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Blackstone Real Estate Income Trust, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Blackstone Real Estate Income Trust, Inc. and subsidiaries (the “Company”) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows, for each of the three years in the period ended December 31, 2022, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

### 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 Public Company Accounting Oversight Board (United States) (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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

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.

#### **Allocation of Purchase Price for Investments in Real Estate — *Refer to Notes 2, 3, and 4 to the financial statements***

##### *Critical Audit Matter Description*

The Company has completed the acquisitions of 33 real estate investments, comprising 387 properties, including an additional 5,761 wholly-owned single family rental homes, for an aggregate purchase price of \$35.9 billion during 2022. The Company accounted for these acquisitions as asset acquisitions. Accordingly, the purchase price paid for assets acquired and liabilities assumed was allocated, based on fair value, to building, land, fixtures, furniture and equipment, in-place leases, above and below market leases, customer relationships, trade names, other intangible assets and liabilities and other tangible assets and liabilities, including assumed debt. The method for determining fair value varied depending on the type of real estate investment and associated assets acquired and liabilities assumed and involved management making significant estimates related to assumptions such as future cash flows, capitalization rates, discount rates, and sales comparables. We identified the allocation of purchase price as a critical audit matter because of the significant estimates management makes to determine the fair value of assets acquired and liabilities assumed. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of management’s assumptions.

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

Our audit procedures related to the allocation of purchase price for investments in real estate for the Company included the following, among others:

- We held discussions with the Company's management and evaluated Company-prepared analyses to assess the reasonableness of the accounting treatment as an asset acquisition as opposed to a business combination.
- We obtained and evaluated the third-party purchase price allocation report, on a sample basis, along with relevant supporting documentation, such as the executed purchase and sale agreement, in order to corroborate our understanding of the substance of the acquisition obtained through inquiry with the Company's management, as well as assess the completeness of the assets acquired and liabilities assumed as part of the acquisition.
- We performed risk assessment procedures to evaluate the fair value estimates allocated to assets acquired and liabilities assumed to identify outliers for further investigation.
- With the assistance of our fair value specialists, on a sample basis, we evaluated the reasonableness of the valuation methodology, costs to replace certain assets, and significant assumptions used in the cash flow models, including testing the mathematical accuracy of the calculation and comparing the key inputs used in the projections to external market sources.
- We tested the reasonableness of management's capitalization and discount rates by comparing the assumptions used to external market sources.
- We tested, on a sample basis, the reasonableness of management's projections of the property's net operating income by comparing the assumptions used in the projections to external market sources, executed lease agreements, historical data, and results from other areas of the audit.

/s/ Deloitte & Touche LLP

New York, New York  
March 17, 2023

We have served as the Company's auditor since 2016.

**Blackstone Real Estate Income Trust, Inc.**  
**Consolidated Balance Sheets**  
(in thousands, except per share data)

	December 31, 2022	December 31, 2021
<b>Assets</b>		
Investments in real estate, net	\$ 98,149,492	\$ 66,941,653
Investments in unconsolidated entities (includes \$4,947,251 and \$1,613,646 at fair value as of December 31, 2022 and December 31, 2021, respectively)	9,369,402	5,501,305
Investments in real estate debt	8,001,703	6,970,606
Real estate loans held by consolidated securitization vehicles, at fair value	17,030,387	17,055,986
Cash and cash equivalents	1,281,292	989,674
Restricted cash	973,200	2,428,907
Other assets	7,881,948	6,450,733
<b>Total assets</b>	<b>\$ 142,687,424</b>	<b>\$ 106,338,864</b>
<b>Liabilities and Equity</b>		
Mortgage notes, secured term loans, and secured revolving credit facilities, net	\$ 64,962,703	\$ 41,327,388
Secured financings of investments in real estate debt	4,966,685	4,706,632
Senior obligations of consolidated securitization vehicles, at fair value	15,288,598	15,030,653
Unsecured revolving credit facilities and term loans	1,126,923	—
Due to affiliates	1,676,308	1,309,447
Other liabilities	3,912,033	4,184,148
<b>Total liabilities</b>	<b>91,933,250</b>	<b>66,558,268</b>
Commitments and contingencies	—	—
Redeemable non-controlling interests	553,423	750,670
<b>Equity</b>		
Common stock — Class S shares, \$0.01 par value per share, 3,000,000 shares authorized; 1,597,414 and 1,254,348 shares issued and outstanding as of December 31, 2022 and December 31, 2021, respectively	15,974	12,543
Common stock — Class I shares, \$0.01 par value per share, 6,000,000 shares authorized; 2,394,737 and 2,086,631 shares issued and outstanding as of December 31, 2022 and December 31, 2021, respectively	23,947	20,865
Common stock — Class T shares, \$0.01 par value per share, 500,000 shares authorized; 72,599 and 57,287 shares issued and outstanding as of December 31, 2022 and December 31, 2021, respectively	726	573
Common stock — Class D shares, \$0.01 par value per share, 500,000 shares authorized; 421,428 and 291,087 shares issued and outstanding as of December 31, 2022 and December 31, 2021, respectively	4,214	2,911
Common stock — Class C shares, \$0.01 par value per share, 500,000 shares authorized; no shares issued and outstanding as of December 31, 2022 and December 31, 2021	—	—
Additional paid-in capital	53,212,494	42,249,094
Accumulated other comprehensive income (loss)	393,928	(9,569)
Accumulated deficit and cumulative distributions	(9,196,019)	(5,631,014)
<b>Total stockholders' equity</b>	<b>44,455,264</b>	<b>36,645,403</b>
Non-controlling interests attributable to third party joint ventures	4,278,895	1,744,256
Non-controlling interests attributable to BREIT OP unitholders	1,466,592	640,267
<b>Total equity</b>	<b>50,200,751</b>	<b>39,029,926</b>
<b>Total liabilities and equity</b>	<b>\$ 142,687,424</b>	<b>\$ 106,338,864</b>

*See accompanying notes to consolidated financial statements.*



**Blackstone Real Estate Income Trust, Inc.**  
**Consolidated Statements of Operations**  
(in thousands, except per share data)

	For the Year Ended December 31,		
	2022	2021	2020
<b>Revenues</b>			
Rental revenue	\$ 6,564,119	\$ 3,140,528	\$ 2,235,872
Hospitality revenue	721,654	412,338	248,909
Other revenue	360,605	143,805	66,867
<b>Total revenues</b>	<b>7,646,378</b>	<b>3,696,671</b>	<b>2,551,648</b>
<b>Expenses</b>			
Rental property operating	2,916,936	1,192,571	751,779
Hospitality operating	508,868	316,144	261,472
General and administrative	52,652	32,046	25,653
Management fee	837,687	445,291	224,776
Performance participation allocation	742,670	1,378,959	192,648
Impairment of investments in real estate	33,554	—	12,343
Depreciation and amortization	4,098,366	1,919,932	1,362,151
<b>Total expenses</b>	<b>9,190,733</b>	<b>5,284,943</b>	<b>2,830,822</b>
<b>Other income (expense)</b>			
Income from unconsolidated entities	182,249	205,980	88,571
(Loss) income from investments in real estate debt	(27,073)	391,867	(74,353)
Change in net assets of consolidated securitization vehicles	(42,119)	106,240	(46,564)
Income from equity securities and interest rate derivatives	1,967,549	894,544	65,908
Net gain on dispositions of real estate	808,846	7,881	113,173
Interest expense	(2,325,204)	(834,852)	(712,383)
Loss on extinguishment of debt	(11,476)	(16,331)	(10,356)
Other expense	(88,725)	(3,221)	(12,224)
<b>Total other income (expense)</b>	<b>464,047</b>	<b>752,108</b>	<b>(588,228)</b>
<b>Net loss</b>	<b>\$ (1,080,308)</b>	<b>\$ (836,164)</b>	<b>\$ (867,402)</b>
Net loss attributable to non-controlling interests in third party joint ventures	\$ 173,109	\$ 22,090	\$ 2,417
Net loss attributable to non-controlling interests in BREIT OP unit holders	23,680	9,291	11,586
<b>Net loss attributable to BREIT stockholders</b>	<b>\$ (883,519)</b>	<b>\$ (804,783)</b>	<b>\$ (853,399)</b>
<b>Net loss per share of common stock — basic and diluted</b>	<b>\$ (0.20)</b>	<b>\$ (0.30)</b>	<b>\$ (0.53)</b>
<b>Weighted-average shares of common stock outstanding, basic and diluted</b>	<b>4,334,100</b>	<b>2,645,228</b>	<b>1,598,175</b>

*See accompanying notes to consolidated financial statements.*

**Blackstone Real Estate Income Trust, Inc.**  
**Consolidated Statements of Comprehensive Income (Loss)**  
(in thousands)

	Year Ended December 31,		
	2022	2021	2020
Net loss	\$ (1,080,308)	\$ (836,164)	\$ (867,402)
Other comprehensive income (loss):			
Foreign currency translation losses, net	(50,303)	(9,569)	—
Unrealized gain on derivatives	408,069	—	—
Unrealized gain on derivatives from unconsolidated entities	149,286	—	—
Other comprehensive income (loss)	507,052	(9,569)	—
Comprehensive loss	(573,256)	(845,733)	(867,402)
Comprehensive loss attributable to non-controlling interests in third party joint ventures	80,139	22,090	2,417
Comprehensive loss attributable to non-controlling interests in BREIT OP unit holders	13,095	9,291	11,586
Comprehensive loss attributable to BREIT stockholders	<u>\$ (480,022)</u>	<u>\$ (814,352)</u>	<u>\$ (853,399)</u>

*See accompanying notes to consolidated financial statements.*

**Blackstone Real Estate Income Trust, Inc.**  
**Consolidated Statements of Changes in Equity**  
(in thousands, except per share data)

	Par Value				Common Stock Class D	Common Stock Class T	Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit and Cumulative Distributions	Total Stockholders' Equity	Non-controlling Interests Attributable to Third Party Joint Ventures	Non-controlling Interests Attributable to BREIT OP Unitholders	Total Equity
	Common Stock Class S	Common Stock Class I	Common Stock Class J	Common Stock Class K									
Balance at December 31, 2019	\$ 5,308	\$ 4,743	\$ 398	\$ 847	\$ 847		\$ 11,716,721	\$ —	\$ (1,422,885)	\$ 10,305,132	\$ 157,795	\$ 151,721	\$ 10,614,648
Common stock issued	\$ 1,963	\$ 5,096	\$ 85	\$ 433	\$ 433		\$ 8,528,669	\$ —	\$ —	\$ 8,536,246	\$ —	\$ —	\$ 8,536,246
Offering costs	—	—	—	—	—		(217,398)	—	—	(217,398)	—	—	—
Distribution reinvestment	209	194	13	32	32		492,216	—	—	492,664	—	—	492,664
Common stock/units repurchased	(451)	(767)	(37)	(71)	(71)		(1,450,843)	—	—	(1,452,169)	—	(2,927)	(1,455,096)
Amortization of compensation awards	—	4	—	—	—		396	—	—	400	—	1,394	1,794
Net loss (\$1,606 allocated to redeemable non-controlling interests)	—	—	—	—	—		—	—	(853,399)	(853,399)	(825)	(11,572)	(865,796)
Distributions declared on common stock (\$0.6354 gross per share)	—	—	—	—	—		—	—	(948,034)	(948,034)	—	—	(948,034)
Contributions from non-controlling interests	—	—	—	—	—		—	—	—	—	15,119	63,226	78,345
Distributions to and redemptions of non-controlling interests	—	—	—	—	—		(1,946)	—	—	(1,946)	(28,836)	(13,870)	(44,652)
Allocation to redeemable non-controlling interests	—	—	—	—	—		(8,770)	—	—	(8,770)	—	—	(8,770)
Balance at December 31, 2020	\$ 7,029	\$ 9,270	\$ 459	\$ 1,241	\$ 1,241		\$ 19,059,045	\$ —	\$ (3,224,318)	\$ 15,852,726	\$ 143,253	\$ 187,972	\$ 16,183,951
Common stock issued	\$ 5,434	\$ 12,210	\$ 114	\$ 1,643	\$ 1,643		\$ 24,726,163	\$ —	\$ —	\$ 24,745,564	\$ —	\$ —	\$ 24,745,564
Offering costs	—	—	—	—	—		(805,116)	—	—	(805,116)	—	—	(805,116)
Distribution reinvestment	252	306	14	51	51		792,330	—	—	792,953	—	—	792,953
Common stock/units repurchased	(172)	(927)	(14)	(24)	(24)		(1,420,460)	—	—	(1,421,597)	(129)	(2,915)	(1,424,641)
Amortization of compensation awards	—	6	—	—	—		574	—	—	580	—	14,368	14,948
Net loss (\$1,794 allocated to redeemable non-controlling interests)	—	—	—	—	—		—	—	(804,783)	(804,783)	(20,302)	(9,285)	(834,370)
Other comprehensive loss	—	—	—	—	—		—	(9,569)	—	(9,569)	—	—	(9,569)
Distributions declared on common stock (\$0.6508 gross per share)	—	—	—	—	—		—	—	(1,601,913)	(1,601,913)	—	—	(1,601,913)
Contributions from non-controlling interests	—	—	—	—	—		—	—	—	—	2,300,133	473,017	2,773,150
Distributions to and redemptions of non-controlling interests	—	—	—	—	—		—	—	—	—	(678,699)	(22,890)	(701,589)
Allocation to redeemable non-controlling interests	—	—	—	—	—		(103,442)	—	—	(103,442)	—	—	(103,442)
Balance at December 31, 2021	\$ 12,543	\$ 20,865	\$ 573	\$ 2,911	\$ 2,911		\$ 42,249,094	\$ —	\$ (5,631,014)	\$ 36,645,403	\$ 1,744,256	\$ 640,267	\$ 39,029,926
Common stock issued	\$ 3,894	\$ 8,301	\$ 169	\$ 1,456	\$ 1,456		\$ 20,636,506	\$ —	\$ —	\$ 20,650,326	\$ —	\$ —	\$ 20,650,326
Offering costs	—	—	—	—	—		(621,874)	—	—	(621,874)	—	—	(621,874)
Distribution reinvestment	320	511	16	87	87		1,385,874	—	—	1,386,808	—	—	1,386,808
Common stock/units repurchased	(783)	(5,971)	(32)	(240)	(240)		(10,472,394)	—	—	(10,479,420)	—	(52,532)	(10,531,952)
Amortization of compensation awards	—	241	—	—	—		23,847	—	—	24,088	—	12,112	36,200
Net loss (\$6,602 allocated to redeemable non-controlling interests)	—	—	—	—	—		—	—	(883,519)	(883,519)	(171,017)	(19,170)	(1,073,706)
Other comprehensive income	—	—	—	—	—		—	403,497	—	403,497	93,334	11,099	507,930
Distributions declared on common stock (\$0.6685 gross per share)	—	—	—	—	—		—	—	(2,681,486)	(2,681,486)	—	—	(2,681,486)
Contributions from non-controlling interests	—	—	—	—	—		—	—	—	—	2,922,181	949,722	3,871,903
Distributions to and redemptions of non-controlling interests	—	—	—	—	—		—	—	—	—	(309,859)	(74,906)	(334,042)
Allocation to redeemable non-controlling interests	—	—	—	—	—		(39,282)	—	—	(39,282)	—	—	(39,282)
Balance at December 31, 2022	\$ 15,974	\$ 23,947	\$ 726	\$ 4,214	\$ 4,214		\$ 53,212,494	\$ —	\$ (9,196,019)	\$ 44,455,264	\$ 4,278,895	\$ 1,466,592	\$ 50,200,751

*See accompanying notes to consolidated financial statements.*

**Blackstone Real Estate Income Trust, Inc.**  
**Consolidated Statements of Cash Flows**  
(in thousands)

	Year Ended December 31,		
	2022	2021	2020
<b>Cash flows from operating activities:</b>			
Net loss	\$ (1,080,308)	\$ (836,164)	\$ (867,402)
<b>Adjustments to reconcile net loss to net cash provided by operating activities:</b>			
Management fee	837,687	445,291	224,776
Performance participation allocation	742,670	1,378,959	192,648
Impairment of investments in real estate	33,554	—	12,343
Depreciation and amortization	4,098,366	1,919,932	1,362,151
Net gain on dispositions of real estate	(808,846)	(7,881)	(113,173)
Loss on extinguishment of debt	11,476	16,331	10,356
Unrealized gain on changes in fair value of financial instruments	(923,641)	(1,035,763)	241,554
Realized (gain) loss on sale of real estate-related equity securities	(350,003)	(16,271)	(14,988)
Income from unconsolidated entities	(182,249)	(205,980)	(88,571)
Distributions of earnings from unconsolidated entities	249,902	112,517	80,663
Other items	55,291	(72,111)	(13,900)
<b>Change in assets and liabilities:</b>			
(Increase) decrease in other assets	(431,250)	(347,998)	(72,005)
Increase (decrease) in due to affiliates	1,273	2,799	4,347
Increase (decrease) in other liabilities	474,755	429,424	13,105
<b>Net cash provided by operating activities</b>	<b>2,728,677</b>	<b>1,783,085</b>	<b>971,904</b>
<b>Cash flows from investing activities:</b>			
Acquisitions of real estate	(30,896,249)	(28,886,135)	(6,547,909)
Capital improvements to real estate	(1,310,687)	(576,304)	(327,205)
Proceeds from disposition of real estate	2,918,715	267,045	434,880
Refunds of (pre-acquisition costs/deposits)	100,163	(152,220)	(11,692)
Investment in unconsolidated entities	(3,848,722)	(5,236,968)	(808,312)
Return of capital from unconsolidated entities	24,103	45,761	—
Purchase of investments in real estate debt	(4,488,157)	(5,824,137)	(1,232,955)
Proceeds from sale/repayment of investments in real estate debt	2,487,955	1,509,472	983,229
Purchase of real estate-related equity securities	(1,045,329)	(1,795,353)	(718,771)
Proceeds from sale of real estate-related equity securities	3,269,889	—	179,904
Proceeds from paydowns of real estate loans held by consolidated securitization vehicles	1,870,183	9,681	4,283
Proceeds from settlement of derivative contracts	110,532	—	—
Collateral posted under derivative contracts	(42,462)	—	—
<b>Net cash used in investing activities</b>	<b>(30,850,066)</b>	<b>(40,639,158)</b>	<b>(8,044,548)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from issuance of common stock	17,466,749	23,024,165	7,513,895
Offering costs paid	(274,079)	(180,186)	(95,069)
Subscriptions received in advance	208,632	1,746,910	508,817
Repurchase of common stock	(10,429,274)	(1,082,105)	(1,200,517)
Repurchase of management fee shares	—	(372,230)	(171,300)
Borrowings under mortgage notes, secured term loans, and secured revolving credit facilities	33,632,896	24,656,316	8,860,936
Repayments of mortgage notes, secured term loans, and secured revolving credit facilities	(14,136,372)	(8,676,134)	(6,834,346)
Borrowings under secured financings of investments in real estate debt	2,039,047	12,887,626	2,228,336
Repayments of secured financings of investments in real estate debt	(1,742,354)	(10,296,189)	(3,209,683)
Borrowings under affiliate unsecured revolving credit facility	—	160,000	175,000
Repayments of affiliate unsecured revolving credit facility	—	(160,000)	(175,000)
Borrowings under unsecured revolving credit facilities and term loans	1,742,308	1,200,000	130,000
Repayments of unsecured revolving credit facilities and term loans	(615,385)	(1,200,000)	(130,000)
Payment of deferred financing costs	(447,461)	(257,998)	(72,881)
Contributions from redeemable non-controlling interest	40,977	32,894	3,005
Distributions to and redemption of redeemable non-controlling interest	(51,263)	(115,438)	(84,885)
Redemption of affiliate service provider incentive compensation awards	(143)	(1,157)	(2,239)
Contributions from non-controlling interests	2,660,481	638,708	24,119
Distributions to and redemptions of non-controlling interests	(320,975)	(131,621)	(45,495)
Distributions	(1,249,255)	(711,639)	(420,945)
Sales of senior obligations of consolidated securitization vehicles	101,954	132,916	10,000
Repayments of senior obligations of consolidated securitization vehicles	(1,653,304)	(65,852)	(4,283)
<b>Net cash provided by financing activities</b>	<b>26,973,179</b>	<b>41,228,986</b>	<b>7,007,465</b>
<b>Net change in cash and cash equivalents and restricted cash</b>	<b>(1,148,210)</b>	<b>2,372,913</b>	<b>(65,179)</b>
Cash, cash equivalents and restricted cash, beginning of year	3,418,581	1,044,523	1,109,702
Effects of currency translation on cash, cash equivalents and restricted cash	(15,879)	1,145	—
Cash, cash equivalents and restricted cash, end of year	<b>\$ 2,254,492</b>	<b>\$ 3,418,581</b>	<b>\$ 1,044,523</b>
Reconciliation of cash, cash equivalents and restricted cash to the consolidated balance sheets:			
Cash and cash equivalents	\$ 1,281,292	\$ 989,674	\$ 333,388
Restricted cash	973,200	2,428,907	711,135
Total cash, cash equivalents and restricted cash	<b>\$ 2,254,492</b>	<b>\$ 3,418,581</b>	<b>\$ 1,044,523</b>

<b>Supplemental disclosures:</b>			
Interest paid	\$ 2,049,664	\$ 726,714	\$ 674,594
<b>Non-cash investing and financing activities:</b>			
Assumption of mortgage notes in conjunction with acquisitions of real estate	\$ 4,150,467	\$ 5,494,319	\$ 944,112
Assumption of other assets and liabilities in conjunction with acquisitions of real estate	\$ 200,760	\$ 575,405	\$ 5,688
Issuance of BREIT OP units as consideration for acquisitions of real estate and purchases of non-controlling interests	\$ 229,313	\$ 395,752	\$ 770
Assumption of other liabilities in conjunction with acquisitions of investments in unconsolidated entities	\$ —	\$ 9,435	\$ —
Recognition of financing lease liability	\$ —	\$ 16,855	\$ —
Accrued pre-acquisition costs	\$ —	\$ 1,199	\$ —
Accrued capital expenditures and acquisition related costs	\$ 74,848	\$ 23,139	\$ 13,402
Acquired non-controlling interests	\$ 521,868	\$ 1,660,443	\$ —
Accrued distributions	\$ 48,154	\$ 99,251	\$ 34,682
Accrued stockholder servicing fee due to affiliate	\$ 352,586	\$ 630,181	\$ 126,872
Redeemable non-controlling interest issued as settlement of performance participation allocation	\$ 817,527	\$ 1,571,607	\$ 141,396
Promote receivable for redeemable non-controlling interest issued in excess of performance participation allocation	\$ 74,857	\$ —	\$ —
Exchange of redeemable non-controlling interest for Class I shares	\$ 604,617	\$ 801,645	\$ 9,228
Exchange of redeemable non-controlling interest for Class I or Class B units	\$ 435,238	\$ 68,453	\$ 48,543
Allocation to redeemable non-controlling interest	\$ 39,282	\$ 103,442	\$ 8,770
Distribution reinvestment	\$ 1,386,808	\$ 792,953	\$ 492,664
Accrued common stock repurchases	\$ 151,959	\$ 100,802	\$ 83,350
Mortgage payable proceeds in escrow	\$ 108,940	\$ —	\$ —
Investment in single family rental homes risk retention securities	\$ 117,073	\$ —	\$ —
Payable for unsettled investments in real estate debt	\$ —	\$ 21,426	\$ —
Receivable for unsettled investments in real estate debt	\$ 49,061	\$ 75	\$ 16,691
Net increase in additional paid-in capital resulting from purchases of non-controlling interest	\$ 50,723	\$ —	\$ —
Consolidation of securitization vehicles	\$ 2,348,079	\$ 10,744,399	\$ —
Deconsolidation of securitization vehicles	\$ —	\$ 758,500	\$ —
<b>Assets and liabilities resulting from consolidation of previously unconsolidated entity:</b>			
Investments in real estate, net	\$ 17,543	\$ —	\$ —
Other assets	\$ 38	\$ —	\$ —
Mortgage notes, net	\$ 9,129	\$ —	\$ —
Other liabilities	\$ 263	\$ —	\$ —
Non-controlling interests attributable to third party joint ventures	\$ 92	\$ —	\$ —

*See accompanying notes to consolidated financial statements.*

**Blackstone Real Estate Income Trust, Inc.**  
**Notes to Consolidated Financial Statements**

## **1. Organization and Business Purpose**

Blackstone Real Estate Income Trust, Inc. (“BREIT” or the “Company”) invests primarily in stabilized income-generating commercial real estate in the United States and, to a lesser extent, outside the United States. The Company to a lesser extent invests in real estate debt investments. The Company is the sole general partner and majority limited partner of BREIT Operating Partnership, L.P., a Delaware limited partnership (“BREIT OP”). BREIT Special Limited Partner L.P. (the “Special Limited Partner”), a wholly-owned subsidiary of Blackstone Inc. (together with its affiliates, “Blackstone”), owns a special limited partner interest in BREIT OP. Substantially all of the Company’s business is conducted through BREIT OP. The Company and BREIT OP are externally managed by BX REIT Advisors L.L.C. (the “Adviser”). The Adviser is part of the real estate group of Blackstone, a leading global investment manager. The Company was formed on November 16, 2015 as a Maryland corporation and qualifies as a real estate investment trust (“REIT”) for U.S. federal income tax purposes.

The Company registered an offering with the Securities and Exchange Commission (the “SEC”) of up to \$60.0 billion in shares of common stock, consisting of up to \$48.0 billion in shares in its primary offering and up to \$12.0 billion in shares pursuant to its distribution reinvestment plan, which the Company began using to offer shares of its common stock in March 2022 (the “Current Offering”). As of December 31, 2022, the Company had received aggregate net proceeds of \$66.4 billion from selling shares of the Company’s common stock through the Current Offering, prior offerings registered with the SEC, and in unregistered private offerings. The Company intends to sell any combination of four classes of shares of its common stock, with a dollar value up to the maximum aggregate amount of the Current Offering. The share classes have different upfront selling commissions, dealer manager fees and ongoing stockholder servicing fees. The Company intends to continue selling shares on a monthly basis.

As of December 31, 2022, the Company owned 5,172 properties and 28,776 single family rental homes. The Company currently operates in nine reportable segments: Rental Housing, Industrial, Net Lease, Data Centers, Hospitality, Self Storage, Retail, and Office properties, and Investments in Real Estate Debt. Rental Housing includes multifamily and other types of rental housing such as manufactured, student, affordable and single family rental housing, as well as senior living. Net Lease includes the real estate assets of The Bellagio Las Vegas (the “Bellagio”), The Cosmopolitan of Las Vegas (the “Cosmopolitan”) and the unconsolidated interest in the MGM Grand and Mandalay Bay joint venture. Any additional unconsolidated interests are included in the respective property segment as further described in Note 4 — Investments in Unconsolidated Entities. Financial results by segment are reported in Note 16 — Segment Reporting.

## **2. Summary of Significant Accounting Policies**

### **Basis of Presentation**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and include the accounts of the Company, the Company’s subsidiaries and joint ventures in which the Company has a controlling financial interest. All intercompany balances and transactions have been eliminated in consolidation.

Certain amounts in the Company’s prior period Consolidated Statements of Operations included in interest expense of \$0.4 million and \$0.5 million for the year ended December 31, 2021 and year ended December 31, 2020, respectively, have been reclassified to income from equity securities and interest rate derivatives to conform to the current period presentation. Additionally, certain amounts in the Company’s prior period Consolidated Statements of Operations included in other income (expense) of \$895.0 million and \$66.5 million for the year ended December 31, 2021 and year ended December 31, 2020, respectively, have been reclassified to income from equity securities and interest rate derivatives to conform to the current period presentation. Certain amounts in the Company’s prior period Consolidated Statements of Cash Flows have been reclassified to conform to the current period presentation.

### **Principles of Consolidation**

The Company consolidates all entities in which it has a controlling financial interest through majority ownership or voting rights and variable interest entities whereby the Company is the primary beneficiary. In determining whether the Company has a controlling financial interest in a partially owned entity and the requirement to consolidate the accounts of that entity, the Company considers whether the entity is a variable interest entity (“VIE”) and whether it is the primary beneficiary. The Company is the primary beneficiary of a VIE when it has (i) the power to direct the most significant activities impacting the economic performance of the VIE and (ii) the obligation to absorb losses or receive benefits significant to the VIE. Entities that do not qualify as VIEs are generally considered voting interest entities (“VOEs”) and are evaluated for consolidation under the voting interest model. VOEs are consolidated when the Company controls the entity through a majority voting interest or other means.

When the requirements for consolidation are not met and the Company has significant influence over the operations of the entity, the investment is accounted for under the equity method of accounting. Investments in unconsolidated entities for which the Company has not elected a fair value option are initially recorded at cost and subsequently adjusted for the Company's pro-rata share of net income, contributions and distributions. When the Company elects the fair value option ("FVO"), the Company records its share of net asset value of the entity and any related unrealized gains and losses.

BREIT OP and each of the Company's joint ventures are considered to be a VIE or VOE. The Company consolidates these entities, excluding certain investments in unconsolidated entities, because it has the ability to direct the most significant activities of the entities such as purchases, dispositions, financings, budgets, and overall operating plans.

For consolidated joint ventures, the non-controlling partner's share of the assets, liabilities, and operations of each joint venture is included in non-controlling interests as equity of the Company. The non-controlling partner's interest is generally computed as the joint venture partner's ownership percentage. Certain of the joint ventures formed by the Company provide the other partner a profits interest based on certain internal rate of return hurdles being achieved. Any profits interest due to the other partner is reported within non-controlling interests.

The Company owns Controlling Class Securities (defined below) in certain CMBS securitizations that give the Company certain rights with respect to the underlying loans that serve as collateral for the CMBS securitization. In particular, these Controlling Class Securities typically give the holder the right to direct certain activities of the securitization on behalf of all securityholders, which could impact the securitization's overall economic performance. Such rights, along with the obligation to absorb losses and receive benefits from the ownership of the Controlling Class Securities, require consolidation of these securitizations, which are considered VIEs under GAAP.

As of December 31, 2022, the total assets and liabilities of the Company's consolidated VIEs, excluding BREIT OP, were \$52.1 billion and \$37.8 billion, respectively, compared to \$45.8 billion and \$32.7 billion as of December 31, 2021. Such amounts are included on the Company's Consolidated Balance Sheets.

### **Adjustment to Prior Period Financial Statements**

In connection with the preparation of the Company's consolidated financial statements for the period ended June 30, 2022, the Company determined that it should have consolidated certain securitization vehicles in previously issued financial statements. These consolidations result from certain subordinate securities that the Company owns in CMBS securitizations (such securities, "Controlling Class Securities"), as part of its portfolio of investments in real estate debt. These Controlling Class Securities typically give the Company the right to direct certain activities of the securitization on behalf of all securityholders, which could impact the securitization's overall economic performance. Under GAAP, the presence of such rights, along with the obligation to absorb losses and receive benefits from the ownership of the Controlling Class Securities, require the Company to consolidate these securitizations, which are considered VIEs.

See Principles of Consolidation section above for further discussion of VIEs. As discussed further below, consolidation of these securitizations results in (i) a gross presentation of the Company's Consolidated Balance Sheets, (ii) the reclassification of the change in net assets of the securitization vehicles on the Company's Consolidated Statements of Operations, and (iii) the gross presentation of securitization vehicles on the Company's Consolidated Statements of Cash Flows, but has no impact on the economic exposure or performance of the Company.

The consolidation of these securitizations results in the inclusion of the underlying collateral loans as assets on the Company's Consolidated Balance Sheets and the inclusion of the senior CMBS positions owned by third-parties as liabilities on the Company's Consolidated Balance Sheets. Additionally, the change in net assets of the consolidated securitization vehicles during a given period is presented separately on the Company's Consolidated Statements of Operations, whereas it was previously included in income from investments in real estate debt. The Company's Consolidated Statements of Cash Flows includes the consolidation of the securitization vehicles as a non-cash item, the subsequent repayments of consolidated loans and related CMBS positions are presented on a gross basis, and the Company's purchases and sales of non-controlling securities in consolidated securitization vehicles are reclassified from investing activities to financing activities. There is no impact from consolidation on the Company's total equity, net income, cash flows from operating activities, or net cash flows.

Further, the assets of any particular consolidated securitization can only be used to satisfy the liabilities of that securitization and such assets are not available to the Company for any other purpose. Similarly, the senior CMBS obligations of these securitizations can only be satisfied through repayment of the underlying collateral loans, as they do not have any recourse to the Company or its assets, nor has the Company provided any guarantees with respect to the performance or repayment of the senior CMBS obligations. Accordingly, while consolidation of the securitizations increases the gross presentation of the Company's Consolidated Balance Sheets, it does not change the economic exposure or performance of the Company, which remains limited to that of the actual CMBS securities that it holds directly and not the consolidated securitized loans.

The following tables detail the immaterial adjustments to the Company's previously issued consolidated financial statements to reflect the consolidation of these securitizations at such time, which presentation is comparable to the Company's consolidated financial statements as of December 31, 2022.

The following table details the adjustments to the Company's Consolidated Balance Sheets (\$ in thousands):

	December 31, 2021		
	As Reported	Adjustment	As Adjusted
<b>Assets</b>			
Investments in real estate debt	\$ 8,995,939	\$ (2,025,333)	\$ 6,970,606
Real estate loans held by consolidated securitization vehicles, at fair value	—	17,055,986	17,055,986
<b>Total assets</b>	<b>91,308,211</b>	<b>15,030,653</b>	<b>106,338,864</b>
<b>Liabilities and Equity</b>			
Senior obligations of consolidated securitization vehicles, at fair value	—	15,030,653	15,030,653
<b>Total liabilities</b>	<b>51,527,615</b>	<b>15,030,653</b>	<b>66,558,268</b>
<b>Equity</b>			
<b>Total equity</b>	<b>\$ 39,029,926</b>	<b>\$ —</b>	<b>\$ 39,029,926</b>

The following table details the adjustments to the Company's Consolidated Statements of Operations (\$ in thousands):

	Year Ended December 31, 2021		
	As Reported	Adjustment	As Adjusted
<b>Other income (expense)</b>			
Income from investments in real estate debt	\$ 498,107	\$ (106,240)	\$ 391,867
Change in net assets of consolidated securitization vehicles	—	106,240	106,240
<b>Total other income (expense)</b>	<b>752,108</b>	<b>—</b>	<b>752,108</b>
<b>Net Loss</b>	<b>\$ (836,164)</b>	<b>\$ —</b>	<b>\$ (836,164)</b>

	Year Ended December 31, 2020		
	As Reported	Adjustment	As Adjusted
<b>Other income (expense)</b>			
Loss from investments in real estate debt	\$ (120,917)	\$ 46,564	\$ (74,353)
Change in net assets of consolidated securitization vehicles	—	(46,564)	(46,564)
<b>Total other income (expense)</b>	<b>(588,228)</b>	<b>—</b>	<b>(588,228)</b>
<b>Net Loss</b>	<b>\$ (867,402)</b>	<b>\$ —</b>	<b>\$ (867,402)</b>



The following table details the adjustments to the Company's Consolidated Statements of Cash Flows (\$ in thousands):

	Year Ended December 31, 2021		
	As Reported	Adjustment	As Adjusted
<b>Cash flows from investing activities:</b>			
Purchase of investments in real estate debt	\$ (5,880,308)	\$ 56,171	\$ (5,824,137)
Proceeds from sale/repayment of investments in real estate debt	1,642,388	(132,916)	1,509,472
Proceeds from paydowns of real estate loans held by consolidated securitization vehicles	—	9,681	9,681
<b>Net cash used in investing activities</b>	<b>(40,572,094)</b>	<b>(67,064)</b>	<b>(40,639,158)</b>
<b>Cash flows from financing activities:</b>			
Borrowings of senior obligations of consolidated securitization vehicles	—	132,916	132,916
Repayment of senior obligations of consolidated securitization vehicles	—	(65,852)	(65,852)
<b>Net cash provided by financing activities</b>	<b>41,161,922</b>	<b>67,064</b>	<b>41,228,986</b>
<b>Non-cash investing and financing activities:</b>			
Consolidation of securitization vehicles	\$ —	\$ 10,744,399	\$ 10,744,399
Deconsolidation of securitization vehicles	\$ —	\$ (758,500)	\$ (758,500)

	Year Ended December 31, 2020		
	As Reported	Adjustment	As Adjusted
<b>Cash flows from investing activities:</b>			
Proceeds from sale/repayment of investments in real estate debt	\$ 993,229	\$ (10,000)	\$ 983,229
Proceeds from paydowns of real estate loans held by consolidated securitization vehicles	—	4,283	4,283
<b>Net cash used in investing activities</b>	<b>(8,038,831)</b>	<b>(5,717)</b>	<b>(8,044,548)</b>
<b>Cash flows from financing activities:</b>			
Borrowings of senior obligations of consolidated securitization vehicles	—	10,000	10,000
Repayment of senior obligations of consolidated securitization vehicles	—	(4,283)	(4,283)
<b>Net cash provided by financing activities</b>	<b>\$ 7,001,748</b>	<b>\$ 5,717</b>	<b>\$ 7,007,465</b>

## Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may ultimately differ materially from those estimates.

## Investments in Real Estate

In accordance with the guidance for business combinations, the Company determines whether the acquisition of a property qualifies as a business combination, which requires that the assets acquired and liabilities assumed constitute a business. If the property acquired does not constitute a business, the Company accounts for the transaction as an asset acquisition. The guidance for business combinations states that when substantially all of the fair value of the gross assets to be acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the asset or set of assets is not a business. All property acquisitions to date have been accounted for as asset acquisitions.

Whether the acquisition of a property acquired is considered a business combination or asset acquisition, the Company recognizes the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquired entity. In addition, for transactions that are business combinations, the Company evaluates the existence of goodwill or a gain from a bargain purchase. The Company expenses acquisition-related costs associated with business combinations as they are incurred. The Company capitalizes acquisition-related costs associated with asset acquisitions.

Upon acquisition of a property, the Company assesses the fair value of acquired tangible and intangible assets (including land, buildings, tenant improvements, “above-market” and “below-market” leases, acquired in-place leases, other identified intangible assets and assumed liabilities) and allocates the purchase price to the acquired assets and assumed liabilities. The Company assesses and considers fair value based on estimated cash flow projections that utilize discount and/or capitalization rates that it deems appropriate, as well as other available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known and anticipated trends, and market and economic conditions.

The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. The Company records acquired above-market and below-market leases at their fair values (using a discount rate which reflects the risks associated with the leases acquired) equal to the difference between (1) the contractual amounts to be paid pursuant to each in-place lease and (2) management’s estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases. The Company records acquired in-place lease values based on the Company’s evaluation of the specific characteristics of each tenant’s lease. Factors to be considered include estimates of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, the Company includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, the Company considers leasing commissions, legal and other related expenses.

The Company also considers an allocation of purchase price of other acquired intangibles, including acquired in-place leases that may have a customer relationship intangible value, including (but not limited to) the nature and extent of the existing relationship with the tenants, the tenants’ credit quality and expectations of lease renewals. Based on its acquisitions to date, the Company’s allocation to customer relationship intangible assets has not been material.

Intangible assets and intangible liabilities are recorded as a component of Other Assets and Other Liabilities, respectively, on the Company’s Consolidated Balance Sheets. The amortization of acquired above-market and below-market leases is recorded as an adjustment to Rental Revenue on the Company’s Consolidated Statements of Operations. The amortization of below-market and pre-paid ground leases are recorded as an adjustment to Rental Property Operating or Hospitality Operating Expenses, as applicable, on the Company’s Consolidated Statements of Operations. The amortization of in-place leases is recorded as an adjustment to Depreciation and Amortization Expense on the Company’s Consolidated Statements of Operations.

The cost of buildings and improvements includes the purchase price of the Company’s properties and any acquisition-related costs, along with any subsequent improvements to such properties. The Company’s investments in real estate are stated at cost and are generally depreciated on a straight-line basis over the estimated useful lives of the assets as follows:

<b>Description</b>	<b>Depreciable Life</b>
Building	30 - 42 years
Building- and land improvements	10 years
Furniture, fixtures and equipment	1 - 10 years
Lease intangibles	Over lease term

Significant improvements to properties are capitalized. When assets are sold or retired, their costs and related accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in net income or loss for the period.

Repairs and maintenance are expensed to operations as incurred and are included in Rental Property Operating and Hospitality Operating Expenses on the Company’s Consolidated Statements of Operations.

The Company's management reviews its real estate properties for impairment each quarter or when there is an event or change in circumstances that indicates an impaired value. If the GAAP depreciated cost basis of a real estate investment exceeds the undiscounted cash flows of such real estate investment, the investment is considered impaired and the GAAP depreciated cost basis is reduced to the fair value of the investment. The impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. The evaluation of anticipated future cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Since cash flows on real estate properties considered to be "long-lived assets to be held and used" are considered on an undiscounted basis to determine whether an asset has been impaired, the Company's strategy of holding properties over the long term directly decreases the likelihood of recording an impairment loss. If the Company's strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized and such loss could be material to the Company's results. No impairments occurred during the years ended December 31, 2022 and 2021 on properties held and used. During the year ended December 31, 2020, two of the Company's hospitality assets were deemed to be impaired resulting in \$12.3 million of impairment charges. Refer to Note 3 for additional details of the impairments.

### **Properties Held-for-Sale**

The Company classifies the assets and liabilities related to its real estate investments as held-for-sale when a sale is probable to occur within one year. The Company considers a sale to be probable when a binding contract has been executed, the buyer has posted a non-refundable deposit, and there are limited contingencies to closing. The Company records held-for-sale real estate investments at the lower of depreciated cost or fair value, less estimated closing costs. During the year ended December 31, 2022, the Company recognized \$33.6 million of impairment charges related to held-for-sale real estate investments. No impairments related to held-for-sale real estate investments occurred during the years ended December 31, 2021 and 2020. Held-for-sale assets and liabilities are presented within Other Assets and Other Liabilities on the Company's Consolidated Balance Sheets. Refer to Notes 3 and 11 for additional details.

### **Investments in Unconsolidated Entities**

Investments in unconsolidated entities are initially recorded at cost and subsequently adjusted for the Company's pro-rata share of net income (loss), contributions, and distributions. The Company's investments in unconsolidated entities are periodically assessed for impairment and an impairment loss is recorded when the fair value of the investment falls below the carrying value and such decline is determined to be other-than-temporary.

The Company has elected the fair value option ("FVO") for certain of its investments in unconsolidated entities and therefore reports these investments at fair value. As such, the resulting unrealized gains and losses are recorded as a component of Income From Unconsolidated Entities on the Company's Consolidated Statements of Operations.

### **Investments in Real Estate Debt**

The Company's investments in real estate debt consists of securities and loans. The Company has elected to classify its real estate debt securities as trading securities and carry such investments at fair value. As such, the resulting unrealized gains and losses of such securities are recorded as a component of Income/(Loss) from Investments in Real Estate Debt on the Company's Consolidated Statements of Operations.

The Company elected the FVO for its investments in loans. As such, the resulting unrealized gains and losses of such loans are recorded as a component of Income/(Loss) from Investments in Real Estate Debt on the Company's Consolidated Statements of Operations.

Interest income from the Company's investments in real estate debt is recognized over the life of each investment using the effective interest method and is recorded on the accrual basis. Recognition of premiums and discounts associated with these investments is deferred and recorded over the term of the investment as an adjustment to yield. Interest income is recorded as a component of Income/(Loss) from Investments in Real Estate Debt on the Company's Consolidated Statements of Operations.

### **Consolidated Securitization Vehicles**

The Company consolidates certain CMBS securitizations within its financial statements. The consolidation of these securitizations results in a gross presentation of the underlying collateral loans as discrete assets, as well as inclusion of the senior CMBS positions owned by third-parties, which are presented as liabilities on the Company's Consolidated Balance Sheets. Additionally, the changes in fair value of these positions include the interest income and interest expense associated with such CMBS VIEs. Management does not consider the separate presentation of the components of fair value changes to be relevant, and has elected to present these items in the aggregate as "Change in net assets of consolidated securitization vehicles" on the Company's Consolidated Statements of Operations.

The residual difference between the fair value of the consolidated securitization's assets and liabilities represents the Company's beneficial interest in such vehicles. The Company's Consolidated Statements of Cash Flows includes (i) the consolidation and deconsolidation the securitization vehicles as a non-cash item, (ii) the subsequent repayments of consolidated loans and related CMBS positions presented on a gross basis, and (iii) the Company's purchases and sales of non-controlling securities in consolidated securitization vehicles classified as financing activities. There is no impact from consolidation on the Company's total equity, net income, cash flows from operating activities, or net cash flows.

### **Cash and Cash Equivalents**

Cash and cash equivalents represent cash held in banks, cash on hand, and liquid investments with original maturities of three months or less. The Company may have bank balances in excess of federally insured amounts; however, the Company deposits its cash and cash equivalents with high credit-quality institutions to minimize credit risk.

### **Restricted Cash**

As of December 31, 2022 and 2021, restricted cash primarily consists of \$0.2 billion and \$1.7 billion, respectively, of cash received for subscriptions prior to the date in which the subscriptions are effective, which is held in a bank account controlled by the Company's transfer agent but in the name of the Company. Other restricted cash primarily consists of amounts in escrow related to real estate taxes and insurance in connection with mortgages at certain of our properties and security deposits.

### **Foreign Currency**

In the normal course of business, the Company makes investments in real estate outside the United States ("U.S.") through subsidiaries that have a non-U.S. dollar functional currency. Non-U.S. dollar denominated assets and liabilities of these foreign subsidiaries are translated to U.S. dollars at the prevailing exchange rate at the reporting date and income, expenses, gains, and losses are translated at the average exchange rate over the applicable period. Cumulative translation adjustments arising from the translation of non-U.S. dollar denominated assets and liabilities are recorded in Other Comprehensive Income (Loss).

### **Derivative Financial Instruments**

The Company classifies all derivative financial instruments as either other assets or other liabilities on its Consolidated Balance Sheets at fair value.

On the date the Company enters into a derivative contract, the Company designates each contract as (i) a hedge of a net investment in a foreign operation, or net investment hedge, (ii) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability, or cash flow hedge, (iii) a hedge of a recognized asset or liability, or fair value hedge, or (iv) a derivative instrument not to be designated as a hedging derivative, or non-designated hedge. For all derivatives other than those designated as non-designated hedges, the Company formally documents its hedge relationships and designation at the contract's inception. This documentation includes the identification of the hedging instruments and the hedged items, its risk management objectives, strategy for undertaking the hedge transaction and its evaluation of the effectiveness of its hedged transaction.

On a quarterly basis, the Company also formally assesses whether the derivative designated in each hedging relationship is expected to be, and has been, highly effective in offsetting changes in the value or cash flows of the hedged items. If it is determined that a derivative is not highly effective at hedging the designated exposure, hedge accounting is discontinued and the changes in fair value of the instrument are included in net income prospectively. All changes in the fair value of derivative instruments that qualify as hedges are reported as a component of accumulated other comprehensive income (loss) on our consolidated financial statements. Deferred gains and losses are reclassified out of accumulated other comprehensive income (loss) and into net income in the same period or periods during which the hedged transaction affects earnings, and are presented in the same line item as the earnings effect of the hedged item. For cash flow hedges, this is typically when the periodic swap settlements are made. To the extent a derivative does not qualify for hedge accounting and is deemed a non-designated hedge, the changes in its fair value are included in net income concurrently.

Realized gains and losses from an early termination of derivative instruments are reported as a component of net cash used in investing activities in the Company's consolidated statements of cash flows. Proceeds or payments from periodic settlements of derivative instruments are classified in the same section of the Company's Consolidated Statements of Cash Flows as the underlying hedged item.

## **Deferred Charges**

The Company's deferred charges include financing and leasing costs. Deferred financing costs include legal, structuring, and other loan costs incurred by the Company for its financing agreements. Deferred financing costs related to the Company's mortgage notes and term loans are recorded as an offset to the related liability and amortized over the term of the applicable financing instruments. Deferred financing costs related to the Company's unsecured revolving credit facilities are recorded as a component of Other Assets on the Company's Consolidated Balance Sheets and amortized over the term of the applicable financing agreements. Deferred leasing costs incurred in connection with new leases, which consist primarily of brokerage and legal fees, are recorded as a component of Other Assets on the Company's Consolidated Balance Sheets and amortized over the life of the related lease.

## **Equity Securities**

The Company's investments in equity securities of public and private real estate-related companies and its investments in a preferred equity security are reported at fair value. As such, the resulting unrealized gains and losses are recorded as a component of Income From Equity Securities and Interest Rate Derivatives on the Company's Consolidated Statements of Operations. Dividend income from the Company's equity securities of public real estate-related companies is recognized on the ex-dividend, while dividend income on its investment in a preferred equity security accrues daily based on the stated terms of the agreement and is payable quarterly in cash. Dividend income is recorded as a component of Income From Equity Securities and Interest Rate Derivative on the Company's Consolidated Statements of Operations. Equity securities are recorded as a component of Other Assets on the Company's Consolidated Balance Sheets.

## **Revenue Recognition**

The Company's sources of revenue and the related revenue recognition policies are as follows:

Rental revenue — primarily consists of base rent and tenant reimbursement income arising from tenant leases at the Company's rental housing, industrial, net lease, data center, self storage, retail and office properties. Base rent is recognized on a straight-line basis over the life of the lease, including any rent steps or abatement provisions. The Company begins to recognize revenue upon the acquisition of the related property or when a tenant takes possession of the leased space. Tenant reimbursement income primarily consists of amounts due from tenants for costs related to common area maintenance, real estate taxes, and other recoverable costs included in lease agreements.

Hospitality revenue — consists of income from the Company's hospitality properties. Hospitality revenue consists primarily of room revenue and food and beverage revenue. Room revenue is recognized when the related room is occupied and other hospitality revenue is recognized when the service is rendered.

The Company evaluates the collectability of receivables related to rental revenue on an individual lease basis. Management exercises judgment in assessing collectability and considers the length of time a receivable has been outstanding, tenant credit-worthiness, payment history, available information about the financial condition of the tenant, and current economic trends, among other factors. Tenant receivables that are deemed uncollectible are recognized as a reduction to rental revenue.

## **Organization and Offering Costs**

Organization costs are expensed as incurred and recorded as a component of Other Expense on the Company's Consolidated Statements of Operations and offering costs are charged to equity as such amounts are incurred.

The Adviser agreed to advance \$10.2 million of certain organization and offering costs on behalf of the Company (including legal, marketing and fulfillment, regulatory, due diligence, administrative, accounting, tax, transfer agent and other expenses attributable to the Company's organization, but excluding upfront selling commissions, dealer manager fees and stockholder servicing fees) through December 31, 2017. Such costs are recorded as a component of Due to Affiliates on the Company's Consolidated Balance Sheets and are being reimbursed to the Adviser pro rata over 60 months beginning January 1, 2018. For both of the years ended December 31, 2022 and 2021, the Company reimbursed \$2.0 million to the Adviser for such costs.

Blackstone Advisory Partners L.P. (the "Dealer Manager"), a registered broker-dealer affiliated with the Adviser, serves as the dealer manager for the Offering. The Dealer Manager is entitled to receive selling commissions and dealer manager fees based on the transaction price of each applicable class of shares sold in the Offering. The Dealer Manager is also entitled to receive a stockholder servicing fee of 0.85%, 0.85% and 0.25% per annum of the aggregate net asset value ("NAV") of the Company's outstanding Class S shares, Class T shares, and Class D shares, respectively. There is no stockholder servicing fee with respect to Class I shares and Class C shares.

The following table details the selling commissions, dealer manager fees, and stockholder servicing fees for each applicable share class as of December 31, 2022:

	Class S Shares	Class I Shares	Class T Shares	Class D Shares	Class C Shares
Selling commissions and dealer manager fees (% of transaction price)	up to 3.5%	—	up to 3.5%	up to 1.5%	—
Stockholder servicing fee (% of NAV)	0.85%	—	0.85%	0.25%	—

For Class S shares sold in the Offering (other than as part of the Company’s distribution reinvestment plan), investors will pay upfront selling commissions of up to 3.5% of the transaction price. For Class T shares sold in the Offering (other than as part of the Company’s distribution reinvestment plan), investors will pay upfront selling commissions of up to 3.0% of the transaction price and upfront dealer manager fees of 0.5% of the transaction price, however such amounts may vary at certain participating broker-dealers, provided that the sum will not exceed 3.5% of the transaction price. For Class D shares sold in the Offering (other than as part of the Company’s distribution reinvestment plan), investors will pay upfront selling commissions of up to 1.5% of the transaction price.

The Dealer Manager is entitled to receive stockholder servicing fees of 0.85% per annum of the aggregate NAV for Class S shares and Class T shares. For Class T shares such stockholder servicing fee includes, an advisor stockholder servicing fee of 0.65% per annum, and a dealer stockholder servicing fee of 0.20% per annum, of the aggregate NAV for the Class T shares, however, with respect to Class T shares sold through certain participating broker-dealers, the advisor stockholder servicing fee and the dealer stockholder servicing fee may be other amounts, provided that the sum of such fees will always equal 0.85% per annum of the NAV of such shares. For Class D shares, a stockholder servicing fee equal to 0.25% per annum of the aggregate NAV for the Class D shares.

The Dealer Manager has entered into agreements with the selected dealers distributing the Company’s shares in the Offering, which provide, among other things, for the re-allowance of the full amount of the selling commissions and dealer manager fees and all of the stockholder servicing fees received by the Dealer Manager to such selected dealers. Through December 31, 2022, the Dealer Manager had not retained any upfront selling commissions, dealer manager, or stockholder servicing fees. The Company will cease paying the stockholder servicing fee with respect to any Class S share, Class T share or Class D share held in a stockholder’s account at the end of the month in which the total selling commissions, dealer manager fees and stockholder servicing fees paid with respect to the shares held by such stockholder within such account would exceed, in the aggregate, 8.75% (or, in the case of Class T shares sold through certain participating broker-dealers, a lower limit as set forth in any applicable agreement between the Dealer Manager and a participating broker-dealer) of the gross proceeds from the sale of such shares (including the gross proceeds of any shares issued under the Company’s distribution reinvestment plan with respect thereto). The Company will accrue the full cost of the stockholder servicing fee as an offering cost at the time each Class S, Class T, and Class D share is sold during the Offering. As of December 31, 2022 and 2021, the Company had accrued \$1.6 billion and \$1.2 billion, respectively, of stockholder servicing fees related to Class S shares, Class D shares and Class T shares sold and recorded such amount as a component of Due to Affiliates on the Company’s Consolidated Balance Sheets.

## Income Taxes

The Company qualifies to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”), for U.S. federal income tax purposes. The Company generally will not be subject to federal corporate income tax to the extent it distributes 100% of its taxable income to its stockholders. REITs are subject to a number of other organization and operational requirements. Even if the Company qualifies for taxation as a REIT, it may be subject to certain state and local taxes on its income and property, and federal income and excise taxes on its undistributed income.

The Company leases its hospitality investments to wholly-owned taxable REIT subsidiaries (“TRSs”). The TRSs are subject to taxation at the federal, state and local levels, as applicable. Revenues related to the hospitality properties operations such as room revenue, food and beverage revenue and other revenue are recorded in the TRS along with any corresponding expenses. The Company accounts for applicable income taxes by utilizing the asset and liability method. As such, the Company records deferred tax assets and liabilities for the future tax consequences resulting from the difference between the carrying value of existing assets and liabilities and their respective tax basis. A valuation allowance for deferred tax assets is provided if the Company believes all or some portion of the deferred tax asset may not be realized. During the years ended December 31, 2022 and 2021, the Company recorded a net tax expense of \$13.1 million and \$0.3 million, respectively. During the year ended December 31, 2020, the Company recorded a net tax benefit of \$2.5 million. The deferred benefit for the years ended December 31, 2022, 2021, and 2020 is \$6.0 million, \$1.8 million and \$5.8 million, respectively. The current expense for the years ended December 31, 2022, 2021, and 2020 is \$19.1 million, \$2.1 million, and \$3.3 million, respectively. As of December 31, 2022 and 2021, the Company recorded a deferred tax asset of \$17.6 million and \$12.3 million, respectively, due to its hospitality investments within Other Assets on the Company’s Consolidated Balance Sheets.

## Fair Value Measurements

Under normal market conditions, the fair value of an investment is the amount that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price). The Company uses a hierarchical framework that prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment, and the state of the marketplace, including the existence and transparency of transactions between market participants. Investments with readily available actively quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following levels within the fair value hierarchy:

Level 1 — quoted prices are available in active markets for identical investments as of the measurement date. The Company does not adjust the quoted price for these investments.

Level 2 — quoted prices are available in markets that are not active or model inputs are based on inputs that are either directly or indirectly observable as of the measurement date.

Level 3 — pricing inputs are unobservable and include instances where there is minimal, if any, market activity for the investment. These inputs require significant judgment or estimation by management or third parties when determining fair value and generally represent anything that does not meet the criteria of Levels 1 and 2. Due to the inherent uncertainty of these estimates, these values may differ materially from the values that would have been used had a ready market for these investments existed.

### *Valuation of assets and liabilities measured at fair value*

The Company's investments in real estate debt are reported at fair value. As of December 31, 2022 and December 31, 2021, the Company's investments in real estate debt, directly or indirectly, consisted of commercial mortgage-backed securities ("CMBS") and residential mortgage-backed securities ("RMBS"), which are securities backed by one or more mortgage loans secured by real estate assets, as well as corporate bonds, term loans, mezzanine loans, and other investments in debt issued by real estate-related companies or secured by real estate assets. The Company generally determines the fair value of its investments in real estate debt by utilizing third-party pricing service providers whenever available.

In determining the fair value of a particular investment, pricing service providers may use broker-dealer quotations, reported trades or valuation estimates from their internal pricing models to determine the reported price. The pricing service providers' internal models for securities such as real estate debt generally consider the attributes applicable to a particular class of the security (e.g., credit rating, seniority), current market data, and estimated cash flows for each security, and incorporate specific collateral performance, as applicable.

Certain of the Company's investments in real estate debt, such as mezzanine loans and other investments, are unlikely to have readily available market quotations. In such cases, the Company will generally determine the initial value based on the acquisition price of such investment if acquired by the Company or the par value of such investment if originated by the Company. Following the initial measurement, the Company will determine fair value by utilizing or reviewing certain of the following (i) market yield data, (ii) discounted cash flow modeling, (iii) collateral asset performance, (iv) local or macro real estate performance, (v) capital market conditions, (vi) debt yield or loan-to-value ratios, and (vii) borrower financial condition and performance. Refer to Note 5 for additional details on the Company's investments in real estate debt.

The Company has elected to apply the measurement alternative under GAAP and measures both the financial assets and financial liabilities of the CMBS securitizations it consolidates using the fair value of the financial liabilities, which it considers more observable than the fair value of the financial assets.

The Company's investments in equity securities of public and private real estate-related companies are reported at fair value. In determining the fair value of public equity securities, the Company utilizes the closing price of such securities in the principal market in which the security trades (Level 1 inputs). The Company's investment in a preferred equity security is reflected at its fair value as of December 31, 2022 (Level 2 inputs). In determining the fair value, the Company utilizes inputs such as stock volatility, discount rate, and risk-free interest rate. The Company's investment in a private real estate company is reflected at its fair value as of December 31, 2022 (Level 3 inputs). To determine the fair value, the Company utilizes inputs such as the multiples of comparable companies and select financial statement metrics. As of December 31, 2022 and December 31, 2021, the Company's \$0.5 billion and \$3.2 billion of equity securities, respectively, were recorded as a component of Other Assets on the Company's Consolidated Balance Sheets.

The resulting unrealized and realized gains and losses from investments in equity securities of public and private real estate-related companies are recorded as a component of Income from Equity Securities and Interest Rate Derivatives on the Company's Consolidated Statements of Operations. During the years ended December 31, 2022, 2021 and 2020, the Company recognized \$520.8 million of net unrealized/realized loss, \$848.2 million unrealized gain, and \$43.7 million of net unrealized/realized gain, respectively, on its investments in equity securities.

The Company has elected the FVO for certain of its investments in unconsolidated entities and therefore, reports these investments at fair value. The Company separately values the assets and liabilities of the investments in unconsolidated entities. To determine the fair value of the real estate assets of the investments in unconsolidated entities, the Company utilizes a discounted cash flow methodology or market comparable methodology, taking into consideration various factors including discount rate, exit capitalization rate and multiples of comparable companies. The Company determines the fair value of the indebtedness of the investments in unconsolidated entities by modeling the cash flows required by the debt agreements and discounting them back to the present value using weighted average cost of capital. Additionally, the Company considers current market rates and conditions by evaluating similar borrowing agreements with comparable loan-to-value ratios and credit profiles. After the fair value of the assets and liabilities are determined, the Company applies its ownership interest to the net asset value and reflects this amount as its investments in unconsolidated entities at fair value. The inputs used in determining the Company's investments in unconsolidated entities carried at fair value are considered Level 3.

The Company's derivative financial instruments are reported at fair value. As of December 31, 2022 and December 31, 2021, the Company's derivative financial instruments consisted of foreign currency and interest rate contracts. The fair values of the Company's foreign currency and interest rate contracts were estimated using advice from a third-party derivative specialist, based on contractual cash flows and observable inputs comprising yield curves, foreign currency rates and credit spreads (Level 2 inputs).

The following table details the Company's assets and liabilities measured at fair value on a recurring basis (\$ in thousands):

	December 31, 2022				December 31, 2021			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets:</b>								
Investments in real estate debt	\$ —	\$ 6,460,520	\$ 1,541,183	\$ 8,001,703	\$ —	\$ 5,730,269	\$ 1,240,337	\$ 6,970,606
Real estate debt held by consolidated securitization vehicles, at fair value	—	17,030,387	—	17,030,387	—	16,590,050	465,936	17,055,986
Equity securities	52,512	253,199	224,408	530,119	2,558,952	442,300	224,408	3,225,660
Investments in unconsolidated entities	—	—	4,947,251	4,947,251	—	—	1,613,646	1,613,646
Interest rate and foreign currency hedging derivatives <sup>(1)</sup>	—	3,033,595	—	3,033,595	—	41,453	—	41,453
Total	<u>\$ 52,512</u>	<u>\$26,777,701</u>	<u>\$6,712,842</u>	<u>\$33,543,055</u>	<u>\$2,558,952</u>	<u>\$22,804,072</u>	<u>\$3,544,327</u>	<u>\$28,907,351</u>
<b>Liabilities:</b>								
Senior obligation of consolidated securitization vehicles, at fair value	\$ —	\$15,288,598	\$ —	\$15,288,598	\$ —	\$14,545,992	\$ 484,661	\$15,030,653
Interest rate and foreign currency hedging derivatives <sup>(2)</sup>	—	50,557	—	50,557	—	45,597	—	45,597
Total	<u>\$ —</u>	<u>\$15,339,155</u>	<u>\$ —</u>	<u>\$15,339,155</u>	<u>\$ —</u>	<u>\$14,591,589</u>	<u>\$ 484,661</u>	<u>\$15,076,250</u>

(1) Included in Other Assets in the Company's Consolidated Balance Sheets.

(2) Included in Other Liabilities in the Company's Consolidated Balance Sheets.



The following table details the Company's assets and liabilities measured at fair value on a recurring basis using Level 3 inputs (\$ in thousands):

	Investments in Real Estate Debt	Equity Securities	Investments in Unconsolidated Entities	Real estate loans held by consolidated securitization vehicles, at fair value	Total Assets	Senior obligation of consolidated securitization vehicles, at fair value
Balance as of December 31, 2021	\$ 1,240,337	\$ 224,408	\$ 1,613,646	\$ 465,936	\$ 3,544,327	\$ 484,661
Purchases	1,238,006	—	3,070,151	—	4,308,157	—
Sales and repayments	(914,138)	—	—	—	(914,138)	—
Distributions received	—	—	(60,978)	—	(60,978)	—
Included in net income						
Income from unconsolidated entities measured at fair value	—	—	324,432	—	324,432	—
Realized loss included in income (loss) from investments in real estate debt	(64,526)	—	—	—	(64,526)	—
Unrealized gain included in income (loss) from investments in real estate debt	41,504	—	—	—	41,504	—
Transfers out of Level 3	—	—	—	(465,936)	(465,936)	(484,661)
Balance as of December 31, 2022	<u>\$ 1,541,183</u>	<u>\$ 224,408</u>	<u>\$ 4,947,251</u>	<u>\$ —</u>	<u>\$ 6,712,842</u>	<u>\$ —</u>

The following tables contain the quantitative inputs and assumptions used for items categorized in Level 3 of the fair value hierarchy (\$ in thousands):

December 31, 2022					
	Fair Value	Valuation Technique	Unobservable Inputs	Weighted Average Rate	Impact to Valuation from an Increase in Input
<b>Assets:</b>					
Investments in real estate loans	\$ 1,541,183	Discounted cash flow	Market Yield	9.6%	Decrease
Equity securities	\$ 224,408	Market comparable	Enterprise Value/ Stabilized EBITDA Multiple	18.5x	Increase
Investments in unconsolidated entities	\$ 4,399,935	Discounted cash flow	Discount Rate	6.8%	Decrease
			Exit Capitalization Rate	4.9%	Decrease
			Weighted Average Cost of Capital	6.5%	Decrease
	\$ 547,316	Market comparable	LTM EBITDA Multiple	10.8x	Increase

December 31, 2021					
	Fair Value	Valuation Technique	Unobservable Input	Rate	Impact to Valuation from an Increase in Input
<b>Assets:</b>					
Investments in real estate loans	\$ 1,240,337	Discounted cash flow	Market Yield	5.2%	Decrease
Equity securities	\$ 224,408	Market comparable	Enterprise Value/ Forward EBITDA Multiple	21.1x	Increase
Investments in unconsolidated entities	\$ 1,613,646	Discounted cash flow	Discount Rate	5.9%	Decrease
			Exit Capitalization Rate	4.6%	Decrease
			Weighted Average Cost of Capital	9.1%	Decrease
Real estate loans held by consolidated securitization vehicles, at fair value	\$ 465,936	Third Party Price	Measurement Alternative <sup>(1)</sup>	N/A	Increase
<b>Liabilities:</b>					
Senior obligation of consolidated securitization vehicles, at fair value	\$ 484,661	Third Party Price	Single Broker Quote	N/A	Increase

(1) The Company has elected to apply the measurement alternative under GAAP and measures both the financial assets and financial liabilities of the CMBS securitizations it consolidates using the fair value of the financial liabilities, which it considers more observable than the fair value of the financial assets.

### *Valuation of assets measured at fair value on a nonrecurring basis*

Certain of the Company's assets are not measured at fair value on an ongoing basis but are subject to fair value adjustments, such as when there is evidence of impairment, and therefore measured at fair value on a nonrecurring basis. The Company reviews its real estate properties for impairment each quarter or when there is an event of change in circumstances that could indicate the carrying amount of the real estate value may not be recoverable.

During the year ended December 31, 2022, the Company recognized an impairment of \$33.6 million related to its held-for-sale real estate investments. The fair value of such held-for-sale real estate investments as of December 31, 2022 was \$178.4 million and is primarily based on the sale price per the binding executed contracts which is considered a Level 2 input. Refer to Note 3 for additional details of the impairments.

### *Valuation of liabilities not measured at fair value*

As of December 31, 2022, the fair value of the Company's mortgage notes, secured term loans, secured revolving credit facilities, secured financings on investments in real estate debt, and unsecured revolving credit facilities was \$1.4 billion below carrying value. As of December 31, 2021, the fair value of the Company's mortgage notes, term loans, and secured revolving credit facilities, secured financings on investments in real estate debt, and unsecured revolving credit facilities was \$108.6 million above carrying value. Fair value of the Company's indebtedness is estimated by modeling the cash flows required by the Company's debt agreements and discounting them back to the present value using an estimated market yield. Additionally, the Company considers current market rates and conditions by evaluating similar borrowing agreements with comparable loan-to-value ratios and credit profiles. The inputs used in determining the fair value of the Company's indebtedness are considered Level 3.

### **Earnings Per Share**

Basic net loss per share of common stock is determined by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding during the period. All classes of common stock are allocated net income/(loss) at the same rate per share and receive the same gross distribution per share.

The restricted stock grants of Class I shares held by our directors and incentive compensation awards of Class I shares to certain employees of affiliate portfolio company service providers and certain employees of indirect, wholly-owned subsidiaries of BREIT are considered to be participating securities because they contain non-forfeitable rights to distributions. The impact of these restricted stock grants and incentive compensation awards on basic and diluted earnings per common share ("EPS") has been calculated using the two-class method whereby earnings are allocated to the restricted stock grants and incentive compensation awards based on dividends declared and the restricted stocks' and incentive compensation awards' participation rights in undistributed earnings. As of December 31, 2022 and 2021, the effects of the two-class method on basic and diluted EPS were not material to the Company's consolidated financial statements.

### **Stock-Based Compensation**

The Company's stock-based compensation consists of incentive compensation awards issued to certain employees of affiliate portfolio company service providers and certain employees of Simply Self Storage, Home Partners of America ("HPA"), and April Housing, all of which are indirect, wholly-owned subsidiaries of BREIT. Such awards vest over the life of the awards and stock-based compensation expense is recognized for these awards on a graded vesting attribution method over the applicable vesting period of each award, based on the value of the awards on their grant date, as adjusted for forfeitures. The awards are subject to service periods ranging from three to four years. The vesting conditions that are based on the Company achieving of certain returns over a stated hurdle amount are considered market conditions. The achievement of returns over the stated hurdle amounts, which affect the quantity of awards that vest, is considered a performance condition. If the Company determines it is probable that the performance conditions will be met, the value of the award will be amortized over the service periods, as adjusted for forfeitures. The number of awards expected to vest is evaluated each reporting period and compensation expense is recognized for those awards for which achievement of the performance criteria is considered probable. Refer to Note 10 for additional information on the awards issued to certain employees of the affiliate portfolio companies.

The following table details the incentive compensation awards issued to certain employees of Simply Self Storage, HPA and April Housing (\$ in thousands):

	December 31, 2021	For the Year Ended December 31, 2022			December 31, 2022	
Plan Year	Unrecognized Compensation Cost	Forfeiture of unvested awards	Value of Awards Issued	Amortization of Compensation Cost	Unrecognized Compensation Cost	Remaining Amortization Period
2021	\$ 3,425	\$ (75)	\$ —	\$ (1,308)	\$ 2,042	2.0 years
2022	—	—	32,683	(11,872)	20,811	2.7 years
Total	\$ 3,425	\$ (75)	\$ 32,683	\$ (13,180)	\$ 22,853	

### Recent Accounting Pronouncements

In March 2020, the FASB issued Accounting Standards Update ("ASU") 2020-04 "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting," or ASU 2020-04. ASU 2020-04 provides optional expedients and exceptions to GAAP requirements for modifications on debt instruments, leases, derivatives, and other contracts, related to the market transition from LIBOR, and certain other floating rate benchmark indices, or collectively, "IBORs", to alternative reference rates. ASU 2020-04 generally considers contract modifications related to reference rate reform to be an event that does not require contract remeasurement at the modification date nor a reassessment of a previous accounting determination. In January 2021, the FASB issued ASU 2021-01 "Reference Rate Reform (Topic 848): Scope," or ASU 2021-01. ASU 2021-01 clarifies that the practical expedients in ASU 2020-04 apply to derivatives impacted by changes in the interest rate used for margining, discounting, or contract price alignment. In December 2022, the FASB issued ASU 2022-06 "Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848", or ASU 2022-06. ASU 2022-06 deferred the sunset date of ASU 2020-04 to December 31, 2024. The guidance in ASU 2020-04 is optional and may be elected over time, through December 31, 2024, as reference rate reform activities occur. Once ASU 2020-04 is elected, the guidance must be applied prospectively for all eligible contract modifications. The Company has not adopted any of the optional expedients or exceptions as of December 31, 2022, but will continue to evaluate the possible adoption of any such expedients or exceptions during the effective period as circumstances evolve.

### 3. Investments in Real Estate

Investments in real estate, net consisted of the following (\$ in thousands):

	December 31, 2022	December 31, 2021
Building and building improvements	\$ 81,914,789	\$ 53,954,920
Land and land improvements	18,635,672	14,652,913
Furniture, fixtures and equipment	2,301,683	963,686
Right of use asset - operating leases <sup>(1)</sup>	1,090,782	461,186
Right of use asset - financing leases <sup>(1)</sup>	72,872	72,862
Total	104,015,798	70,105,567
Accumulated depreciation and amortization	(5,866,306)	(3,163,914)
Investments in real estate, net	<u>\$ 98,149,492</u>	<u>\$ 66,941,653</u>

(1) Refer to Note 15 for additional details on the Company's leases.

#### Acquisitions

The following table details the properties acquired during the year ended December 31, 2022 (\$ in thousands):

Segments	Purchase Price <sup>(1)</sup>	Number of Transactions	Number of Properties	Sq. Ft. (in thousands)/ Units/Keys
Rental Housing properties <sup>(2)(3)</sup>	\$ 27,358,440	17	270	72,193 units
Net Lease properties	4,026,768	1	1	6,901 sq. ft.
Office properties <sup>(3)</sup>	1,794,585	4	8	2,693 sq. ft.
Retail properties <sup>(3)</sup>	1,097,412	—	51	5,598 sq. ft.
Self storage properties	542,335	6	34	2,913 sq. ft.
Hospitality properties	504,866	1	7	1,403 keys
Data center properties	331,184	1	3	792 sq. ft.
Industrial properties	218,360	3	13	1,666 sq. ft.
	<u>\$ 35,873,950</u>	<u>33</u>	<u>387</u>	

(1) Purchase price is inclusive of acquisition-related costs.

(2) Purchase price includes 5,761 wholly-owned single family rental homes, that are not included in the number of properties.

(3) Purchase price for the acquisition of Preferred Apartment Communities ("PAC") includes 45 rental housing properties, 51 retail properties and 3 office properties. The acquisition of PAC is included as a single transaction in the number of transactions column for rental housing properties.

The following table details the properties acquired during the year ended December 31, 2021 (\$ in thousands):

Segments	Purchase Price <sup>(1)</sup>	Number of Transactions	Number of Properties	Sq. Ft. (in thousands)/ Units/Keys
Rental Housing properties <sup>(2)</sup>	\$ 27,439,966	34	672	114,014 units
Industrial properties	6,942,733	17	272	54,326 sq. ft.
Retail properties	868,867	2	13	2,454 sq. ft.
Hospitality	642,994	3	8	1,475 keys
Office properties	450,093	2	4	727 sq. ft.
Self storage properties	410,299	6	31	2,273 sq. ft.
Data center properties	180,057	1	2	430 sq. ft.
	<u>\$ 36,935,009</u>	<u>65</u>	<u>1,002</u>	

(1) Purchase price is inclusive of acquisition-related costs.

(2) Purchase price includes 13,030 wholly-owned single family rental homes, that are not included in the number of properties.

The following table details the purchase price allocation for the properties acquired during the year ended December 31, 2022 and 2021 (\$ in thousands):

	For the Year Ended December 31, 2022	For the Year Ended December 31, 2021
Building and building improvements	\$ 29,327,825	\$ 27,826,619
Land and land improvements	4,429,122	7,162,583
Furniture, fixtures and equipment	738,748	437,801
In-place lease intangibles	921,109	1,104,530
Above-market lease intangibles	16,281	17,820
Below-market lease intangibles	(122,217)	(197,404)
Customer relationships	197,000	—
Right of use asset - operating leases	634,354	—
Right of use lease liability- operating leases	(460,901)	—
Prepaid ground lease rent	—	174,584
Other	192,629	408,476
Total purchase price	\$ 35,873,950	\$ 36,935,009
Assumed debt <sup>(1)</sup>	\$ 4,150,467	\$ 5,494,319
Net purchase price	\$ 31,723,483	\$ 31,440,690

(1) Refer to Note 7 for additional details on the Company's debt, which includes mortgage notes, secured term loans, and secured revolving credit facilities.

The weighted-average amortization periods for the acquired in-place lease intangibles, above-market lease intangibles, below-market lease intangibles and customer relationship intangibles of the properties acquired during the year ended December 31, 2022 were three, six, 11 and 22 years, respectively. The weighted-average amortization periods for the acquired in-place lease intangibles, above-market lease intangibles, and below-market lease intangibles of the properties acquired during the year ended December 31, 2021 were three, seven, and seven years, respectively.

#### Dispositions

The following table details the dispositions during the periods set forth below (\$ in thousands):

Segments	For the Year Ended December 31, 2022			For the Year Ended December 31, 2021			For the Year Ended December 31, 2020		
	Number of Properties	Net Proceeds	Net Gain <sup>(1)</sup>	Number of Properties	Net Proceeds	Net Gain <sup>(1)</sup>	Number of Properties	Net Proceeds	Net Gain <sup>(1)</sup>
Rental Housing properties <sup>(2)</sup>	55	\$1,885,001	\$468,259	11	\$ 267,045	\$ 7,881	7	\$295,855	\$ 77,617
Industrial properties	64	887,358	286,295	—	—	—	1	4,488	371
Self Storage properties	7	121,009	45,501	—	—	—	—	—	—
Hospitality properties	2	25,347	8,791	—	—	—	1	134,537	35,185
	<u>128</u>	<u>\$2,918,715</u>	<u>\$808,846</u>	<u>11</u>	<u>\$ 267,045</u>	<u>\$ 7,881</u>	<u>9</u>	<u>\$434,880</u>	<u>\$113,173</u>

(1) Net gain includes losses of \$86.7 million and \$2.7 million on 11 rental housing properties and nine industrial properties sold, respectively, during the year ended December 31, 2022. For the year ended December 31, 2021, net gain includes losses of \$24.5 million. There were no losses for the year ended December 31, 2020.

(2) Net proceeds and net gain include 573 and 229 single family rental homes sold during the years ended December 31, 2022 and 2021, respectively, that are not included in the number of properties.

### *Properties Held-for-Sale*

As of December 31, 2022, 23 properties in the Rental Housing segment were classified as held-for-sale. As of December 31, 2021, four properties in the Rental Housing segment and one property in the Industrial segment were classified as held-for-sale. The held-for-sale assets and liabilities are included as components of Other Assets and Other Liabilities, respectively, on the Company's Consolidated Balance Sheets.

The following table details the assets and liabilities of the Company's properties classified as held-for-sale (\$ in thousands):

Assets:	December 31, 2022	December 31, 2021
Investments in real estate, net	\$ 378,183	\$ 193,653
Other assets	2,084	2,591
Total assets	<u>\$ 380,267</u>	<u>\$ 196,244</u>
Liabilities:		
Mortgage notes, net	\$ 198,036	\$ 109,655
Other liabilities	77,016	4,722
Total liabilities	<u>\$ 275,052</u>	<u>\$ 114,377</u>

### *Impairment*

During the year ended December 31, 2022, the Company recognized an aggregate of \$33.6 million of impairment charges related to certain held-for-sale real estate investments where their carrying amount exceeded their fair value, less estimated closing costs. The Company did not recognize any impairment charges related to held-for-sale real estate investments during the years ended December 31, 2021 and 2020.

The Company did not recognize any impairment charges on properties held and used during the years ended December 31, 2022 and 2021. During the year ended December 31, 2020, the Company recognized an aggregate \$12.3 million impairment charge on two of its hospitality properties. The impairment charge was a result of updates to the undiscounted cash flow assumptions for such assets to reflect a decrease in occupancy and future cash flows as a result of the COVID-19 pandemic.

#### 4. Investments in Unconsolidated Entities

The Company holds investments in joint ventures that it accounts for under the equity method of accounting, as the Company's ownership interest in each joint venture does not meet the requirements for consolidation. Refer to Note 2 for additional details.

The following tables detail the Company's investments in unconsolidated entities (\$ in thousands):

Investment in Joint Venture	December 31, 2022				
	Segment	Number of Joint Ventures	Number of Properties	Ownership Interest	Book Value
Unconsolidated entities carried at historical cost:					
QTS Data Centers <sup>(1)</sup>	Data Centers	1	62	35.7%	\$ 1,657,778
MGM Grand & Mandalay Bay	Net Lease	1	2	49.9%	834,148
Rental Housing investments <sup>(2)</sup>	Rental Housing	92	87	12.2% - 52.0%	1,275,365
Industrial investments <sup>(3)</sup>	Industrial	3	56	10.0% - 55.0%	242,883
Retail investments	Retail	2	7	50.0%	97,971
Hospitality investment	Hospitality	1	196	30.0%	314,006
Total unconsolidated entities carried at historical cost		100	410		4,422,151
Unconsolidated entities carried at fair value:					
Industrial investments <sup>(4)</sup>	Industrial	12	2,135	7.9% - 85.0%	3,751,864
Office investments	Office	1	1	49.0%	520,976
Data Center investments <sup>(5)</sup>	Data Centers	1	N/A	12.4%	674,411
Total unconsolidated entities carried at fair value		14	2,136		4,947,251
Total		114	2,546		\$ 9,369,402

(1) The Company along with certain Blackstone-managed investment vehicles formed a joint venture ("QTS Data Centers") and acquired all outstanding shares of common stock of QTS Realty Trust ("QTS").

(2) Includes 10,767 wholly-owned single family rental homes, that are not included in the number of properties.

(3) Includes \$242.9 million from investments in three joint ventures formed by the Company and certain Blackstone-managed investment vehicles.

(4) Includes \$2.8 billion from investments in four joint ventures formed by the Company and certain Blackstone-managed investment vehicles.

(5) Includes \$674.4 million from investments in a digital towers joint venture formed by the Company and certain Blackstone-managed investment vehicles.

Investment in Joint Venture	December 31, 2021				
	Segment	Number of Joint Ventures	Number of Properties	Ownership Interest	Book Value
Unconsolidated entities carried at historical cost:					
QTS Data Centers <sup>(1)</sup>	Data Centers	1	48	35.7%	\$ 1,394,359
MGM Grand & Mandalay Bay	Net Lease	1	2	49.9%	822,736
Rental Housing investments <sup>(2)</sup>	Rental Housing	130	125	12.2% - 52.0%	1,074,832
Industrial investments <sup>(3)</sup>	Industrial	7	51	10.0% - 55.0%	497,491
Retail investments	Retail	1	6	50.0%	98,241
Total unconsolidated entities carried at historical cost		140	232		3,887,659
Unconsolidated entities at carried at fair value:					
Industrial investments <sup>(4)</sup>	Industrial	7	485	7.9% - 85.0%	1,613,646
Total unconsolidated entities carried at fair value		7	485		1,613,646
Total		147	717		\$ 5,501,305

(1) The Company along with certain Blackstone-managed investment vehicles formed a joint venture ("QTS Data Centers") and acquired all outstanding shares of common stock of QTS Realty Trust ("QTS").

(2) Includes 9,774 wholly-owned single family rental homes, that are not included in the number of properties.

(3) Includes \$291.5 million from investments in three joint ventures formed by the Company and certain Blackstone-managed investment vehicles.

(4) Includes \$1.0 billion from investments in three joint ventures formed by the Company and certain Blackstone-managed investment vehicles.

The following table details the Company's income from unconsolidated entities (\$ in thousands):

BREIT Income (Loss) from Unconsolidated Entities	Segment	Ownership Interest	For the Year Ended December 31,		
			2022	2021	2020
Unconsolidated entities carried at historical cost:					
QTS Data Centers	Data Centers	35.7%	\$(167,805)	\$ (71,745)	\$ —
MGM Grand & Mandalay Bay	Net Lease	49.9%	99,878	100,276	88,571
Rental Housing investments	Rental Housing	12.2% - 52.0%	(79,148)	(17,461)	—
Industrial investments	Industrial	10.0% - 55.0%	(310)	1,185	—
Retail investments	Retail	50.0%	(1,007)	167	—
Hospitality investment	Hospitality	30.0%	6,303	—	—
Total unconsolidated entities carried at historical cost			(142,089)	12,422	88,571
Unconsolidated entities carried at fair value:					
Industrial investments	Industrial	7.9% - 85.0%	320,118	193,558	—
Office investments	Office	49.0%	4,493	—	—
Data Center investments	Data Centers	12.4%	(273)	—	—
Total unconsolidated entities carried at fair value			324,338	193,558	—
Total			\$ 182,249	\$ 205,980	\$ 88,571

The following tables provide the combined summarized financial information of our unconsolidated joint ventures as of the dates and for the periods set forth below (\$ in thousands):

Balance Sheets:	December 31, 2022	December 31, 2021
Total assets	\$ 74,497,816	\$ 38,438,322
Total liabilities	\$ 45,934,895	\$ 25,402,902
BREIT's share of net equity	\$ 7,253,656	\$ 3,898,861
BREIT fair value adjustment	1,169,369	166,067
BREIT outside basis	946,377	1,436,377
<b>BREIT investments in unconsolidated entities</b>	<u>\$ 9,369,402</u>	<u>\$ 5,501,305</u>

Income Statements:	For the Year Ended December 31,		
	2022	2021	2020
Total revenues	\$ 6,869,106	\$ 1,397,424	\$ 346,482
Net income	\$ 208,880	\$ 136,869	\$ 177,757
BREIT's share of net income	\$ 143,941	\$ 56,246	\$ 88,701
BREIT fair value adjustment	86,106	166,067	—
Amortization of outside basis	(47,798)	(16,333)	(130)
<b>BREIT income from unconsolidated entities</b>	<u>\$ 182,249</u>	<u>\$ 205,980</u>	<u>\$ 88,571</u>



## 5. Investments in Real Estate Debt

The following tables detail the Company's investments in real estate debt (\$ in thousands):

### December 31, 2022

Type of Security/Loan <sup>(1)</sup>	Weighted Average Coupon <sup>(2)</sup>	Weighted Average Maturity Date <sup>(3)</sup>	Face Amount	Cost Basis	Fair Value
CMBS <sup>(4)</sup>	L+3.9%	12/10/2032	\$ 6,474,823	\$ 6,473,296	\$ 5,943,403
RMBS	4.5%	1/21/2053	404,953	393,511	292,516
Corporate bonds	4.9%	3/17/2031	115,980	126,052	105,558
Total real estate securities	6.4%	11/4/2033	6,995,756	6,992,859	6,341,477
Commercial real estate loans	L+5.5%	7/17/2026	1,489,296	1,499,691	1,483,358
Other investments <sup>(5)</sup>	3.7%	9/21/2029	209,746	183,017	176,868
Total investments in real estate debt	6.8%	5/25/2032	\$ 8,694,798	\$ 8,675,567	\$ 8,001,703

### December 31, 2021

Type of Security/Loan <sup>(1)</sup>	Weighted Average Coupon <sup>(2)</sup>	Weighted Average Maturity Date <sup>(3)</sup>	Face Amount	Cost Basis	Fair Value
CMBS <sup>(4)</sup>	L+3.5%	8/8/2033	\$ 5,097,318	\$ 5,068,099	\$ 5,029,942
RMBS	3.9%	5/24/2061	147,170	146,023	144,691
Corporate bonds	4.8%	12/10/2028	135,950	135,952	136,469
Total real estate securities	3.6%	3/29/2034	5,380,438	5,350,074	5,311,102
Commercial real estate loans	L+4.4%	1/19/2025	1,474,617	1,473,807	1,460,717
Other investments <sup>(5)</sup>	3.7%	7/25/2029	227,958	198,909	198,787
Total investments in real estate debt	3.7%	3/7/2032	\$ 7,083,013	\$ 7,022,790	\$ 6,970,606

- (1) This table does not include the Company's Controlling Class Securities in certain CMBS securitizations that have been consolidated on the Company's financial statements. The underlying collateral loans and the senior CMBS positions owned by third-parties of such securitizations are presented separately on the Company's Consolidated Balance Sheets. See Note 6 to the consolidated financial statements.
- (2) The term "L" refers to the relevant floating benchmark rates, which include USD LIBOR, EURIBOR, SOFR and SONIA, as applicable to each security and loan. Fixed rate CMBS and commercial real estate loans are reflected as a spread over the relevant floating benchmark rates for purposes of the weighted-averages. Weighted Average Coupon for CMBS does not include zero-coupon securities. As of December 31, 2022 and 2021, the Company had interest rate swaps outstanding with a notional value of \$1.4 billion and \$1.1 billion, respectively, that effectively converts a portion of its fixed rate investments in real estate debt to floating rates. Total weighted average coupon does not include the impact of derivatives.
- (3) Weighted average maturity date is based on the fully extended maturity date of the instrument.
- (4) Face amount excludes interest-only securities with a notional amount of \$1.1 billion as of both December 31, 2022 and 2021.
- (5) Includes an interest in an unconsolidated joint venture that holds investments in real estate debt.

The following table details the collateral type of the properties securing the Company's investments in real estate debt (\$ in thousands):

Collateral <sup>(1)</sup>	December 31, 2022			December 31, 2021		
	Cost Basis	Fair Value	Percentage Based on Fair Value	Cost Basis	Fair Value	Percentage Based on Fair Value
Industrial	\$ 2,681,299	\$ 2,483,592	32%	\$ 2,597,948	\$ 2,573,935	37%
Rental Housing <sup>(2)</sup>	2,119,282	1,940,795	24%	1,250,446	1,261,455	18%
Hospitality	1,884,353	1,768,090	22%	1,866,683	1,848,015	27%
Net Lease	983,374	947,368	12%	8,885	8,779	—%
Office	552,016	439,938	5%	546,548	527,148	8%
Other	360,903	339,609	4%	331,169	328,745	5%
Diversified	94,340	82,311	1%	403,737	405,569	5%
Retail	—	—	—%	17,374	16,960	—%
Total	<u>\$ 8,675,567</u>	<u>\$ 8,001,703</u>	<u>100%</u>	<u>\$ 7,022,790</u>	<u>\$ 6,970,606</u>	<u>100%</u>

- (1) This table does not include the Company's Controlling Class Securities in certain CMBS securitizations that have been consolidated on the Company's financial statements. The underlying collateral loans and the senior CMBS positions owned by third-parties of such securitizations are presented separately on the Company's Consolidated Balance Sheets. See Note 6 to the consolidated financial statements.
- (2) Rental Housing investments in real estate debt are collateralized by various forms of rental housing including apartments and single family rental homes.

The following table details the credit rating of the Company's investments in real estate debt (\$ in thousands):

Credit Rating <sup>(1)</sup>	December 31, 2022			December 31, 2021		
	Cost Basis	Fair Value	Percentage Based on Fair Value	Cost Basis	Fair Value	Percentage Based on Fair Value
A	\$ 91,809	\$ 86,055	1%	\$ 127,118	\$ 125,420	2%
BBB	1,077,419	1,024,908	13%	340,326	337,509	5%
BB	1,858,101	1,659,281	21%	1,446,160	1,441,879	21%
B	1,609,017	1,424,940	18%	1,459,218	1,436,271	21%
CCC	40,486	33,225	—%	24,338	24,242	—%
Private commercial real estate loans	1,682,708	1,660,226	21%	1,598,701	1,585,738	23%
Not rated <sup>(2)</sup>	2,316,027	2,113,068	26%	2,026,929	2,019,547	28%
Total	<u>\$ 8,675,567</u>	<u>\$ 8,001,703</u>	<u>100%</u>	<u>\$ 7,022,790</u>	<u>\$ 6,970,606</u>	<u>100%</u>

- (1) This table does not include the Company's Controlling Class Securities in certain CMBS securitizations that have been consolidated on the Company's financial statements. The underlying collateral loans and the senior CMBS positions owned by third-parties of such securitizations are presented separately on the Company's Consolidated Balance Sheets. See Note 6 to the consolidated financial statements.
- (2) As of December 31, 2022, not rated positions have a weighted-average LTV at origination of 64.0% and are primarily composed of 62.8% industrial and 27.4% rental housing assets, and includes interest-only securities with a fair value of \$17.0 million.

The following table details the amounts recognized for the Company's investments in real estate debt (\$ in thousands):

	Year Ended December 31,		
	2022	2021	2020
Interest income	\$ 472,855	\$ 181,332	\$ 187,018
Unrealized (loss) gain	(629,079)	56,148	(131,419)
Realized (loss) gain	(116,262)	47,963	(21,240)
Total	(272,486)	285,443	34,359
Income from interest rate swaps and other derivatives	220,159	81,886	(73,593)
Income from secured financings of investments in real estate debt <sup>(1)</sup>	36,644	25,798	(33,540)
Other loss	(11,390)	(1,260)	(1,579)
Total (loss) income from investments in real estate debt	<u>\$ (27,073)</u>	<u>\$ 391,867</u>	<u>\$ (74,353)</u>

(1) Represents unrealized and realized gains and (losses).

The Company's investments in real estate debt included certain CMBS and loans collateralized by properties owned by Blackstone-advised investment vehicles. The following table details the Company's investments in affiliated real estate debt (\$ in thousands):

	Fair Value		Income (Loss)		
			Year Ended December 31,		
	December 31, 2022	December 31, 2021	2022	2021	2020
CMBS	\$ 1,683,765	\$ 3,099,694	\$ (107,702)	\$ 105,421	\$ (14,950)
Commercial real estate loans	835,846	556,571	41,012	(11,611)	79,689
Total	<u>\$ 2,519,611</u>	<u>\$ 3,656,265</u>	<u>\$ (66,690)</u>	<u>\$ 93,810</u>	<u>\$ 64,739</u>

The Company acquired such affiliated CMBS from third-parties on market terms negotiated by the majority third-party investors. The Company will forgo all non-economic rights, including voting rights, in such CMBS as long as the Blackstone-advised investment vehicles either own the properties collateralizing the underlying loans, or have an interest in a different part of the capital structure of such CMBS.

The Company acquired commercial real estate loans to borrowers that are owned by Blackstone-advised investment vehicles. The Company has forgone all non-economic rights under these loans, including voting rights, so long as the Blackstone-advised investment vehicle controls the borrowers. These loans were negotiated by third parties without the Company's involvement.

As of December 31, 2022 and December 31, 2021, the Company's investments in real estate debt also included \$1.9 billion and \$1.4 billion, respectively, of CMBS collateralized, in part, by certain of the Company's mortgage notes. During the years ended December 31, 2022, 2021, and 2020, the Company recognized \$62.1 million, \$47.6 million, and \$11.7 million of income, respectively, related to such CMBS.

## 6. Consolidated Securitization Vehicles

The Company has acquired the Controlling Class Securities of certain CMBS securitizations resulting in the consolidation of such securitizations on its Consolidated Balance Sheets. The consolidation of these securitizations results in a gross presentation of the underlying collateral loans as discrete assets, as well as inclusion of the senior CMBS positions owned by third-parties, which are presented as liabilities on the Company's Consolidated Balance Sheets. The assets of any particular consolidated securitization can only be used to satisfy the liabilities of that securitization and such assets are not available to the Company for any other purpose. Similarly, the senior CMBS obligations of these securitizations can only be satisfied through repayment of the underlying collateral loans, as they do not have any recourse to the Company or its assets, nor has the Company provided any guarantees with respect to the performance or repayment of the senior CMBS obligations.

The following tables detail the real estate loans held by the consolidated securitization vehicles and the related senior obligations of consolidated securitization vehicles (\$ in thousands):

December 31, 2022					
	Count	Principal Value	Fair Value	Wtd. Avg. Yield/ Cost <sup>(1)</sup>	Wtd. Avg. Term <sup>(2)</sup>
Real estate loans held by consolidated securitization vehicles	292	\$ 17,527,441	\$ 17,030,387	5.1%	3/24/2025
Senior obligations of consolidated securitization vehicles	22	15,565,671	15,288,598	4.9%	10/18/2025
Real estate loans held by consolidated securitization vehicles in excess of senior obligations of consolidated securitization vehicles	22	\$ 1,961,770	\$ 1,741,789	6.6%	5/6/2025
December 31, 2021					
	Count	Principal Value	Fair Value	Wtd. Avg. Yield/ Cost <sup>(1)</sup>	Wtd. Avg. Term <sup>(2)</sup>
Real estate loans held by consolidated securitization vehicles	173	\$ 16,873,465	\$ 17,055,986	2.4%	10/2/2024
Senior obligations of consolidated securitization vehicles	22	14,780,036	15,030,653	2.1%	3/14/2025
Real estate loans held by consolidated securitization vehicles in excess of senior obligations of consolidated securitization vehicles	22	\$ 2,093,429	\$ 2,025,333	3.6%	11/01/2024

- (1) The weighted-average yield and cost represent the all-in rate, which includes both fixed and floating rates, as applicable to each securitized debt obligation.
- (2) Loan term represents weighted-average final maturity, assuming all extension options are exercised by the borrower. Repayments of senior obligations of consolidated securitization vehicles are tied to timing of the related collateral loan asset repayments. The term of these obligations represents the rated final distribution date of the securitizations.

## 7. Mortgage Notes, Secured Term Loans, and Secured Revolving Credit Facilities

The following table details the mortgage notes, secured term loans, and secured revolving credit facilities secured by the Company's real estate (\$ in thousands):

Indebtedness	December 31, 2022			Principal Balance Outstanding	
	Weighted Average Interest Rate <sup>(1)</sup>	Weighted Average Maturity Date <sup>(2)(3)</sup>	Maximum Facility Size	December 31, 2022	December 31, 2021
<i>Fixed rate loans:</i>					
Fixed rate mortgages <sup>(4)</sup>	3.7%	12/15/2028	N/A	\$ 25,152,361	\$ 19,086,525
<i>Variable rate loans:</i>					
Variable rate mortgages and secured term loans	L+2.4%	1/30/2027	N/A	34,141,570	20,075,465
Variable rate secured revolving credit facilities <sup>(5)</sup>	L+1.6%	6/5/2026	\$ 4,211,100	2,608,778	1,614,550
Variable rate warehouse facilities <sup>(6)</sup>	L+1.9%	10/4/2025	\$ 4,284,381	3,728,340	794,141
Total variable rate loans	L+2.3%	12/2/2026		40,478,688	22,484,156
Total loans secured by real estate	5.5%	9/13/2027		65,631,049	41,570,681
(Discount) premium on assumed debt, net				(121,435)	68,706
Deferred financing costs, net				(546,911)	(311,999)
Mortgage notes, secured term loans, and secured revolving credit facilities, net				<u>\$ 64,962,703</u>	<u>\$ 41,327,388</u>

- (1) The term "L" refers to the relevant floating benchmark rates, which include one-month LIBOR, three-month LIBOR, 30-day SOFR, and one-month CDOR as applicable to each loan. As of December 31, 2022, we have outstanding interest rate swaps with an aggregate notional balance of \$32.4 billion and interest rate caps with an aggregate notional balance of \$14.1 billion that mitigate our exposure to potential future interest rate increases under our floating-rate debt. Total weighted average interest rate does not include the impact of derivatives. The net weighted average interest rate including the impact of derivatives is 4.3%.
- (2) Weighted average maturity assumes maximum maturity date (including any extensions), where the Company, at its sole discretion, has one or more extension options.
- (3) The majority of the Company's mortgages contain yield or spread maintenance provisions.
- (4) Includes \$364.5 million and \$396.3 million of loans related to our investment in affordable housing properties as of December 31, 2022 and 2021, respectively. Such loans are generally with municipalities, housing authorities, and other third parties administered through government sponsored affordable housing programs. Certain of these loans may be forgiven if specific affordable housing conditions are maintained.
- (5) Additional borrowings under the Company's variable rate secured revolving credit facilities are immediately available.
- (6) Additional borrowings under the Company's variable rate warehouse facilities require additional collateral, which are subject to lender approval.

The following table details the future principal payments due under the Company's mortgage notes, secured term loans, and secured revolving credit facilities as of December 31, 2022 (\$ in thousands):

Year	Amount
2023	\$ 632,020
2024	4,755,792
2025	9,182,374
2026	17,493,421
2027	19,148,859
Thereafter	14,418,583
Total	<u>\$ 65,631,049</u>

The Company repaid certain of its loans in conjunction with the sale or a refinancing of the underlying property and incurred a net realized loss on extinguishment of debt of \$11.5 million, \$16.3 million, and \$10.4 million for the years ended December 31, 2022, 2021, and 2020 respectively. The losses on extinguishment of debt resulted primarily from the acceleration of related deferred financing costs, prepayment penalties, and transaction costs.

The Company is subject to various financial and operational covenants under certain of its mortgage notes, secured term loans, and secured revolving credit facility agreements. These covenants require the Company to maintain certain financial ratios, which include leverage, debt yield, and debt service coverage, among others. As of December 31, 2022, the Company believes it was in compliance with all of its loan covenants that could result in a default under such agreements.

## 8. Secured Financings of Investments in Real Estate Debt

The Company has entered into master repurchase agreements and other financing agreements secured by certain of its investments in real estate debt. The terms of the master repurchase agreements and other financing agreements provide the lenders the ability to determine the size and terms of the financing provided based upon the particular collateral pledged by the Company from time-to-time, and may require the Company to provide additional collateral in the form of cash, securities, or other assets if the market value of the financed investments decline.

The following tables detail the Company's secured financings of investments in real estate debt (\$ in thousands):

December 31, 2022				
Collateral Type	Borrowings Outstanding	Collateral Assets <sup>(1)</sup>	Weighted Average Interest Rate <sup>(2)</sup>	Weighted Average Maturity Date
CMBS	\$ 4,482,728	\$ 7,447,672	L+1.3%	12/27/2023
RMBS	220,694	294,337	L+1.1%	11/18/2023
Commercial real estate loans	163,547	259,224	L+1.9%	3/23/2024
Corporate bonds	99,716	137,084	L+1.1%	10/5/2023
	<u>\$ 4,966,685</u>	<u>\$ 8,138,317</u>	<u>L+1.3%</u>	

December 31, 2021				
Collateral Type	Borrowings Outstanding	Collateral Assets <sup>(1)</sup>	Weighted Average Interest Rate <sup>(2)</sup>	Weighted Average Maturity Date
CMBS	\$ 4,308,015	\$ 6,604,524	L+0.9%	1/20/2023
Commercial real estate loans	224,510	345,400	L+1.8%	4/2/2022
Corporate bonds	90,578	135,355	L+0.8%	11/17/2022
RMBS	83,529	125,967	L+0.9%	12/31/2022
	<u>\$ 4,706,632</u>	<u>\$ 7,211,246</u>	<u>L+1.0%</u>	

(1) Represents the fair value of the Company's investments in real estate debt that serve as collateral.

(2) The term "L" refers to the relevant floating benchmark rates, which include USD LIBOR, EURIBOR, SOFR and SONIA, as applicable to each secured financing.

## 9. Unsecured Revolving Credit Facilities and Term Loans

The Company is party to unsecured credit facilities with multiple banks. The credit facilities have a weighted average maturity date of November 29, 2024, which may be extended for one year, and an interest rate of SOFR +2.5%. As of December 31, 2022 and 2021, the maximum capacity of the credit facilities was \$5.6 billion and \$2.0 billion, respectively. There were no outstanding borrowings on unsecured credit facilities as of December 31, 2022 and 2021.

The Company is party to an unsecured, uncommitted line of credit (the "Line of Credit") up to a maximum amount of \$75.0 million with an affiliate of Blackstone ("Lender"). The Line of Credit expires on January 24, 2024, and may be extended for up to 12 months, subject to Lender approval. The interest rate is equivalent to the then-current rate offered to the Company by a third-party lender, or, if no such rate is available, SOFR +2.5%. Each advance under the Line of Credit is repayable on the earliest of (i) the expiration of the Line of Credit, (ii) Lender's demand and (iii) the date on which the Adviser no longer acts as the Company's external manager, provided that the Company will have 180 days to make such repayment in the cases of clauses (i) and (ii) and 45 days to make such repayment in the case of clause (iii). As of December 31, 2022 and 2021, the Company had no outstanding balance under the Line of Credit.

The Company is party to unsecured term loans with multiple banks. The term loans have a weighted average maturity date of January 30, 2026 and an interest rate of SOFR +2.5%. As of December 31, 2022, the aggregate outstanding balance of the unsecured term loans was \$1.1 billion. There were no outstanding borrowings on unsecured terms loans as of December 31, 2021.

## 10. Related Party Transactions

### Due to Affiliates

The following table details the components of due to affiliates (\$ in thousands):

	December 31, 2022	December 31, 2021
Accrued stockholder servicing fee	\$ 1,588,178	\$ 1,235,592
Performance participation allocation	—	—
Accrued management fee	71,644	56,607
Accrued affiliate service provider expenses	14,975	12,880
Advanced organization and offering costs	—	2,045
Other	1,511	2,323
Total	<u>\$ 1,676,308</u>	<u>\$ 1,309,447</u>

#### *Accrued Stockholder Servicing Fee*

The Company accrues the full amount of the future stockholder servicing fees payable to Blackstone Securities Partners L.P. (the “Dealer Manager”), a registered broker dealer affiliated with the Adviser, for Class S, Class T, and Class D shares, up to the 8.75% of gross proceeds limit, at the time such shares are sold. The Dealer Manager has entered into agreements with the selected dealers distributing the Company’s shares as part of its continuous public offering, that provide, among other things, for the re-allowance of the full amount of the selling commissions and dealer manager fee, and all or a portion of the stockholder servicing fees received by the Dealer Manager to such selected dealers.

#### *Performance Participation Allocation*

The Special Limited Partner holds a performance participation interest in BREIT OP that entitles it to receive an allocation of BREIT OP’s total return. Total return is defined as distributions paid or accrued plus the change in the Company’s Net Asset Value (“NAV”), adjusted for subscriptions and repurchases. Under the BREIT OP agreement, the annual total return will be allocated solely to the Special Limited Partner only after the other unit holders have received a total return of 5% (after recouping any loss carryforward amount) and such allocation will continue until the allocation between the Special Limited Partner and all other BREIT OP unit holders is equal to 12.5% and 87.5%, respectively. Thereafter, the Special Limited Partner will receive an allocation of 12.5% of the annual total return. The allocation of the performance participation interest is ultimately measured on a calendar year basis and will be paid quarterly in Class I or Class B units of BREIT OP or cash, at the election of the Special Limited Partner. To date, the Special Limited Partner has always elected to be paid in a combination of Class I and Class B units, resulting in a non-cash expense.

Effective March 4, 2022, following the end of each calendar quarter that is not also the end of a calendar year, the Special Limited Partner has been entitled to a performance participation allocation as described above calculated in respect of the portion of the year to date, less any performance participation allocation received with respect to prior quarters in that year (the “Quarterly Allocation”). The performance participation allocation that the Special Limited Partner is entitled to receive at the end of each calendar year will be reduced by the cumulative amount of Quarterly Allocations that year. If a Quarterly Allocation is made and at the end of a subsequent calendar quarter in the same calendar year the Special Limited Partner is entitled to less than the previously received Quarterly Allocation(s) (a “Quarterly Shortfall”), then subsequent distributions of any Quarterly Allocations or year-end performance allocations in that calendar year will be reduced by an amount equal to such Quarterly Shortfall, until such time as no Quarterly Shortfall remains. If all or any portion of a Quarterly Shortfall remains at the end of a calendar year following the application described in the previous sentence, distributions of any Quarterly Allocations and year-end performance allocations in the subsequent four calendar years will be reduced by (i) the remaining Quarterly Shortfall plus (ii) an annual rate of 5% on the remaining Quarterly Shortfall measured from the first day of the calendar year following the year in which the Quarterly Shortfall arose and compounded quarterly (collectively, the “Quarterly Shortfall Obligation”) until such time as no Quarterly Shortfall Obligation remains; provided, that the Special Limited Partner (or its affiliate) may make a full or partial cash payment to reduce the Quarterly Shortfall Obligation at any time; provided, further, that if any Quarterly Shortfall Obligation remains following such subsequent four calendar years, then the Special Limited Partner (or its affiliate) will promptly pay BREIT OP the remaining Quarterly Shortfall Obligation in cash.

During the years ended December 31, 2022, 2021 and 2020 the Company recognized \$742.7 million, \$1.4 billion and \$192.6 million, respectively, of performance participation allocation expense in the Company's Consolidated Statements of Operations. The Company issued 54.9 million Class I units in BREIT OP to the Special Limited Partner as payment for \$817.5 million of Quarterly Allocations through September 30, 2022. Subsequent to the issuance of such Class I units, 31.7 million units were exchanged for Class I shares of the Company. For the year ended December 31, 2022, the full year performance participation allocation was less than the previously distributed Quarterly Allocations resulting in a Quarterly Shortfall amount of \$74.9 million. Such Quarterly Shortfall amount is recorded as a receivable from the Special Limited Partner and included as a component of Other Assets on the Company's Consolidated Balance Sheets. Beginning January 1, 2023, to the extent such Quarterly Shortfall remains, interest on the Quarterly Shortfall will accrue at a 5% annual rate, compounded quarterly. At the election of the Special Limited Partner, each Class I unit is redeemable for cash or Class I shares (on a one-for-one basis).

On December 31, 2021, the Company issued 96.4 million Class I units in BREIT OP to the Special Limited Partner as payment of the 2021 performance participation allocation. Such units were issued at the NAV per unit as of December 31, 2021. Also on December 31, 2021, and immediately following (i) the issuance of the Class I units and (ii) the record time for the December 2021 distributions on the Company's Class I shares, 55.2 million Class I units in BREIT OP were exchanged for 55.2 million unregistered Class I shares in the Company. In January 2022, subsequent to the issuance of the Class I shares and Class I units, 4.7 million of such Class I units were exchanged for 4.7 million Class B units, 37.8 million of such Class I shares and 1.9 million of such Class I units were redeemed for \$566.6 million, and 9.0 million of such units were exchanged for 9.0 million unregistered Class I shares in the Company.

In January 2021, the Company issued 15.5 million Class I units and 1.1 million Class B units in BREIT OP to the Special Limited Partner as payment of the 2020 performance participation allocation. Such units were issued at the NAV per unit as of December 31, 2020. Subsequent to the issuance of the Class I units and Class B units, 9.7 million of such units were redeemed for \$111.9 million, and 1.1 million of such units were exchanged for unregistered Class I shares in the Company.

As of March 17, 2023, Blackstone and its employees, including the Company's executive officers, owned \$1.8 billion and \$1.5 billion, respectively, shares of common stock of the Company and Class I and Class B units of BREIT OP.

#### *Accrued Management Fee*

The Adviser is entitled to an annual management fee equal to 1.25% of the Company's NAV, payable monthly, as compensation for the services it provides to the Company. The management fee can be paid, at the Adviser's election, in cash, shares of the Company's common stock, or BREIT OP units. To date, the Adviser has elected to receive the management fee in shares of the Company's common stock, resulting in a non-cash expense. During the years ended December 31, 2022, 2021 and 2020 the Company incurred management fees of \$837.7 million, \$445.3 million and \$224.8 million, respectively.

During the years ended December 31, 2022, 2021 and 2020, the Company issued 51.3 million, 30.1 million and 18.5 million unregistered Class I shares, respectively, to the Adviser as payment for management fees. The Company also had a payable of \$71.6 million and \$56.6 million related to the management fees as of December 31, 2022 and December 31, 2021, respectively. During January 2023, the Adviser was issued 4.8 million unregistered Class I shares as payment for the management fees accrued as of December 31, 2022. The shares issued to the Adviser for payment of the management fee were issued at the applicable NAV per share at the end of each month for which the fee was earned. The Adviser did not submit any repurchase requests for shares previously issued as payment for management fees during the year ended December 31, 2022. During the year ended December 31, 2021, the Adviser submitted 25.2 million Class I shares for repurchase by the Company, for a total repurchase amount of \$321.4 million.

#### *Accrued affiliate service provider expenses and incentive compensation awards*

The Company has engaged Link Industrial Properties LLC ("Link"), a portfolio company owned by Blackstone-advised investment vehicles, to provide, as applicable, operational services (including, without limitation, property management, leasing, and construction and project management), management services, loan management services, corporate support services (including, without limitation, accounting, information technology, legal, tax and human resources) and transaction support services for the Company's industrial properties.

The Company has engaged LivCor, LLC ("LivCor"), a portfolio company owned by Blackstone-advised investment vehicles, to provide, as applicable, operational services (including, without limitation, construction and project management), management services, loan management services, corporate support services (including, without limitation, accounting, information technology, legal, tax and human resources) and transaction support services for the Company's multifamily properties.



The Company has engaged Revantage Corporate Services, LLC and Revantage Global Services Europe S.à r.l. (collectively “Revantage”), portfolio companies owned by Blackstone-advised investment vehicles, to provide, as applicable, corporate support services (including, without limitation, accounting, legal, tax, treasury, valuation services, information technology and data management).

The Company has engaged BRE Hotels and Resorts (“BRE”), a portfolio company controlled (but not owned) by Blackstone-advised investment vehicles, to provide, as applicable, operational services (including, without limitation, construction and project management), management services, loan management services, corporate support services (including, without limitation, accounting, legal and tax) and transaction support services for the Company’s hospitality properties.

The Company has engaged ShopCore Properties TRS Management LLC (“ShopCore”), a portfolio company owned by Blackstone-advised investment vehicles, to provide, as applicable, operational services (including, without limitation, property management, construction and project management and leasing), management services, loan management services, corporate support services (including, without limitation, accounting, information technology, legal, tax and human resources) and transaction support services for the Company’s retail properties.

The Company has engaged BPP MFNY Employer LLC (“Beam”), a portfolio company owned by Blackstone-advised investment vehicles, to provide, as applicable, operational services (including, without limitation, construction and project management), management services, loan management services, corporate support services (including, without limitation, accounting, information technology, legal, tax and human resources) and transaction support services for certain of the Company’s multifamily properties in New York City.

The Company has engaged Equity Office Management, L.L.C. (“EOM”), a portfolio company owned by Blackstone-advised investment vehicles, to provide, as applicable, operational services (including, without limitation, property management, leasing, and construction and project management), management services, loan management services, corporate support services (including, without limitation, accounting, information technology, legal, tax and human resources) and transaction support services for the Company’s office properties.

The Company has engaged Longview Senior Housing Advisors, LLC (“Longview”), a portfolio company owned by Blackstone-advised investment vehicles, to provide, as applicable, operational services (including, without limitation, property management and construction and project management), corporate support services (including, without limitation, accounting, information technology, legal, tax and human resources) and transaction support services for the Company’s senior living rental housing properties.

The following table details the amounts incurred for affiliate service providers (\$ in thousands):

	Affiliate Service Provider Expenses			Amortization of Affiliate Service Provider Incentive Compensation Awards			Capitalized Transaction Support Services		
	Year Ended December 31,			Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2022	2021	2020	2022	2021	2020
Link	\$ 99,798	\$ 68,277	\$ 53,836	\$ 8,929	\$ 6,174	\$ 727	\$ 5,541	\$ 3,696	\$ 3,366
LivCor	78,490	39,481	27,144	9,073	6,235	214	10,762	6,529	3,924
Revantage <sup>(1)</sup>	28,984	3,029	1,951	1,668	—	—	—	8,696	—
BRE	17,374	11,565	15,109	1,183	728	435	261	127	—
ShopCore	15,269	6,427	5,248	631	271	18	1,213	292	479
Beam	2,572	—	—	607	—	—	59	—	—
EOM	2,339	1,912	838	237	160	—	230	—	—
Longview	1,745	557	—	—	—	—	—	—	—
	<u>\$ 246,571</u>	<u>\$ 131,248</u>	<u>\$ 104,126</u>	<u>\$ 22,328</u>	<u>\$ 13,568</u>	<u>\$ 1,394</u>	<u>\$ 18,066</u>	<u>\$ 19,340</u>	<u>\$ 7,769</u>

- (1) For the years ended December 31, 2022 and 2021, the Revantage affiliate service provider expenses include \$0.6 million and \$0.1 million, respectively, of costs incurred for services provided to certain of the Company’s investments in unconsolidated entities. The Company’s investments in unconsolidated entities did not incur such expenses during the year ended December 31, 2020.

Affiliate service provider expenses and incentive compensation awards are included as a component of Rental Property Operating and Hospitality Operating expense, as applicable, in the Company’s Consolidated Statements of Operations. Transaction support service fees were capitalized to Investments in Real Estate on the Company’s Consolidated Balance Sheets. Neither Blackstone nor the Adviser receives any fees from the aforementioned arrangements.

The Company issues incentive compensation awards to certain employees of portfolio company service providers that entitles them to receive an allocation of the Company's total return over a certain hurdle amount, as determined by the Company. The vesting condition that is based on the achievement of the Company's total return over the hurdle amount is considered a market condition. Any excess of the Company's total return over the hurdle amount, which affects the quantity of awards that vest, is considered a performance condition. If it is considered probable that the performance condition will be met, these awards are amortized over the four-year service period, as adjusted for forfeitures. The Company has determined it is probable that the performance condition would be met for certain awards as of December 31, 2020, 2021, and 2022 and has amortized the value of such awards over the applicable service period. None of Blackstone, the Adviser, or the affiliate portfolio company service providers receive any incentive compensation from the aforementioned arrangements.

The following table details the incentive compensation awards (\$ in thousands):

Plan Year	December 31, 2021	For the Year Ended December 31, 2022			December 31, 2022	
	Unrecognized Compensation Cost	Forfeiture of unvested awards	Value of Awards Issued	Amortization of Compensation Cost	Unrecognized Compensation Cost	Remaining Amortization Period
2019	\$ 1,520	\$ (168)	\$ —	\$ (1,352)	\$ —	—
2020	—	—	—	—	—	—
2021	37,201	(3,279)	—	(10,761)	23,161	2.0 years
2022	—	—	35,104	(10,215)	24,889	2.7 years
	<u>\$ 38,721</u>	<u>\$ (3,447)</u>	<u>\$ 35,104</u>	<u>\$ (22,328)</u>	<u>\$ 48,050</u>	

#### *Other*

As of December 31, 2022 and December 31, 2021, the Adviser had advanced \$1.5 million and \$2.3 million, respectively, of expenses on the Company's behalf for general corporate expenses provided by unaffiliated third parties. Such expenses are reimbursed by the Company to the Adviser in the ordinary course.

#### **Affiliate Title Service Provider**

Blackstone owns Lexington National Land Services ("LNLS"), a title agent company. LNLS acts as an agent for one or more underwriters in issuing title policies and/or providing support services in connection with investments made by the Company, Blackstone and its affiliates and related parties, and third-parties. LNLS focuses on transactions in rate-regulated states where the cost of title insurance is non-negotiable. LNLS will not perform services in non-regulated states for the Company, other than (i) in the context of a portfolio transaction that includes properties in rate-regulated states, (ii) as part of a syndicate of title insurance companies where the rate is negotiated by other insurers or their agents, (iii) when a third-party is paying all or a material portion of the premium or (iv) when providing only support services to the underwriter. LNLS earns fees, which would have otherwise been paid to third-parties, by providing title agency services and facilitating placement of title insurance with underwriters. Blackstone receives distributions from LNLS in connection with investments by the Company based on its equity interest in LNLS. In each case, there will be no related offset to the Company.

During the years ended December 31, 2022 and 2021, the Company paid Lexington National Land Services \$27.8 million and \$25.7 million, respectively, for title services related to 53 and 54 investments, respectively, and such costs were either (i) capitalized to Investments in Real Estate or (ii) recorded as deferred financing costs, which is a reduction to Mortgage Notes, Secured Term Loans, and Secured Revolving Credit Facilities on the Company's Consolidated Balance Sheets.

#### **Captive Insurance Company**

On July 28, 2020, the Company became a member of a captive insurance company (the "Captive") owned by the Company and other investment vehicles managed by Blackstone. A Blackstone affiliate provides oversight and management services to the Captive and receives fees based on a percentage of premiums paid for such policies. The fees and expenses of the Captive, including insurance premiums and fees paid to the Blackstone affiliate to manage it, are borne by the Company and the other Blackstone-managed investment vehicles pro rata based on insurance premiums paid for each party's respective properties.

During the years ended December 31, 2022 and 2021, the Company contributed \$91.9 million and \$57.1 million, respectively, of capital to the Captive for insurance premiums and its pro rata share of other expenses. Of these amounts, \$1.8 million and \$1.0 million, respectively, was attributable to the fee paid to a Blackstone affiliate to provide oversight and management services of the Captive. The capital contributed and fees paid are in place of insurance premiums and fees that would otherwise be paid to third party insurance companies.

## Other

As of December 31, 2022 and 2021, the Company had a receivable of \$6.0 million and \$3.9 million, respectively, from LivCor and such amount is included in Other Assets on the Company's Consolidated Balance Sheets.

### 11. Other Assets and Other Liabilities

The following table details the components of other assets (\$ in thousands):

	December 31, 2022	December 31, 2021
Interest rate and foreign currency hedging derivatives	\$ 3,033,595	\$ 41,453
Real estate intangibles, net	1,624,212	1,487,436
Receivables, net	821,309	381,201
Equity securities	530,119	3,225,660
Straight-line rent receivable	454,989	275,200
Held-for-sale assets	380,267	196,244
Single family rental homes risk retention securities	300,718	233,525
Prepaid expenses	146,568	151,188
Deferred leasing costs, net	121,230	84,990
Deferred financing costs, net	103,049	51,535
Due from affiliate <sup>(1)</sup>	74,857	—
Pre-acquisition costs	15,915	153,659
Other	275,120	168,642
Total	<u>\$ 7,881,948</u>	<u>\$ 6,450,733</u>

(1) Refer to the Performance Participation Allocation section of Note 10 for additional information.

The following table details the components of other liabilities (\$ in thousands):

	December 31, 2022	December 31, 2021
Right of use lease liability - operating leases	\$ 638,830	\$ 180,453
Accounts payable and accrued expenses	470,335	265,754
Accrued interest expense	395,459	215,757
Real estate taxes payable	350,757	211,063
Intangible liabilities, net	330,432	288,643
Held-for-sale liabilities	275,052	114,377
Distribution payable	238,297	190,143
Tenant security deposits	237,891	172,308
Subscriptions received in advance	208,632	1,746,910
Prepaid rental income	188,450	125,250
Stock repurchases payable	151,959	100,540
Securitized debt obligations, net	123,628	200,953
Right of use lease liability - financing leases	77,008	75,730
Interest rate and foreign currency hedging derivatives	50,557	45,597
Other	174,746	250,670
Total	<u>\$ 3,912,033</u>	<u>\$ 4,184,148</u>

## 12. Intangibles

The gross carrying amount and accumulated amortization of the Company's intangible assets and liabilities consisted of the following (\$ in thousands):

	December 31, 2022	December 31, 2021
<b>Intangible assets</b>		
In-place lease intangibles	\$ 2,022,087	\$ 1,920,331
Indefinite life intangibles	193,182	104,182
Above-market lease intangibles	71,952	60,383
Other intangibles	371,631	69,634
Total intangible assets	2,658,852	2,154,530
<b>Accumulated amortization</b>		
In-place lease amortization	(971,988)	(628,163)
Above-market lease amortization	(31,419)	(22,993)
Other intangibles amortization	(31,233)	(15,938)
Total accumulated amortization	(1,034,640)	(667,094)
Intangible assets, net	\$ 1,624,212	\$ 1,487,436
<b>Intangible liabilities</b>		
Below-market lease intangibles	\$ 476,186	\$ 377,132
Total intangible liabilities	476,186	377,132
<b>Accumulated amortization</b>		
Below-market lease amortization	(145,754)	(88,489)
Total accumulated amortization	(145,754)	(88,489)
Intangible liabilities, net	\$ 330,432	\$ 288,643

The estimated future amortization on the Company's intangibles for each of the next five years and thereafter as of December 31, 2022 is as follows (\$ in thousands):

	In-place Lease Intangibles	Above-market Lease Intangibles	Other Intangibles	Below-market Lease Intangibles
2023	\$ 383,807	\$ 9,546	\$ 46,611	\$ (70,309)
2024	171,875	7,987	35,990	(58,768)
2025	128,976	6,410	33,392	(48,406)
2026	99,310	5,106	32,166	(38,275)
2027	70,748	3,551	29,970	(26,776)
Thereafter	195,383	7,933	162,269	(87,898)
	\$ 1,050,099	\$ 40,533	\$ 340,398	\$ (330,432)

### 13. Derivatives

The Company uses derivative financial instruments to minimize the risks and/or costs associated with the Company's investments and financing transactions. These derivatives may or may not qualify as net investment, cash flow, or fair value hedges under the hedge accounting requirements of ASC 815 - "Derivatives and Hedging". Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to interest rate movements, fluctuations in foreign exchange rates, and other identified risks.

The use of derivative financial instruments involves certain risks, including the risk that the counterparties to these contractual arrangements do not perform as agreed. To mitigate this risk, the Company enters into derivative financial instruments with counterparties it believes to have appropriate credit ratings and that are major financial institutions with which the Company and its affiliates may also have other financial relationships.

#### Interest Rate Contracts

Certain of the Company's transactions expose the Company to interest rate risks, which include exposure to variable interest rates on certain loans secured by the Company's real estate in addition to its secured financings of investments in real estate debt. The Company uses derivative financial instruments, which includes interest rate swaps and caps, and may also include options, floors, and other interest rate derivative contracts, to limit the Company's exposure to the future variability of interest rates. The Company has the right of offset for certain derivatives, and presents them net on the financial statements.

The following tables detail the Company's outstanding interest rate derivatives (notional amount in thousands):

December 31, 2022					
Interest Rate Derivatives	Number of Instruments	Notional Amount	Weighted Average Strike	Index	Weighted Average Maturity (Years)
<u>Derivatives designated as hedging instruments</u>					
Interest rate swaps - property debt	20	\$ 7,417,852	2.6%	LIBOR, SOFR	6.1
<u>Derivatives not designated as hedging instruments</u>					
Interest rate caps - property debt	135	\$ 14,147,947	4.1%	LIBOR, SOFR	0.8
Interest rate swaps - property debt	50	25,015,600	2.0%	LIBOR, SOFR, EURIBOR	7.3
Interest rate swaps - investments in real estate debt	61	1,392,960	1.4%	LIBOR, SOFR	4.1
Total		<u>\$ 40,556,507</u>			

December 31, 2021					
Interest Rate Derivatives	Number of Instruments	Notional Amount	Weighted Average Strike	Index	Weighted Average Maturity (Years)
<u>Derivatives not designated as hedging instruments</u>					
Interest rate swaps - property debt	22	\$ 9,500,000	1.3%	LIBOR	7.0
Interest rate swaps - investments in real estate debt	54	1,076,210	1.0%	LIBOR	4.8
Total		<u>\$ 10,576,210</u>			

## Foreign Currency Forward Contracts

Certain of the Company's international investments expose it to fluctuations in foreign currency exchange rates and interest rates. These fluctuations may impact the value of the Company's cash receipts and payments in terms of its functional currency, the U.S. dollar. The Company uses foreign currency forward contracts to protect the value or fix the amount of certain investments or cash flows in terms of the U.S. dollar.

The following table details the Company's outstanding foreign currency forward contracts that were non-designated hedges of foreign currency risk (notional amount in thousands):

Foreign Currency Forward Contracts	December 31, 2022		December 31, 2021	
	Number of Instruments	Notional Amount	Number of Instruments	Notional Amount
Buy USD / Sell EUR Forward	14	€ 160,206	10	€ 552,513
Buy USD / Sell GBP Forward	12	£ 132,563	7	£ 267,368
Buy EUR / Sell USD Forward	—	€ —	1	€ 5,978
Buy GBP / Sell USD Forward	—	£ —	3	£ 15,396

## Valuation and Financial Statement Impact

The following table details the fair value of the Company's derivative financial instruments (\$ in thousands):

	Fair Value of Derivatives in an Asset <sup>(1)</sup> Position		Fair Value of Derivatives in a Liability <sup>(2)</sup> Position	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<u>Derivatives designated as hedging instruments</u>				
Interest rate swaps - property debt	\$ 409,260	\$ —	\$ —	\$ —
Total derivatives designated as hedging instruments	409,260	—	—	—
<u>Derivatives not designated as hedging instruments</u>				
Interest rate caps - property debt <sup>(3)</sup>	183,392	—	36,173	—
Interest rate swaps - property debt	2,310,511	22,089	—	29,796
Interest rate swaps - investments in real estate debt	130,181	19,034	—	8,266
Foreign currency forward contracts	251	330	14,384	7,535
Total derivatives not designated as hedging instruments	2,624,335	41,453	50,557	45,597
Total interest rate and foreign currency hedging derivatives	<u>\$ 3,033,595</u>	<u>\$ 41,453</u>	<u>\$ 50,557</u>	<u>\$ 45,597</u>

(1) Included in Other Assets in the Company's Consolidated Balance Sheets.

(2) Included in Other Liabilities in the Company's Consolidated Balance Sheets.

(3) Includes interest rate caps with fair value of \$237.7 million and \$0.0 million presented on a net basis as of December 31, 2022 and December 31, 2021, respectively.

The following table details the effect of the Company's derivative financial instruments on the Consolidated Statements of Operations and Consolidated Statements of Comprehensive Income (Loss) (\$ in thousands):

Type of Derivative	Realized/Unrealized Gain (Loss)	Location of Gain (Loss) Recognized	Year Ended December 31,		
			2022	2021	2020
<u>Included in Net Income (Loss)</u>					
Interest rate swap – property debt	Unrealized gain (loss)	(1)	\$ 2,262,337	\$ (7,711)	\$ —
Interest rate caps – property debt	Unrealized gain	(1)	180,988	—	—
Interest rate swap – investments in real estate debt	Realized gain (loss)	(2)	21,728	(11,335)	(6,722)
Interest rate swap – investments in real estate debt	Unrealized gain (loss)	(2)	119,407	57,470	(43,029)
Foreign currency forward contract	Realized gain (loss)	(2)	85,889	27,606	(14,703)
Foreign currency forward contract	Unrealized (loss) gain	(2)	(6,865)	8,145	(9,139)
Total			<u>\$ 2,663,484</u>	<u>\$ 74,175</u>	<u>\$ (73,593)</u>
<u>Included in Other Comprehensive Income</u>					
Interest rate swap – property debt <sup>(3)</sup>	Unrealized gain		408,069	—	—
Total			<u>\$ 3,071,553</u>	<u>\$ 74,175</u>	<u>\$ (73,593)</u>

- (1) Included in Income from Equity Securities and Interest Rate Derivatives in the Company's Consolidated Statements of Operations.
- (2) Included in Income (Loss) from Investments in Real Estate Debt in the Company's Consolidated Statements of Operations.
- (3) During the year ended December 31, 2022, \$79.4 million of net gain was reclassified from accumulated other comprehensive income into net income.

### Credit-Risk Related Contingent Features

The Company has entered into agreements with certain of its derivative counterparties that contain provisions whereby if the Company were to default on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, the Company may also be declared in default under its derivative obligations. In addition, certain of the Company's agreements with its derivative counterparties require the Company to post collateral based on a percentage of derivative notional amounts and/or to secure net liability positions.

As of December 31, 2022, the Company posted collateral of \$47.6 million with two of its counterparties as required under the derivative contracts. As of December 31, 2021, the Company was in a net liability position with one of its derivative counterparties and posted collateral of \$5.1 million under the derivative contract.

## 14. Equity and Redeemable Non-controlling Interest

### Authorized Capital

As of December 31, 2022, the Company had the authority to issue 10,600,000,000 shares, consisting of the following:

	Number of Shares (in thousands)	Par Value Per Share
Preferred Stock	100,000	\$ 0.01
Class S Shares	3,000,000	\$ 0.01
Class I Shares	6,000,000	\$ 0.01
Class T Shares	500,000	\$ 0.01
Class D Shares	500,000	\$ 0.01
Class C Shares	500,000	\$ 0.01
Total	10,600,000	

### Common Stock

The following table details the movement in the Company's outstanding shares of common stock (in thousands):

	Class S	Class I	Class T	Class D	Total
January 1, 2020	530,813	474,279	39,767	84,657	1,129,516
Common stock issued	196,343	510,136	8,497	43,325	758,301
Distribution reinvestment	20,860	19,363	1,330	3,299	44,852
Common stock repurchased	(45,163)	(76,735)	(3,651)	(7,140)	(132,689)
Independent directors' restricted stock grant <sup>(1)</sup>	—	37	—	—	37
December 31, 2020	702,853	927,080	45,943	124,141	1,800,017
Common stock issued	543,534	1,221,551	11,392	164,263	1,940,740
Distribution reinvestment	25,157	30,601	1,360	5,111	62,229
Common stock repurchased	(17,196)	(92,662)	(1,408)	(2,428)	(113,694)
Independent directors' restricted stock grant <sup>(1)</sup>	—	61	—	—	61
December 31, 2021	1,254,348	2,086,631	57,287	291,087	3,689,353
Common stock issued	389,405	854,023	16,849	145,677	1,405,954
Distribution reinvestment	31,957	51,138	1,646	8,656	93,397
Common stock repurchased	(78,296)	(597,103)	(3,183)	(23,992)	(702,574)
Independent directors' restricted stock grant <sup>(1)</sup>	—	48	—	—	48
December 31, 2022	1,597,414	2,394,737	72,599	421,428	4,486,178

(1) The independent directors' restricted stock represents \$0.7 million, \$0.7 million and \$0.4 million of the annual compensation paid to each of the independent directors for the years ended December 31, 2022, 2021 and 2020, respectively. The cost of each grant is amortized over the one-year service period for each grant.

### Share and Unit Repurchases

The Company has adopted a Share Repurchase Plan (the "Repurchase Plan"), which is approved and administered by the Company's board of directors, whereby, subject to certain limitations, stockholders may request on a monthly basis that the Company repurchases all or any portion of their shares. The Repurchase Plan will be limited to no more than 2% of the Company's aggregate NAV per month (measured using the aggregate NAV as of the end of the immediately preceding month) and no more than 5% of the Company's aggregate NAV per calendar quarter (measured using the average aggregate NAV as of the end of the immediately preceding three months). For the avoidance of doubt, both of these limits are assessed during each month in a calendar quarter. In the event that the Company receives repurchase requests in excess of the 2% or 5% limits, then repurchase requests will be satisfied on a pro rata basis after the Company has repurchased all shares for which repurchase has been requested due to death, disability or divorce and other limited exceptions.



Should repurchase requests, in the board of director's judgment, place an undue burden on its liquidity, adversely affect its operations or risk having an adverse impact on the Company as a whole, or should the board of directors otherwise determine that investing its liquid assets in real properties or other investments rather than repurchasing its shares is in the best interests of the Company as a whole, then the Company may choose to repurchase fewer shares than have been requested to be repurchased (including relative to the 2% monthly limit and 5% quarterly limit under the share repurchase plan), or none at all. Further, the Company's board of directors may make exceptions to, modify, or suspend the Company's share repurchase plan (including to make exceptions to the repurchase limitations, or repurchase less shares than such repurchase limitations) if it deems such action to be in the Company's best interest and the best interest of its stockholders.

For the year ended December 31, 2022, the Company repurchased 702.6 million shares of common stock and 3.5 million BREIT OP units for a total of \$10.5 billion. For the year ended December 31, 2021, the Company repurchased 113.7 million shares of common stock and 0.2 million BREIT OP units for a total of \$1.4 billion. For the year ended December 31, 2020, the Company repurchased 132.7 million shares of common stock and 7.7 million BREIT OP units for a total of \$1.5 billion. During 2022, the Company fulfilled all repurchase requests through October 31, 2022. During the months ended November 30, 2022 and December 31, 2022, the Company received repurchase requests that exceeded the applicable repurchase limits under the Company's share repurchase plan. For the months ended November 30, 2022 and December 31, 2022, in accordance with the share repurchase plan, the Company fulfilled repurchases equal to 2.0% and 0.2% of NAV, or 43% and 4% of repurchase requests, respectively. The Company fulfilled all repurchase requests during the year ended December 31, 2021.

### *Distributions*

The Company generally intends to distribute substantially all of its taxable income, which does not necessarily equal net income as calculated in accordance with GAAP, to its stockholders each year to comply with the REIT provisions of the Internal Revenue Code.

Each class of common stock receives the same gross distribution per share. The net distribution varies for each class based on the applicable stockholder servicing fee, which is deducted from the monthly distribution per share and paid directly to the applicable distributor.

The following table details the aggregate distributions declared for each applicable class of common stock:

	Year Ended December 31, 2022			
	Class S	Class I	Class T	Class D
Aggregate gross distributions declared per share of common stock	\$ 0.6685	\$ 0.6685	\$ 0.6685	\$ 0.6685
Stockholder servicing fee per share of common stock	(0.1273)	—	(0.1254)	(0.0366)
Net distributions declared per share of common stock	<u>\$ 0.5412</u>	<u>\$ 0.6685</u>	<u>\$ 0.5431</u>	<u>\$ 0.6319</u>
	Year Ended December 31, 2021			
	Class S	Class I	Class T	Class D
Aggregate gross distributions declared per share of common stock	\$ 0.6508	\$ 0.6508	\$ 0.6508	\$ 0.6508
Stockholder servicing fee per share of common stock	(0.1096)	—	(0.1081)	(0.0317)
Net distributions declared per share of common stock	<u>\$ 0.5412</u>	<u>\$ 0.6508</u>	<u>\$ 0.5427</u>	<u>\$ 0.6191</u>
	Year Ended December 31, 2020			
	Class S	Class I	Class T	Class D
Aggregate gross distributions declared per share of common stock	\$ 0.6354	\$ 0.6354	\$ 0.6354	\$ 0.6354
Stockholder servicing fee per share of common stock	(0.0942)	—	(0.0929)	(0.0274)
Net distributions declared per share of common stock	<u>\$ 0.5412</u>	<u>\$ 0.6354</u>	<u>\$ 0.5425</u>	<u>\$ 0.6080</u>

Distributions for the year ended December 31, 2022 were characterized, for federal income tax purposes, as 5.65% capital gains and 94.35% return of capital. Distributions for the year ended December 31, 2021 were characterized, for federal income tax purposes, as 4.73% ordinary income, 3.36% capital gains and 91.91% return of capital. Of the 4.73% characterized as ordinary income, all 4.73% were non-qualified. Distributions for the year ended December 31, 2020 were characterized, for federal income tax purposes, as 100.00% return of capital.

### *Redeemable Non-controlling Interest*

In connection with its performance participation interest, the Special Limited Partner holds Class I units in BREIT OP. See Note 10 for further details of the Special Limited Partner's performance participation interest. Because the Special Limited Partner has the ability to redeem its Class I units for Class I shares in the Company or cash, at the election of the Special Limited Partner, the Company has classified these Class I units as Redeemable Non-controlling Interest in mezzanine equity on the Company's Consolidated Balance Sheets.

The following table details the redeemable non-controlling interest activity related to the Special Limited Partner for the year ended December 31, 2022 and 2021 (\$ in thousands):

	Year Ended December 31,	
	2022	2021
Balance at the beginning of the year	\$ 589,900	\$ 274
Settlement of current year performance participation allocation	817,527	1,378,959
Settlement of prior year performance participation allocation	—	192,648
Repurchases	(26,639)	(111,949)
Conversion to Class I and Class B units	(435,238)	(68,453)
Conversion to Class I shares	(599,219)	(801,645)
GAAP income allocation	(5,024)	(6)
Distributions	(10,256)	(15)
Fair value allocation	13,094	87
Balance at the end of the year	<u>\$ 344,145</u>	<u>\$ 589,900</u>

In addition to the Special Limited Partner's interest noted above, certain of the Company's third party joint ventures also have a redeemable non-controlling interest in such joint ventures. As of December 31, 2022 and December 31, 2021, \$209.3 million and \$160.8 million, respectively, related to such third party joint ventures was included in Redeemable Non-controlling Interests on the Company's Consolidated Balance Sheets.

The Redeemable Non-controlling Interests are recorded at the greater of (i) their carrying amount, adjusted for their share of the allocation of GAAP net income (loss) and distributions, or (ii) their redemption value, which is equivalent to the fair value of such interests at the end of each measurement period. Accordingly, the Company recorded an allocation adjustment of \$39.3 million, \$103.4 million and \$8.8 million, during the years ended December 31, 2022, 2021, and 2020 respectively, between Additional Paid-in Capital and Redeemable Non-controlling Interest.

### *Non-controlling Interests - BREIT OP unitholders*

Class B Units in BREIT OP are available to certain suitable investors in private placements. Class B Units are sold at their NAV per unit, which will equal the NAV per Class I unit of BREIT OP and will generally correspond to the NAV per share of the Company's Class I shares.

Class B Units are subject to the same fees and expenses of Class I Units and do not have any preferential rights relative to the Company's interest in BREIT OP, nor are they exchangeable for any shares of the Company's common stock. Holders of the Class B Units have a right to redeem their units for cash in a manner similar to the ability of the Company's stockholders to have their shares repurchased under the Company's share repurchase plan. Class B Unit redemptions are subject to similar limitations as share repurchases under the Company's share repurchase plan, namely the early repurchase deduction and caps on monthly and quarterly repurchases. Class B Units have the same limited voting rights as the other BREIT OP units and such rights do not affect the Company's exclusive power, as general partner of BREIT OP, to manage and conduct the business of BREIT OP.

During the year ended December 31, 2022, BREIT OP received \$110.0 million in Class B Unit subscriptions from affiliates of the Company. No such subscriptions were received during the year ended December 31, 2021. As of December 31, 2022 and 2021, there were 21.7 million and 10.1 million Class B Units outstanding, respectively. Class B Units are recorded as a component of Non-controlling Interests on the Company's Consolidated Balance Sheets.

During the years ended December 31, 2022 and 2021, the Company issued \$229.3 million, and \$395.8 million, respectively, of Class I Units as consideration for acquisitions of real estate.

## 15. Leases

### *Lessor*

The Company's rental revenue primarily consists of rent earned from operating leases at the Company's rental housing, industrial, net lease, data centers, self storage, retail, and office properties. Leases at the Company's industrial, data centers, retail, and office properties generally include a fixed base rent, and certain leases also contain a variable rent component. The variable component of the Company's operating leases at its industrial, data centers, retail, and office properties primarily consist of the reimbursement of operating expenses such as real estate taxes, insurance, and common area maintenance costs. Rental revenue earned from leases at the Company's rental housing properties primarily consist of a fixed base rent, and certain leases contain a variable component that allows for the pass-through of certain operating expenses such as utilities. Rental revenue earned from leases at the Company's self storage properties primarily consist of a fixed base rent only.

Rental revenue from leases at the Company's net lease properties consists of a fixed annual rent that escalates annually throughout the term of the applicable leases, and the tenant is generally responsible for all property-related expenses, including taxes, insurance, and maintenance. Both of the Company's net lease properties are leased to a single tenant. The Company assessed the lease classification of the net lease properties and determined the leases were both operating leases. The Company's assessment included the consideration of the present value of the applicable lease payments over the lease terms and the residual value of the leased assets.

Leases at the Company's industrial, net lease, data centers, retail, and office properties are generally longer term (greater than 12 months in length), and may contain extension and termination options at the lessee's election. Often, these leases have annual escalations that are tied to the CPI index. Leases at the Company's rental housing and self storage properties are short term in nature, generally not greater than 12 months in length.

The following table details the components of operating lease income from leases in which the Company is the lessor (\$ in thousands):

	Year Ended December 31,		
	2022	2021	2020
Fixed lease payments	\$ 6,152,782	\$ 2,860,344	\$ 2,031,411
Variable lease payments	411,337	280,184	204,461
Rental revenue	<u>\$ 6,564,119</u>	<u>\$ 3,140,528</u>	<u>\$ 2,235,872</u>

The following table presents the undiscounted future minimum rents the Company expects to receive for its industrial, net lease, data centers, retail, and office properties as of December 31, 2022 (\$ in thousands). Leases at the Company's rental housing and self storage properties are short term, generally 12 months or less, and are therefore not included.

Year	Future Minimum Rents
2023	\$ 1,686,971
2024	1,597,245
2025	1,469,306
2026	1,338,977
2027	1,154,429
Thereafter	16,624,401
Total	<u>\$ 23,871,329</u>

### *Lessee*

Certain of the Company's investments in real estate are subject to ground leases. The Company's ground leases are classified as either operating leases or financing leases based on the characteristics of each lease. As of December 31, 2022, the Company had 95 ground leases classified as operating and three ground leases classified as financing. Each of the Company's ground leases were acquired as part of the acquisition of real estate, and no incremental costs were incurred for such ground leases. The Company's ground leases are non-cancelable and certain operating leases contain renewal options.

The following table details the future lease payments due under the Company's ground leases as of December 31, 2022 (\$ in thousands):

	Operating Leases	Financing Leases
2023	\$ 36,311	\$ 4,150
2024	37,070	4,266
2025	37,687	4,385
2026	37,851	4,507
2027	38,250	4,633
Thereafter	2,613,738	564,142
Total undiscounted future lease payments	2,800,907	586,083
Difference between undiscounted cash flows and discounted cash flows	(2,162,077)	(509,075)
Total lease liability	<u>\$ 638,830</u>	<u>\$ 77,008</u>

The Company utilized its incremental borrowing rate at the time of entering such leases, which was between 5% and 7%, to determine its lease liabilities. As of December 31, 2022, the weighted average remaining lease term of the Company's operating leases and financing leases was 61 years and 78 years, respectively.

Payments under the Company's ground leases primarily contain fixed payment components that may include periodic increases based on an index or periodic fixed percentage escalations. Three of the Company's ground leases contains a variable component based on a percentage of revenue.

The following table details the fixed and variable components of the Company's operating leases (\$ in thousands):

	Year Ended December 31,		
	2022	2021	2020
Fixed ground rent expense	\$ 22,789	\$ 4,904	\$ 4,038
Variable ground rent expense	1,042	36	18
Total cash portion of ground rent expense	23,831	4,940	4,056
Straight-line ground rent expense	13,552	7,488	6,737
Total operating lease costs	<u>\$ 37,383</u>	<u>\$ 12,428</u>	<u>\$ 10,793</u>

The following table details the fixed and variable components of the Company's financing leases (\$ in thousands):

	Year Ended December 31,		
	2022	2021	2020
Interest on lease liabilities	\$ 4,038	\$ 3,403	\$ 2,991
Amortization of right-of-use assets	1,278	1,139	991
Total financing lease costs	<u>\$ 5,316</u>	<u>\$ 4,542</u>	<u>\$ 3,982</u>

## 16. Segment Reporting

The Company operates in nine reportable segments: Rental Housing, Industrial, Net Lease, Hospitality, Office, Data Centers, Retail, and Self Storage properties, and Investments in Real Estate Debt. The Company allocates resources and evaluates results based on the performance of each segment individually. The Company believes that Segment Net Operating Income is the key performance metric that captures the unique operating characteristics of each segment.

The following table details the total assets by segment (\$ in thousands):

	December 31, 2022	December 31, 2021
Rental Housing	\$ 68,464,413	\$ 44,167,486
Industrial	21,624,736	20,898,801
Net Lease	9,011,326	5,219,519
Hospitality	3,768,473	3,084,271
Office	3,293,163	1,232,392
Data Centers	3,203,585	1,905,660
Retail	2,722,839	1,689,575
Self Storage	2,247,351	1,886,376
Investments in Real Estate Debt and Real Estate Loans Held by Consolidated Securitization Vehicles, at Fair Value	25,363,546	24,221,005
Other (Corporate)	2,987,992	2,033,779
Total assets	<u>\$ 142,687,424</u>	<u>\$ 106,338,864</u>

The following table details the financial results by segment for the year ended December 31, 2022 (\$ in thousands):

	Rental Housing	Industrial	Net Lease	Hospitality	Office	Data Centers	Retail	Self Storage	Investments in Real Estate Debt	Total
<b>Revenues:</b>										
Rental revenue	\$ 4,116,088	\$ 1,364,640	\$ 499,789	\$ —	\$ 138,241	\$ 44,673	\$ 187,055	\$ 213,633	\$ —	\$ 6,564,119
Hospitality revenue	—	—	—	721,654	—	—	—	—	—	721,654
Other revenue	286,819	34,985	—	12,930	8,112	—	3,272	14,487	—	360,605
Total revenues	4,402,907	1,399,625	499,789	734,584	146,353	44,673	190,327	228,120	—	7,646,378
<b>Expenses:</b>										
Rental property operating	2,253,142	438,479	1,883	—	40,234	6,943	69,614	106,641	—	2,916,936
Hospitality operating	—	—	—	508,868	—	—	—	—	—	508,868
Total expenses	2,253,142	438,479	1,883	508,868	40,234	6,943	69,614	106,641	—	3,425,804
(Loss) income from unconsolidated entities	(79,148)	319,807	99,879	6,303	4,493	(168,078)	(1,007)	—	—	182,249
Loss from investments in real estate debt	—	—	—	—	—	—	—	—	(27,073)	(27,073)
Change in net assets of consolidated securitization vehicles	—	—	—	—	—	—	—	—	(42,119)	(42,119)
(Loss) Income from investments in equity securities <sup>(1)</sup>	(346,773)	(47,969)	27,334	\$ —	(109,129)	—	—	—	—	(476,537)
Segment net operating income (loss)	<u>\$ 1,723,844</u>	<u>\$ 1,232,984</u>	<u>\$ 625,119</u>	<u>\$ 232,019</u>	<u>\$ 1,483</u>	<u>\$ (130,348)</u>	<u>\$ 119,706</u>	<u>\$ 121,479</u>	<u>\$ (69,192)</u>	<u>\$ 3,857,094</u>
Depreciation and amortization	\$ (2,617,389)	\$ (804,108)	\$ (172,647)	\$ (120,531)	\$ (70,721)	\$ (19,639)	\$ (168,024)	\$ (125,307)	\$ —	\$ (4,098,366)
General and administrative										(52,652)
Management fee										(837,687)
Performance participation allocation										(742,670)
Impairment of investments in real estate										(33,554)
Income from interest rate derivatives <sup>(1)</sup>										2,444,086
Net gain on dispositions of real estate										808,846
Interest expense										(2,325,204)
Loss on extinguishment of debt										(11,476)
Other expense										(88,725)
Net loss										<u>\$ (1,080,308)</u>
Net loss attributable to non-controlling interests in third party joint ventures										\$ 173,109
Net loss attributable to non-controlling interests in BREIT OP										23,680
Net loss attributable to BREIT stockholders										<u>\$ (883,519)</u>

(1) Included within income from equity securities and interest rate derivatives on the Consolidated Statements of Operations is \$520.8 million net unrealized/realized loss related to such equity securities.

The following table details the financial results by segment for the year ended December 31, 2021 (\$ in thousands):

	Rental Housing	Industrial	Net Lease	Hospitality	Office	Data Centers	Retail	Self Storage	Investments in Real Estate Debt	Total
<b>Revenues:</b>										
Rental revenue	\$ 1,544,909	\$ 982,137	\$ 331,178	\$ —	\$ 46,570	\$ 28,586	\$ 64,079	\$ 143,069	\$ —	\$ 3,140,528
Hospitality revenue	—	—	—	412,338	—	—	—	—	—	412,338
Other revenue	109,211	12,413	—	10,287	344	—	2,157	9,393	—	143,805
Total revenues	1,654,120	994,550	331,178	422,625	46,914	28,586	66,236	152,462	—	3,696,671
<b>Expenses:</b>										
Rental property operating	780,321	306,016	1,331	—	12,557	4,080	20,712	67,554	—	1,192,571
Hospitality operating	—	—	—	316,144	—	—	—	—	—	316,144
Total expenses	780,321	306,016	1,331	316,144	12,557	4,080	20,712	67,554	—	1,508,715
(Loss) Income from unconsolidated entities	(17,461)	194,743	100,276	—	—	(71,745)	167	—	—	205,980
Income from investments in real estate debt	—	—	—	—	—	—	—	—	391,867	391,867
Change in net assets of consolidated securitization vehicles	—	—	—	—	—	—	—	—	106,240	106,240
Income from investments in equity securities <sup>(1)</sup>	640,731	174,866	56,765	—	11,897	—	—	—	—	884,259
Segment net operating income	<u>\$ 1,497,069</u>	<u>\$1,058,143</u>	<u>\$ 486,888</u>	<u>\$ 106,481</u>	<u>\$ 46,254</u>	<u>\$ (47,239)</u>	<u>\$ 45,691</u>	<u>\$ 84,908</u>	<u>\$ 498,107</u>	<u>\$ 3,776,302</u>
Depreciation and amortization	\$ (933,418)	\$ (576,793)	\$ (114,409)	\$ (93,911)	\$ (22,127)	\$ (12,485)	\$ (28,917)	\$ (137,872)	\$ —	\$ (1,919,932)
General and administrative										(32,046)
Management fee										(445,291)
Performance participation allocation										(1,378,959)
Income from interest rate derivatives <sup>(1)</sup>										10,285
Net gain on dispositions of real estate										7,881
Interest expense										(834,852)
Loss on extinguishment of debt										(16,331)
Other expense										(3,221)
Net loss										<u>\$ (836,164)</u>
Net loss attributable to non-controlling interests in third party joint ventures										\$ 22,090
Net loss attributable to non-controlling interests in BREIT OP										9,291
Net loss attributable to BREIT stockholders										<u>\$ (804,783)</u>

(1) Included within income from equity securities and interest rate derivatives on the Consolidated Statements of Operations is \$848.2 million unrealized gain related to such equity securities.

The following table details the financial results by segment for the year ended December 31, 2020 (\$ in thousands):

	Rental Housing	Industrial	Net Lease	Hospitality	Office	Data Centers	Retail	Self Storage	Investments in Real Estate Debt	Total
<b>Revenues:</b>										
Rental revenue	\$ 976,873	\$ 811,490	\$ 331,178	\$ —	\$ 16,368	\$ 23,042	\$ 54,047	\$ 22,874	\$ —	\$ 2,235,872
Hospitality revenue	—	—	—	248,909	—	—	—	—	—	248,909
Other revenue	50,256	5,438	—	6,397	502	—	1,198	3,076	—	66,867
Total revenues	1,027,129	816,928	331,178	255,306	16,870	23,042	55,245	25,950	—	2,551,648
<b>Expenses:</b>										
Rental property operating	471,413	240,792	701	—	5,540	3,039	17,541	12,753	—	751,779
Hospitality operating	—	—	—	261,472	—	—	—	—	—	261,472
Total expenses	471,413	240,792	701	261,472	5,540	3,039	17,541	12,753	—	1,013,251
Income from unconsolidated entities	—	—	88,571	—	—	—	—	—	—	88,571
Loss from investments in real estate debt	—	—	—	—	—	—	—	—	(74,353)	(74,353)
Change in net assets of consolidated securitization vehicles	—	—	—	—	—	—	—	—	(46,564)	(46,564)
Income from investments in equity securities <sup>(1)</sup>	37,679	14,005	12,578	—	2,194	—	—	—	—	66,456
Segment net operating income	\$ 593,395	\$ 590,141	\$ 431,626	\$ (6,166)	\$ 13,524	\$ 20,003	\$ 37,704	\$ 13,197	\$ (120,917)	\$ 1,572,507
Depreciation and amortization	\$ (544,927)	\$ (540,023)	\$ (114,530)	\$ (90,820)	\$ (9,741)	\$ (10,098)	\$ (32,528)	\$ (19,484)	\$ —	\$ (1,362,151)
General and administrative										(25,653)
Management fee										(224,776)
Performance participation allocation										(192,648)
Loss from interest rate derivatives <sup>(1)</sup>										(548)
Impairment of investments in real estate										(12,343)
Net gain on dispositions of real estate										113,173
Interest expense										(712,383)
Loss on extinguishment of debt										(10,356)
Other expense										(12,224)
Net loss										\$ (867,402)
Net loss attributable to non-controlling interests in third party joint ventures										\$ 2,417
Net loss attributable to non-controlling interests in BREIT OP										11,586
Net loss attributable to BREIT stockholders										\$ (853,399)

(1) Included within income from equity securities and interest rate derivatives on the Consolidated Statements of Operations is \$43.7 million net unrealized/realized gain related to such equity securities.

## 17. Commitments and Contingencies

### Litigation

From time to time, the Company may be involved in various claims and legal actions arising in the ordinary course of business. As of December 31, 2022 and December 31, 2021, the Company was not involved in any material legal proceedings.

## 18. Subsequent Events

### *UC Investment*

As of January 1, 2023, the Regents of the University of California (“UC Investments”), subscribed for an aggregate 268.9 million of the Company’s Class I shares for a total purchase price of \$4.0 billion. The investment was made at the Company’s January 1, 2023 public offering price with fees and terms consistent with existing shareholders. In connection with this investment, a subsidiary of Blackstone entered into a long-term strategic venture with UC Investments.

Blackstone contributed \$1.0 billion of its current holdings in the Company as part of the strategic venture, which provides a waterfall structure with UC Investments receiving a 11.25% minimum annualized net return on its investment in the Company’s shares (supported by a pledge of Blackstone’s contribution) and upside from its investment. In exchange, Blackstone will be entitled to receive an incremental 5% cash promote payment from UC Investments on any returns received in excess of the specified minimum, in addition to the existing management and incentive fees borne by all holders of Class I shares of the Company. The pledge will also extend to any appreciation and dividends received by Blackstone in respect of the contributed \$1.0 billion. After January 2028, the parties have the option to request repurchase of their investments ratably over two years (a minimum average 6-year hold).

### *MGM Grand and Mandalay Bay Disposition*

On January 9, 2023, BREIT sold its 49.9% interest in MGM Grand Las Vegas and Mandalay Bay Resort for cash consideration of approximately \$1.3 billion, resulting in a gain of sale of \$430.4 million.



**Schedule III—Real Estate and Accumulated Depreciation as of December 31, 2022 (\$ in thousands)**

Description	Location	Number of Properties	Encumbrances <sup>(c)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>		Accumulated Depreciation <sup>(b)</sup>	Year Acquired	
				Land and Land Improvements	Building and Building Improvements	Land and Land Improvements	Building and Building Improvements	Land and Land Improvements	Building and Building Improvements			
Rental Housing Properties:												
Multifamily Properties												
	Atlanta, GA	37	\$ 2,058,718	\$ 467,575	\$ 2,758,164	\$ 4,261	\$ 32,067	\$ 471,836	\$ 2,790,231	\$ 3,262,067	\$ (188,108)	2017-2022
	Austin, TX	42	2,044,681	458,844	2,677,279	8,290	24,585	467,134	2,701,864	3,168,998	(182,598)	2017-2022
	Beaumont, TX	1	18,717	4,476	42,119	—	14	4,476	42,134	46,610	(777)	2022
	Birmingham, AL	2	74,424	13,959	162,873	—	24	13,959	162,897	176,856	(3,104)	2022
	Boston, MA	4	348,937	130,391	593,010	393	6,180	130,784	599,190	729,974	(31,743)	2018-2022
	Boulder, CO	1	49,528	11,045	98,486	19	118	11,064	98,603	109,667	(2,261)	2022
	Charleston, SC	2	50,114	12,861	83,365	332	598	13,193	83,963	97,156	(6,969)	2019-2022
	Charlotte, NC	21	887,302	189,737	1,193,440	3,382	12,007	193,119	1,205,447	1,398,566	(85,436)	2019-2022
	Chicago, IL	2	64,708	18,924	100,248	714	2,775	19,639	103,023	122,662	(10,855)	2017-2022
	Columbus, OH	4	211,359	37,489	193,939	405	2,260	37,894	196,199	234,093	(18,334)	2020-2021
	Dayton, OH	1	10,955	1,743	21,803	—	82	1,743	21,884	23,627	(499)	2022
	Denver, CO	14	843,967	158,744	1,169,549	3,419	17,231	162,164	1,186,780	1,348,944	(90,685)	2017-2022
	Durham, NC	3	109,375	33,708	171,592	219	453	33,927	172,045	205,972	(12,340)	2020-2022
	Fort Collins, CO	2	91,341	11,543	108,985	410	1,524	11,953	110,509	122,462	(14,523)	2019
	Greenville, SC	2	62,654	13,203	67,595	281	823	13,484	68,418	81,902	(3,331)	2021
	Houston, TX	6	195,946	58,668	309,857	409	1,092	59,077	310,949	370,026	(10,230)	2021-2022
	Jacksonville, FL	14	530,816	132,402	931,741	2,085	9,490	134,487	941,231	1,075,718	(61,102)	2017-2022
	Kansas City, MO	3	118,304	20,906	155,705	164	524	21,070	156,229	177,299	(9,687)	2020-2022
	Lakeland, FL	2	112,716	19,475	123,539	288	2,308	19,763	125,847	145,610	(8,794)	2019-2022
	Las Vegas, NV	25	1,407,180	322,064	1,605,185	5,218	16,931	327,282	1,622,116	1,949,398	(200,578)	2017-2022
	Los Angeles, CA	1	51,108	10,795	44,758	90	170	10,885	44,928	55,813	(6,147)	2019
	Louisville, KY	6	76,300	12,381	106,946	817	2,118	13,198	109,064	122,262	(11,185)	2017-2022
	Miami, FL	8	672,666	167,319	728,244	2,593	13,400	169,912	741,645	911,557	(76,768)	2017-2021
	Minneapolis, MN	3	97,317	28,928	161,038	102	505	29,030	161,542	190,572	(4,270)	2021-2022
	Modesto, CA	2	48,222	5,006	68,782	467	1,839	5,473	70,621	76,094	(12,604)	2017-2018
	Naples, FL	1	49,974	14,247	106,176	—	203	14,247	106,379	120,626	(1,971)	2022
	Nashville, TN	7	293,377	49,673	434,061	218	1,796	49,891	435,857	485,748	(20,498)	2017-2022
	New York, NY	1	569,603	203,518	609,621	—	810	203,518	610,431	813,949	(11,073)	2022
	North Port, FL	3	119,812	28,937	280,044	64	504	29,001	280,548	309,549	(7,286)	2021-2022
	Olympia, WA	2	77,328	20,455	84,588	696	4,434	21,152	89,022	110,174	(18,357)	2017-2018
	Orlando, FL	21	1,123,018	244,748	1,568,305	10,519	15,787	255,267	1,584,092	1,839,359	(124,555)	2017-2022
	Palm Bay, FL	1	33,836	9,819	78,096	—	52	9,819	78,148	87,967	(1,445)	2022
	Panama City, FL	1	44,502	8,090	78,217	—	52	8,090	78,269	86,359	(1,512)	2022
	Philadelphia, PA	1	10,369	4,685	22,635	—	171	4,685	22,806	27,491	(525)	2022
	Phoenix, AZ	23	1,289,725	327,650	1,595,637	4,308	24,790	331,959	1,620,427	1,952,386	(162,209)	2017-2022
	Pittsburgh, PA	1	31,373	6,655	58,150	—	39	6,655	58,189	64,844	(1,124)	2022
	Portland, OR	7	307,363	83,713	383,331	550	4,569	84,263	387,900	472,163	(40,707)	2017-2022
	Raleigh, NC	9	489,045	74,447	587,437	1,028	4,570	75,474	592,007	667,481	(43,378)	2019-2022

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>				Accumulated Depreciation <sup>(5)</sup>	Year Acquired
				Land and Improvements	Building Improvements	Land and Improvements	Building Improvements	Land and Improvements	Building Improvements	Total			
											\$		
Manufactured Housing	Richmond, VA	1	\$ 30,018	\$ 9,632	\$ 66,074	\$ —	\$ 62	\$ 9,632	\$ 66,136	\$ 75,768	\$ (1,265)	2022	
	Riverside, CA	5	280,471	52,051	396,110	1,086	9,261	53,137	405,371	458,508	(47,729)	2019-2021	
	Sacramento, CA	2	121,672	22,383	153,733	694	4,276	23,076	158,009	181,085	(27,704)	2018-2019	
	San Antonio, TX	4	122,966	19,005	134,959	716	2,244	19,721	137,202	156,923	(15,259)	2017-2021	
	San Diego, CA	1	36,301	33,055	71,972	52	313	33,106	72,284	105,390	(1,710)	2022	
	Savannah, GA	1	29,734	5,613	35,434	160	17	5,773	35,451	41,224	(5,430)	2019	
	Seattle, WA	4	210,208	49,100	271,348	933	4,833	50,033	276,181	326,214	(23,746)	2018-2021	
	Stockton, CA	2	79,001	22,811	116,339	—	32	22,811	116,370	139,181	(1,628)	2022	
	Tampa, FL	17	732,208	169,210	1,209,156	1,935	6,747	171,145	1,215,903	1,387,048	(58,849)	2019-2022	
	Urban Honolulu, HI	1	17,904	95,193	550,923	1,059	5,963	96,253	556,886	653,139	(28,436)	2021	
	Virginia Beach, VA	1	28,417	10,115	64,927	—	67	10,115	64,994	75,109	(1,276)	2022	
	Washington, DC	2	80,900	19,600	97,949	30	172	19,629	98,120	117,749	(1,937)	2022	
	Wilmington, NC	1	—	1,717	8,239	—	13,091	1,717	21,330	23,047	—	2022	
	Arcadia, FL	1	23,217	28,688	8,264	519	2,252	29,207	10,516	39,723	(2,305)	2020	
	Atlanta, GA	2	15,334	35,491	1,760	1,331	74	36,822	1,834	38,656	(3,439)	2020	
	Cape Coral, FL	1	—	9,036	1,044	2,901	117	11,938	1,160	13,098	(470)	2020	
	Cincinnati, OH	1	23,381	33,479	2,999	80	13	33,559	3,012	36,571	(4,199)	2020	
	Clewiston, FL	2	24,315	38,593	1,693	389	294	38,982	1,987	40,969	(2,726)	2020	
	Gainesville, FL	3	—	8,755	1,524	46	571	8,800	2,095	10,895	(410)	2020	
	Lakeland, FL	2	20,662	30,698	754	1,093	538	31,791	1,292	33,083	(2,297)	2019-2020	
Los Angeles, CA	1	5,350	14,621	767	28	448	14,649	1,215	15,864	(614)	2021		
Miami, FL	3	82,188	132,039	2,032	997	1,543	133,037	3,575	136,612	(4,149)	2020-2021		
Naples, FL	1	—	3,664	383	409	1,615	4,073	1,999	6,072	(436)	2019		
Orlando, FL	7	66,481	173,086	9,799	5,677	3,838	178,764	13,637	192,401	(9,346)	2018-2020		
Palm Bay, FL	2	19,289	32,460	1,216	257	3	32,717	1,219	33,936	(1,596)	2020		
Phoenix, AZ	26	196,925	287,904	12,313	6,913	2,816	294,817	15,129	309,946	(35,103)	2018-2020		
Prescott Valley, AZ	2	8,815	10,329	785	394	74	10,723	859	11,582	(1,666)	2018-2020		
Riverside, CA	2	18,971	22,443	900	928	130	23,371	1,030	24,401	(3,777)	2018		
San Diego, CA	1	5,190	6,236	309	246	20	6,482	330	6,812	(927)	2018		
Santa Rosa, CA	2	25,387	21,030	2,244	180	269	21,210	2,512	23,722	(1,620)	2020-2021		
Seattle, WA	1	14,593	23,000	907	249	79	23,249	985	24,234	(1,249)	2020		
Sebastian, FL	1	11,756	19,117	983	402	688	19,519	1,671	21,190	(1,348)	2020		
Tampa, FL	6	47,820	84,650	4,077	1,117	489	85,767	4,566	90,333	(5,581)	2019-2020		
The Villages, FL	2	8,799	9,036	4,931	1,259	348	10,294	5,279	15,573	(1,531)	2020		
Tucson, AZ	1	9,820	12,620	1,838	69	1,314	12,689	3,151	15,840	(812)	2020		
Student Housing	Akron, OH	2	68,212	9,089	83,173	45	711	9,134	83,885	93,019	(6,762)	2018-2022	
	Albuquerque, NM	2	72,477	3,982	104,201	—	86	3,982	104,287	108,269	(1,578)	2022	
	Ames, IA	1	48,370	7,612	69,576	—	326	7,612	69,902	77,514	(760)	2022	
	Ann Arbor, MI	4	141,471	25,055	184,864	—	414	25,055	185,278	210,333	(2,894)	2022	
	Athens, GA	4	123,500	21,117	162,627	40	563	21,157	163,190	184,347	(13,435)	2018-2022	
	Atlanta, GA	4	316,900	42,495	397,123	57	1,750	42,552	398,873	441,425	(11,516)	2021-2022	
	Auburn, AL	4	180,324	26,966	245,737	105	616	27,072	246,353	273,425	(9,833)	2018-2022	

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>		Total	Accumulated Depreciation <sup>(3)</sup>	Year Acquired
				Land and Land Improvements	Building Improvements	Land and Land Improvements	Building Improvements	Land and Land Improvements	Building Improvements			
Austin, TX		18	\$ 605,264	\$ 246,939	\$ 1,080,811	\$ —	\$ 5,546	\$ 246,939	\$ 1,086,357	\$ 1,333,296	\$ (12,749)	2022
Baton Rouge, LA		1	53,250	10,134	60,790	43	53	10,176	60,843	71,019	(1,591)	2022
Binghamton, NY		1	116,700	23,571	145,350	—	845	23,571	146,195	169,766	(1,660)	2022
Blacksburg, CA		1	—	1,700	—	—	—	1,700	—	1,700	—	2022
Blacksburg, VA		1	64,532	12,698	71,693	275	504	12,973	72,197	85,170	(11,101)	2018
Boone, NC		1	49,900	4,599	73,835	—	196	4,599	74,032	78,631	(3,481)	2021
Boston, MA		3	135,477	14,260	259,361	—	1,356	14,260	260,717	274,977	(2,933)	2022
Boulder, CO		6	201,363	56,834	282,737	59	3,430	56,892	286,167	343,059	(13,740)	2018-2022
Buffalo, NY		5	164,635	69,684	225,816	—	629	69,684	226,444	296,128	(5,473)	2021-2022
Carbondale, IL		1	—	3,100	—	—	—	3,100	—	3,100	—	2022
Champaign, IL		5	84,790	8,851	119,403	—	4,255	8,851	123,658	132,509	(1,297)	2022
Charlotte, NC		3	103,080	21,003	121,273	—	754	21,003	122,027	143,030	(1,406)	2022
Charlottesville, VA		3	68,438	5,118	94,048	671	4,110	5,789	98,158	103,947	(14,253)	2018
College Station, TX		5	225,737	76,636	277,661	—	2,849	76,636	280,510	357,146	(2,457)	2022
Columbia, MO		1	52,430	5,320	99,308	—	607	5,320	99,915	105,235	(1,051)	2022
Columbia, SC		1	36,155	11,100	68,885	—	97	11,100	68,982	80,082	(2,128)	2022
Columbus, OH		1	—	—	244	—	—	—	244	244	—	2022
Corvallis, OR		2	39,552	10,155	45,229	—	180	10,155	45,409	55,564	(838)	2022
Eugene, OR		5	217,850	22,111	293,082	—	570	22,111	293,652	315,763	(3,805)	2022
Fayetteville, AR		1	36,224	11,153	36,193	86	518	11,239	36,711	47,950	(1,059)	2022
Flagstaff, AZ		5	303,040	8,414	416,453	—	1,103	8,414	417,556	425,970	(5,118)	2022
Fort Collins, CO		3	137,400	11,297	181,443	22	123	11,319	181,566	192,885	(4,770)	2021-2022
Fresno, CA		1	17,970	4,757	20,238	—	344	4,757	20,583	25,340	(281)	2022
Gainesville, FL		3	103,020	21,090	145,160	—	64	21,090	145,224	166,314	(1,574)	2022
Greensboro, NC		1	35,700	8,291	61,433	—	36	8,291	61,469	69,760	(685)	2022
Greenville, NC		1	45,961	8,458	45,948	76	2,389	8,535	48,338	56,873	(6,940)	2018
Greenville, SC		2	35,756	855	62,239	—	66	855	62,306	63,161	(672)	2022
Houston, TX		5	63,972	1,824	58,724	—	719	1,824	59,443	61,267	(3,953)	2022
Huntington, WV		1	12,450	2,206	15,530	—	590	2,206	16,120	18,326	(200)	2022
Huntsville, TX		1	24,840	6,831	31,778	—	109	6,831	31,887	38,718	(445)	2022
Indianapolis, IN		2	110,803	577	150,355	—	414	577	150,769	151,346	(1,615)	2022
Knoxville, TN		3	158,400	28,669	194,922	61	2,071	28,731	196,993	225,724	(7,172)	2021-2022
Lafayette, IN		2	93,400	9,674	141,640	—	698	9,674	142,338	152,012	(1,476)	2022
Lansing, MI		1	65,220	12,317	79,443	—	30	12,317	79,473	91,790	(943)	2022
Laredo, TX		1	447	—	861	—	33	—	894	894	(331)	2022
Lexington, KY		4	161,490	47,160	184,088	—	233	47,160	184,321	231,481	(2,179)	2022
Los Angeles, CA		1	58,341	783	118,187	—	14	783	118,201	118,984	(1,283)	2022
Louisville, KY		5	145,516	36,787	178,455	236	1,487	37,022	179,941	216,963	(6,512)	2018-2022
Lubbock, TX		7	271,526	57,660	337,160	—	463	57,660	337,623	395,283	(3,999)	2022
Madison, WI		1	98,700	7,410	163,875	—	191	7,410	164,066	171,476	(1,716)	2022
Mankato, MN		1	38,160	7,286	52,185	—	63	7,286	52,248	59,534	(620)	2022
Minneapolis, MN		2	51,689	14,945	75,754	—	934	14,945	76,687	91,632	(900)	2022
Morgantown, WV		2	73,837	10,301	73,206	—	132	10,301	73,338	83,639	(904)	2022
Nashville, TN		1	—	11,700	614	—	—	11,700	614	12,314	—	2022

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>				Total	Accumulated Depreciation <sup>(5)</sup>	Year Acquired
				Land and Land Improvements	Building and Building Improvements	Land and Land Improvements	Building and Building Improvements	Land and Land Improvements	Building and Building Improvements					
	New York, NY	1	\$ 43,809	\$ 203	\$ 53,571	\$ —	\$ 88	\$ 203	\$ 53,659	\$ 53,862	\$ (565)	2022		
	Oklahoma City, OK	1	66,629	11,400	93,765	—	8	11,400	93,773	105,173	(998)	2022		
	Orlando, FL	7	770,433	112,999	1,205,032	150	28,204	113,149	1,233,236	1,346,385	(24,336)	2018-2022		
	Oxford, MS	1	15,970	6,779	16,658	—	16	6,779	16,673	23,452	(282)	2022		
	Philadelphia, PA	4	518,723	620	756,335	—	625	620	756,959	757,579	(9,184)	2022		
	Phoenix, AZ	10	779,757	47,775	1,121,290	189	8,703	47,964	1,129,993	1,177,957	(27,215)	2018-2022		
	Portland, OR	2	67,544	1,493	94,652	—	138	1,493	94,790	96,283	(993)	2022		
	Pullman, WA	1	51,400	20,172	55,481	347	136	20,519	55,616	76,135	(4,058)	2021		
	Raleigh, NC	1	36,750	11,340	46,044	—	455	11,340	46,498	57,838	(1,456)	2022		
	Reno, NV	1	58,000	6,265	75,388	—	14	6,265	75,402	81,667	(2,932)	2021		
	Richmond, VA	5	189,460	12,724	242,230	—	797	12,724	243,026	255,750	(2,538)	2022		
	Riverside, CA	1	29,818	3,966	40,159	42	1,442	4,009	41,601	45,610	(6,080)	2018		
	Rochester, NY	2	119,544	43,585	162,946	—	402	43,585	163,348	206,933	(2,267)	2022		
	San Antonio, TX	2	74,610	21,357	82,319	—	126	21,357	82,445	103,802	(1,015)	2022		
	San Diego, CA	2	105,114	39,861	131,211	2	1,305	39,863	132,517	172,380	(2,475)	2022		
	San Francisco, CA	4	190,241	4,652	337,369	52	19,968	4,704	357,337	362,041	(5,866)	2018-2022		
	Seattle, WA	4	153,898	22,192	240,819	—	403	22,192	241,221	263,413	(2,432)	2022		
	Starkville, MS	1	7,073	2,678	6,050	—	122	2,678	6,172	8,850	(103)	2022		
	State College, PA	3	165,312	22,755	201,931	394	4,372	23,150	206,303	229,453	(24,157)	2018-2021		
	Syracuse, NY	2	32,733	1,693	59,712	—	72	1,693	59,784	61,477	(686)	2022		
	Tallahassee, FL	6	378,031	74,759	506,945	4	1,917	74,763	508,862	583,625	(10,316)	2021-2022		
	Tampa, FL	2	90,411	11,640	149,614	—	1,027	11,640	150,642	162,282	(1,788)	2022		
	Toledo, OH	1	22,665	4,045	25,847	—	28	4,045	25,875	29,920	(297)	2022		
	Trenton, NJ	1	39,893	3,712	74,929	—	16	3,712	74,946	78,658	(1,081)	2022		
	Tucson, AZ	5	264,295	21,691	435,395	157	1,651	21,848	437,046	458,894	(24,680)	2018-2022		
	Tuscaloosa, AL	2	141,931	38,573	151,583	45	3,606	38,618	155,190	193,808	(13,798)	2018-2022		
	Waco, TX	2	30,335	6,366	73,653	—	2,341	6,366	75,994	82,360	(789)	2022		
Single Family Rental														
	Albuquerque, NM	11	2,523	777	2,757	3	51	780	2,808	3,588	(15)	2022		
	Athens, GA	10	2,055	574	2,576	3	74	577	2,650	3,227	(73)	2021-2022		
	Atlanta, GA	2,952	831,080	231,289	1,013,607	2,347	18,244	233,636	1,031,851	1,265,487	(39,898)	2014-2022		
	Augusta, GA	6	1,117	281	1,299	4	53	285	1,352	1,637	(15)	2021-2022		
	Austin, TX	118	31,191	9,604	41,807	104	571	9,708	42,378	52,086	(1,878)	2015-2022		
	Baltimore, MD	267	66,590	28,973	63,844	83	2,203	29,056	66,047	95,103	(3,218)	2015-2022		
	Bellingham, WA	1	227	109	231	—	—	109	231	340	(13)	2015		
	Boulder, CO	10	5,346	1,657	6,145	—	—	1,657	6,145	7,802	(285)	2015-2020		
	Bremerton, WA	142	52,591	22,697	52,273	88	1,039	22,785	53,312	76,097	(1,676)	2018-2022		
	Cape Coral, FL	123	31,117	8,463	31,139	387	1,145	8,850	32,284	41,134	(1,606)	2014-2022		
	Charleston, SC	1	208	50	242	—	3	50	245	295	(1)	2022		
	Charlotte, NC	516	152,117	47,696	188,119	223	1,677	47,919	189,796	237,715	(7,175)	2015-2022		
	Chicago, IL	853	222,604	68,198	231,526	820	4,742	69,018	236,268	305,286	(11,537)	2012-2022		
	Colorado Springs, CO	1,052	355,561	101,366	395,434	597	6,462	101,963	401,896	503,859	(13,725)	2014-2022		
	Columbia, SC	200	40,327	9,308	45,231	110	1,463	9,418	46,694	56,112	(1,904)	2017-2022		
	Dallas, TX	1,729	486,555	152,699	580,544	2,910	7,057	155,609	587,601	743,210	(25,591)	2013-2022		

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>				Total	Accumulated Depreciation <sup>(5)</sup>	Year Acquired
				Land and Land Improvements		Building and Improvements		Land and Land Improvements		Building and Improvements				
				\$		\$		\$		\$				
	Deltona, FL	1	\$ 262	\$ 93	\$ 302	\$ 3	\$ 14	\$ 96	\$ 316	\$ 412	\$ (2)	2022		
	Denver, CO	948	407,266	134,559	454,641	307	2,723	134,866	457,364	592,230	(17,101)	2013-2022		
	Durham, NC	13	3,292	1,058	4,418	1	62	1,059	4,480	5,539	(126)	2016-2022		
	Fort Collins, CO	111	44,775	10,794	50,678	74	231	10,868	50,909	61,777	(2,052)	2013-2022		
	Gainesville, GA	2	886	192	981	—	1	192	982	1,174	(51)	2015-2018		
	Greeley, CO	151	57,243	15,821	63,780	—	291	15,821	64,071	79,892	(2,349)	2013-2022		
	Greensboro, NC	52	16,106	4,607	20,019	—	169	4,607	20,188	24,795	(1,031)	2015-2022		
	Greenville, SC	17	3,951	903	4,330	28	176	931	4,506	5,437	(144)	2021-2022		
	Houston, TX	309	70,496	17,026	77,937	729	1,450	17,755	79,387	97,142	(3,887)	2013-2022		
	Indianapolis, IN	118	31,053	8,567	35,827	59	771	8,626	36,598	45,224	(1,823)	2015-2022		
	Jacksonville, FL	198	61,853	18,752	66,394	130	798	18,882	67,192	86,074	(3,195)	2014-2022		
	Kansas City, MO	318	92,784	26,294	110,898	95	2,095	26,389	112,993	139,382	(5,364)	2015-2022		
	Lakeland, FL	1	136	45	175	—	3	45	178	223	(10)	2021		
	Las Vegas, NV	283	88,065	35,149	92,036	277	1,728	35,426	93,764	129,190	(1,709)	2021-2022		
	Los Angeles, CA	82	36,315	14,122	40,629	95	543	14,217	41,172	55,389	(1,493)	2015-2022		
	Louisville, KY	1	—	51	183	6	4	57	187	244	—	2022		
	Miami, FL	111	39,185	12,091	39,837	300	832	12,391	40,669	53,060	(2,079)	2014-2022		
	Minneapolis, MN	1,117	339,487	119,208	356,753	479	7,866	119,687	364,619	484,306	(14,636)	2015-2022		
	Modesto, CA	7	2,396	1,253	3,006	18	4	1,271	3,010	4,281	(162)	2015-2019		
	Mount Vernon, WA	4	1,674	806	1,235	1	3	807	1,238	2,045	(66)	2015-2016		
	Myrtle Beach, SC	2	391	94	455	1	7	95	462	557	(3)	2022		
	Naples, FL	11	4,249	1,424	4,334	81	—	1,505	4,334	5,839	(247)	2014-2017		
	Nashville, TN	169	52,903	15,356	56,203	31	583	15,387	56,786	72,173	(1,972)	2017-2022		
	North Port, FL	242	76,576	21,425	77,691	534	2,115	21,959	79,806	101,765	(3,882)	2014-2022		
	Ogden, UT	84	25,272	10,349	30,950	25	740	10,374	31,690	42,064	(858)	2017-2022		
	Oklahoma City, OK	37	8,233	1,884	9,565	36	130	1,920	9,695	11,615	(399)	2014-2022		
	Olympia, WA	102	38,741	16,039	40,005	5	451	16,044	40,456	56,500	(1,557)	2015-2022		
	Orlando, FL	683	205,913	63,086	226,869	1,346	6,494	64,432	233,363	297,795	(10,123)	2014-2022		
	Oxnard, CA	1	430	221	668	—	—	221	668	889	(34)	2015		
	Palm Bay, FL	35	7,823	2,721	8,857	36	304	2,757	9,161	11,918	(269)	2016-2022		
	Philadelphia, PA	186	49,962	19,701	56,576	72	1,803	19,773	58,379	78,152	(2,940)	2016-2022		
	Phoenix, AZ	758	220,755	101,446	207,436	876	6,103	102,322	213,539	315,861	(6,183)	2020-2022		
	Pittsburgh, PA	88	24,463	7,975	31,100	—	452	7,975	31,552	39,527	(1,649)	2016-2022		
	Port St. Lucie, FL	3	891	503	817	14	13	517	830	1,347	(41)	2015-2022		
	Portland, OR	328	138,266	67,481	128,997	—	550	67,481	129,547	197,028	(6,090)	2015-2022		
	Provo, UT	11	4,216	1,587	4,106	27	61	1,614	4,167	5,781	(124)	2018-2022		
	Punta Gorda, FL	9	2,318	765	2,414	22	197	787	2,611	3,398	(149)	2015-2018		
	Raleigh, NC	112	31,925	8,997	35,985	26	366	9,023	36,351	45,374	(1,344)	2015-2022		
	Richmond, VA	143	34,394	10,305	36,673	48	988	10,353	37,661	48,014	(1,349)	2015-2022		
	Riverside, CA	294	120,956	45,006	138,697	217	1,233	45,223	139,930	185,153	(6,501)	2014-2022		
	Sacramento, CA	93	45,734	16,821	48,978	73	216	16,894	49,194	66,088	(2,482)	2015-2022		
	Salt Lake City, UT	76	27,702	10,357	29,770	47	588	10,404	30,358	40,762	(826)	2016-2022		
	San Antonio, TX	208	49,091	12,815	58,076	202	860	13,017	58,936	71,953	(2,772)	2014-2022		
	San Diego, CA	13	7,251	4,370	9,595	—	—	4,370	9,595	13,965	(493)	2015-2018		

Description	Location	Number of Properties	Encumbrances <sup>(3)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition				Gross Amounts at which Carried at the Close of Period <sup>(4)</sup>				Accumulated Depreciation <sup>(5)</sup>	Year Acquired					
				Land and Land Improvements		Building and Building Improvements		Land and Land Improvements		Building and Building Improvements		Land and Land Improvements				Building and Building Improvements				
				\$	270	\$	170	\$	696	\$	2	\$	9			\$	172	\$	705	\$
Senior Housing	Sanford, NC	3																		
	Seattle, WA	885	365,405	174,306	347,519	46,532	326	4,517	174,632	352,036	526,668	(12,939)	2014-2022							
	St. Louis, MO	172	42,408	11,151	46,532	90	1,299	11,241	47,831	59,072	(2,077)	2016-2022								
	Stockton, CA	18	7,166	3,804	8,365	16	67	3,820	8,432	12,252	(424)	2015-2021								
	Tampa, FL	998	300,771	102,225	318,599	1,976	9,820	104,201	328,419	432,620	(13,387)	2014-2022								
	Tulsa, OK	86	18,595	4,029	21,745	124	506	4,153	22,251	26,404	(1,097)	2014-2022								
	Washington, DC	296	87,713	37,394	88,083	90	2,089	37,484	90,172	127,656	(3,681)	2015-2022								
	Winston, NC	28	7,057	1,809	8,033	8	81	1,817	8,114	9,931	(328)	2015-2022								
Quebec, Canada		12	309,685	29,642	456,023	—	6,134	29,642	462,158	491,800	(11,239)	2021-2022								
Affordable Housing <sup>(4)</sup>	Adrian, MI	1	2,645	740	2,720	3	24	743	2,744	3,487	(109)	2021								
	Albuquerque, NM	8	71,556	69,810	82,209	413	2,514	70,222	84,723	154,945	(3,530)	2021								
	Ann Arbor, MI	2	—	4,150	22,100	22	141	4,172	22,241	26,413	(931)	2021								
	Atlanta, GA	11	88,571	46,380	111,729	118	1,167	46,498	112,896	159,394	(4,549)	2021								
	Austin, TX	38	225,883	174,040	589,684	1,021	3,121	175,061	592,805	767,866	(22,852)	2021								
	Bakersfield, CA	2	4,611	6,460	4,260	—	19	6,460	4,279	10,739	(192)	2021								
	Baltimore, MD	5	24,891	40,030	45,040	15	278	40,045	45,318	85,363	(1,911)	2021								
	Barnstable Town, MA	1	1,950	170	1,640	—	66	170	1,706	1,876	(76)	2021								
	Battle Creek, MI	1	—	1,240	4,940	—	25	1,240	4,965	6,205	(197)	2021								
	Beaumont, TX	3	5,373	4,190	18,910	32	130	4,222	19,040	23,262	(722)	2021								
	Birmingham AL	1	4,711	5,370	9,020	45	134	5,415	9,154	14,569	(376)	2021								
	Bloomington, IN	1	5,975	2,140	14,060	—	26	2,140	14,086	16,226	(555)	2021								
	Boise City, ID	1	1,448	1,320	4,710	—	17	1,320	4,727	6,047	(189)	2021								
	Boston, MA	1	7,646	8,440	37,586	—	—	8,440	37,586	46,026	(1,491)	2021								
	Boulder, CO	3	41,000	16,410	80,709	131	401	16,541	81,110	97,651	(3,212)	2021								
	Bridgeport, CT	1	375	600	310	—	—	600	310	910	(15)	2021								
	Brownsville, TN	2	1,198	3,780	680	—	12	3,780	692	4,472	(31)	2021								
	Canton, OH	2	1,437	1,940	13,260	—	63	1,940	13,323	15,263	(523)	2021								
	Cape Coral, FL	2	62,073	14,232	96,599	5	744	14,237	97,343	111,580	(3,581)	2021								
	Charlotte, NC	5	37,194	23,730	36,200	129	241	23,858	36,441	60,299	(1,525)	2021								
	Charlottesville, VA	1	982	5,940	21,640	—	320	5,940	21,960	27,900	(868)	2021								
	Cheyenne, WY	3	4,670	8,220	25,460	30	155	8,250	25,615	33,865	(1,025)	2021								
	Chicago, IL	8	25,919	9,320	37,490	14	410	9,334	37,900	47,234	(1,503)	2021								
	Chico, CA	1	9,602	3,590	10,890	—	31	3,590	10,921	14,511	(436)	2021								
	Cincinnati, OH	7	68,370	17,960	107,339	133	569	18,093	107,908	126,001	(4,245)	2021								
	Clarksdale, MS	1	381	710	1,120	—	3	710	1,123	1,833	(46)	2021								
	Clearlake, CA	3	4,048	3,650	3,030	—	109	3,650	3,139	6,789	(135)	2021								
	Cleveland, MS	2	—	2,450	4,340	16	105	2,466	4,445	6,911	(182)	2021								
	Cleveland, OH	1	13,650	3,460	20,280	1	85	3,461	20,365	23,826	(803)	2021								
	College Station, TX	1	4,389	3,160	12,540	8	21	3,168	12,561	15,729	(498)	2021								
	Columbus, OH	2	26,138	6,440	40,980	13	222	6,453	41,201	47,654	(1,618)	2021								

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>		Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>		Total	Accumulated Depreciation <sup>(5)</sup>	Year Acquired		
			\$	\$	Land and Land Improvements	Building Improvements	Land and Land Improvements	Building Improvements	Land and Land Improvements	Building Improvements					
Crestview, FL		1	\$	10,677	\$	3,740	\$	9,750	\$	372	\$	13,862	\$	(401)	2021
Decatur, IL		1		443		980		3,580		25		4,585		(143)	2021
Deltona, FL		2		44,454		13,392		60,244		294		73,930		(2,201)	2021
Denver, CO		9		196,705		62,220		355,190		3,031		420,593		(14,059)	2021
Des Moines, IA		2		10,719		3,790		20,550		127		24,467		(815)	2021
Detroit, MI		7		36,033		8,050		63,390		354		71,796		(2,514)	2021
Douglas, GA		1		—		810		1,290		3		2,103		(54)	2021
Duluth, MN		2		5,231		500		11,820		21		12,341		(463)	2021
Durant, OK		1		1,050		1,260		130		2		1,392		(11)	2021
Durham, NC		1		4,323		2,320		9,380		68		11,768		(375)	2021
El Centro, CA		2		7,246		6,260		4,200		95		10,554		(191)	2021
El Paso, TX		2		—		5,980		11,960		44		17,984		(489)	2021
Enterprise, AL		1		894		2,520		4,490		5		7,037		(186)	2021
Evanson, WY		1		—		2,070		1,790		—		3,860		(78)	2021
Evansville, IN		1		2,774		1,280		2,310		22		3,612		(97)	2021
Fort Collins, CO		5		81,780		27,370		124,669		356		153,078		(4,954)	2021
Fort Smith, AR		1		—		350		380		25		755		(17)	2021
Fresno, CA		6		23,086		20,320		17,800		165		38,325		(779)	2021
Gainesville, FL		1		1,195		1,620		2,880		6		4,513		(119)	2021
Gillette, WY		2		—		2,650		2,580		1		5,231		(105)	2021
Grand Rapids, MI		1		—		1,250		2,220		102		3,572		(95)	2021
Greeley, CO		1		7,029		7,560		39,533		—		47,093		(1,569)	2021
Greenville, MS		1		—		2,260		2,320		39		4,636		(101)	2021
Greenville, SC		6		34,786		11,690		48,890		246		60,905		(1,996)	2021
Greenwood, MS		1		—		1,480		2,990		68		4,553		(124)	2021
Hammond, LA		4		2,145		2,900		5,435		32		8,367		(224)	2021
Hanford, CA		2		1,635		5,780		1,820		59		7,734		(98)	2021
Harrisburg, PA		2		18,744		9,690		19,080		178		28,980		(783)	2021
Hartford, CT		1		3,596		3,200		3,350		4		6,554		(143)	2021
Heber, UT		1		16,975		8,450		19,660		46		28,168		(797)	2021
Houston, TX		19		203,294		101,479		307,658		279		411,718		(12,384)	2021
Indianapolis, IN		3		18,484		6,970		25,330		196		32,496		(1,014)	2021
Indianola, MS		1		297		1,510		4,010		40		5,565		(162)	2021
Jackson, MI		2		2,171		2,280		4,200		22		6,502		(175)	2021
Jackson, MS		3		335		4,350		4,690		136		9,186		(204)	2021
Jacksonville, FL		4		118,642		29,558		173,773		4		203,868		(6,637)	2021
Johnson City, TN		1		1,222		1,450		2,890		—		4,340		(118)	2021
Kansas City, MO		7		68,861		13,873		112,550		507		126,932		(4,409)	2021
Killeen, TX		2		4,880		5,060		6,140		47		11,256		(262)	2021
La Crosse, WI		1		379		290		870		—		1,160		(35)	2021
Lake Havasu City, AZ		2		2,444		4,180		4,360		10		8,550		(187)	2021
Lakeland, FL		1		781		2,470		5,570		2		8,046		(226)	2021
Lancaster, PA		1		11,066		7,910		15,330		285		23,539		(632)	2021
Lansing, MI		1		—		2,070		14,140		61		16,320		(558)	2021

Description	Location	Properties	Encumbrances <sup>(2)</sup>	Improvements			Improvements			Improvements			Total	Depreciation <sup>(3)</sup>	Year Acquired				
				\$	\$	\$	\$	\$	\$	\$	\$	\$							
Las Cruces, NM	1	1,493	\$	3,350	\$	310	\$	—	\$	10	\$	3,350	\$	320	\$	3,670	\$	(27)	2021
Las Vegas, NV	5	40,442		17,630		93,449		21		235		17,650		93,685		111,335		(3,730)	2021
Lawrence, KS	1	4,090		1,780		11,040		2		39		1,782		11,079		12,861		(436)	2021
Lawton, OK	2	2,375		3,270		2,370		—		19		3,270		2,389		5,659		(107)	2021
Lincoln, IL	1	1,180		340		1,080		24		38		364		1,118		1,482		(45)	2021
Lincoln, NE	2	16,964		5,830		33,790		2		221		5,832		34,011		39,843		(1,338)	2021
Little Rock, AR	1	—		5,110		13,690		—		47		5,110		13,737		18,847		(542)	2021
Longview, TX	2	5,356		3,690		1,780		18		155		3,708		1,935		5,643		(90)	2021
Los Angeles, CA	31	169,733		156,419		396,387		62		2,098		156,481		398,485		554,966		(16,031)	2021
Louisville, KY	1	—		730		910		5		8		735		918		1,653		(39)	2021
Macomb, IL	1	198		695		1,931		—		39		695		1,969		2,664		(37)	2021
Macon, GA	2	5,312		210		2,070		2		112		212		2,182		2,394		(96)	2021
Madera, CA	1	3,779		1,750		1,530		—		37		1,750		1,567		3,317		(67)	2021
Marion, IN	2	—		1,820		5,690		49		23		1,869		5,713		7,582		(232)	2021
McAllen, TX	1	1,622		—		2,798		14		11		14		2,809		2,823		(98)	2021
Memphis, TN	5	5,526		2,600		7,649		17		161		2,617		7,811		10,428		(296)	2021
Miami, FL	32	1,168,186		372,153		1,662,211		55		5,140		372,208		1,667,352		2,039,560		(62,667)	2021-2022
Midland, TX	1	—		3,610		6,940		4		28		3,614		6,968		10,582		(284)	2021
Milwaukee, WI	1	4,150		1,130		7,290		—		10		1,130		7,300		8,430		(288)	2021
Modesto, CA	2	5,476		7,400		18,610		2		75		7,402		18,685		26,087		(751)	2021
Monroe, MI	1	—		2,160		14,750		91		33		2,251		14,783		17,034		(583)	2021
Morristown, TN	1	—		290		—		—		—		290		—		290		—	2021
Mount Vernon, IL	1	—		1,750		4,350		3		49		1,753		4,399		6,152		(178)	2021
Muskegon, MI	1	6,168		1,960		9,920		27		12		1,987		9,932		11,919		(394)	2021
Muskogee, OK	1	322		190		20		—		4		190		24		214		(2)	2021
Nashville, TN	2	14,856		8,390		18,410		3		568		8,393		18,978		27,371		(754)	2021
New Castle, IN	1	132		580		880		—		9		580		889		1,469		(37)	2021
New Orleans, LA	2	26,579		6,650		36,050		—		21		6,650		36,071		42,721		(1,426)	2021
New York, NY	5	15,469		7,188		8,872		6		172		7,194		9,044		16,238		(344)	2021
Ogden, UT	2	14,289		8,930		14,240		3		44		8,933		14,284		23,217		(583)	2021
Oklahoma City, OK	8	11,843		15,980		31,380		—		204		15,980		31,584		47,564		(1,312)	2021
Omaha, NE	1	—		3,970		21,410		13		73		3,983		21,483		25,466		(935)	2021
Orlando, FL	1	10,220		5,970		30,250		—		9		5,970		30,259		36,229		(1,195)	2021
Other U.S.	13	6,562		24,570		13,706		61		1,014		24,631		14,720		39,351		(662)	2021
Ottawa, IL	3	6,839		1,890		5,360		—		91		1,890		5,451		7,341		(218)	2021
Oxnard, CA	3	41,367		30,810		29,870		4		93		30,814		29,962		60,776		(1,297)	2021
Palm Bay, FL	3	67,145		20,385		79,869		—		624		20,385		80,493		100,878		(3,103)	2021
Pensacola, FL	1	8,793		3,330		6,590		1		64		3,331		6,654		9,985		(271)	2021
Phoenix, AZ	8	86,090		27,180		121,519		177		2,024		27,357		123,543		150,900		(4,776)	2021
Plymouth, IN	1	3,271		1,030		4,850		—		21		1,030		4,871		5,901		(193)	2021
Raleigh, NC	1	9,705		2,330		10,850		—		114		2,330		10,964		13,294		(434)	2021
Rapid City, SD	3	2,586		2,590		14,550		—		35		2,590		14,585		17,175		(575)	2021
Red Bluff, CA	2	3,273		4,990		2,770		—		44		4,990		2,814		7,804		(129)	2021



Description	Location	Properties	Encumbrances <sup>(2)</sup>		Improvements		Improvements		Improvements		Improvements		Total	Depreciation <sup>(3)</sup>	Year Acquired	
			\$	1,966	\$	3,460	\$	3,240	\$	3,460	\$	3,460				\$
	Redding, CA	1											6,744	\$	(140)	2021
	Reno, NV	1		6,838		8,950	15,340	12		9		8,962	15,349		(632)	2021
	Richmond, VA	5		13,781		6,810	33,860	—		95		6,810	33,955		(1,365)	2021
	Riverside, CA	8		34,611		67,570	54,010	68		460		67,638	54,469		(2,379)	2021
	Roanoke, VA	1		—		320	—	—		—		320	—		—	2021
	Sacramento, CA	16		93,201		45,900	312,328	290		1,745		46,189	314,073		(12,334)	2021
	Salinas, CA	4		37,729		22,830	93,729	3		287		22,833	94,016		(3,725)	2021
	Salisbury, MD	1		2,972		4,240	3,860	83		32		4,323	3,892		(171)	2021
	Salt Lake City, UT	3		69,574		25,727	121,438	21		845		25,748	122,284		(3,518)	2021-2022
	San Antonio, TX	4		23,859		12,430	44,380	67		216		12,497	44,596		(1,779)	2021
	San Diego, CA	6		83,558		36,550	109,655	17		136		36,567	109,791		(3,766)	2021-2022
	San Francisco, CA	4		44,253		20,800	80,549	75		131		20,874	80,681		(3,208)	2021
	San Jose, CA	4		33,205		9,130	125,089	22		990		9,152	126,080		(4,937)	2021
	San Luis Obispo, CA	4		19,634		11,650	25,910	—		236		11,650	26,146		(1,053)	2021
	Santa Fe, NM	1		8,607		4,800	9,480	20		269		4,820	9,749		(392)	2021
	Santa Maria, CA	1		7,340		10,460	49,460	—		1,004		10,460	50,464		(1,971)	2021
	Santa Rosa, CA	1		15,132		12,190	55,290	55		734		12,245	56,023		(2,204)	2021
	Savannah, GA	1		129		1,560	810	3		110		1,563	920		(43)	2021
	Seattle, WA	4		96,032		26,130	237,786	58		8,007		26,188	245,793		(8,981)	2021
	Sebastian, FL	1		14,850		9,680	39,390	—		844		9,680	40,234		(1,577)	2021
	Shawnee, OK	1		659		550	460	5		25		555	485		(22)	2021
	Sheridan, WY	2		2,640		3,440	4,635	—		18		3,440	4,654		(195)	2021
	Sherman, TX	1		4,327		2,660	1,570	14		47		2,674	1,617		(74)	2021
	Show Low, AZ	1		1,817		1,360	660	34		4		1,394	664		(33)	2021
	Sierra Vista, AZ	2		928		2,190	410	1		14		2,191	424		(26)	2021
	South Bend, IN	3		2,654		2,190	5,340	—		22		2,190	5,362		(218)	2021
	Spartanburg, SC	1		8,375		4,700	8,200	45		58		4,745	8,258		(340)	2021
	St. Louis, MO	3		29,982		10,060	61,696	39		97		10,099	61,793		(2,446)	2021
	Sterling, CO	1		3,496		1,940	1,620	—		47		1,940	1,667		(71)	2021
	Stockton, CA	1		24,058		10,740	44,000	—		648		10,740	44,648		(1,756)	2021
	Tampa, FL	6		162,312		55,733	210,078	—		558		55,733	210,636		(7,904)	2021-2022
	Trenton, NJ	1		6,351		4,670	10,000	—		11		4,670	10,011		(407)	2021
	Truckee, CA	1		11,662		4,310	12,150	—		21		4,310	12,171		(488)	2021
	Tulsa, OK	5		8,779		9,020	10,532	67		213		9,087	10,745		(457)	2021
	Tyler, TX	2		4,866		6,310	18,010	77		14		6,387	18,024		(727)	2021
	Vidalia, GA	1		236		1,270	2,390	—		23		1,270	2,413		(99)	2021
	Vineland, NJ	2		7,752		7,080	3,800	—		—		7,080	3,800		(177)	2021
	Virginia Beach, VA	3		19,544		20,370	56,310	21		731		20,391	57,040		(2,277)	2021
	Visalia, CA	3		3,069		6,950	4,650	—		20		6,950	4,670		(211)	2021
	Waco, TX	1		4,859		3,520	13,140	11		18		3,531	13,157		(524)	2021
	Washington, DC	31		527,138		384,897	716,058	293		8,605		385,191	724,664		(29,279)	2021
	Wilson, NC	1		2,097		1,130	1,000	—		45		1,130	1,045		(45)	2021
	Worcester, MA	1		—		3,350	4,970	—		125		3,350	5,095		(210)	2021

Description	Location	Properties	Encumbrances <sup>(2)</sup>		Improvements		Improvements	Improvements		Improvements	Total		Depreciation <sup>(3)</sup>	Year Acquired
			\$	3,640	\$	5,660		\$	1,800		\$	1,836		
Total Rental Housing Properties:														
	Yuba City, CA	2	\$	37,640,345	11,064,723	\$	51,615,850	109,066	568,935	\$	63,358,564	(2,733,746)	2021	
Industrial Properties:														
Cold Storage Warehouse														
	Atlanta, GA	1		20,899	3,134	30,130	—	1,740	31,870	35,004	(5,420)	2018		
	Austin, TX	1		13,933	3,132	19,010	—	3,246	22,256	25,388	(3,589)	2018		
	Baltimore, MD	1		31,089	5,789	38,820	—	—	38,820	44,609	(5,467)	2018		
	San Francisco, CA	1		34,209	6,785	46,830	—	991	47,821	54,606	(6,168)	2018		
	Stockton, CA	2		65,194	16,775	66,079	—	54	66,133	82,908	(10,486)	2018		
Industrial														
	Allentown, PA	6		44,340	7,307	56,511	—	623	57,134	64,441	(2,966)	2020-2021		
	Atlanta, GA	131		891,501	245,537	1,109,723	111	40,486	1,150,209	1,395,857	(107,259)	2017-2022		
	Austin, TX	70		986,346	194,008	1,180,893	21,626	85,607	1,266,500	1,482,134	(124,763)	2017-2021		
	Baltimore, MD	10		157,284	40,372	179,485	—	7,114	186,599	226,971	(13,692)	2018-2021		
	Baton Rouge, LA	1		19,190	5,893	15,035	—	—	15,035	20,928	(619)	2021		
	Boston, MA	1		48,400	—	—	—	—	—	—	—	2021		
	Charlotte, NC	12		105,615	34,151	123,013	2,318	2,020	36,469	161,503	(8,098)	2018-2021		
	Chicago, IL	122		1,402,395	414,668	1,503,509	—	48,632	1,552,141	1,966,809	(180,683)	2017-2022		
	Cincinnati, OH	40		332,112	66,844	462,596	—	15,776	478,371	545,215	(60,582)	2018-2021		
	Columbus, OH	24		431,045	59,377	501,415	—	14,168	515,583	574,960	(44,991)	2018-2021		
	Davenport, IA	1		13,560	1,507	10,471	—	2	10,473	11,980	(452)	2021		
	Deltona, FL	1		8,250	1,384	8,312	—	14	8,325	9,709	(317)	2021		
	Denver, CO	19		252,059	58,711	280,534	—	7,580	288,114	346,825	(38,546)	2018-2021		
	Durham, NC	5		91,916	14,086	82,432	—	3,190	85,622	99,708	(5,790)	2019-2022		
	El Paso, TX	16		179,073	25,142	172,951	—	4,843	177,795	202,937	(31,374)	2019-2021		
	Fond du Lac, WI	1		9,430	954	9,494	—	—	9,494	10,448	(641)	2021		
	Greensboro, NC	46		358,372	74,840	408,856	8,327	15,875	424,731	507,898	(40,236)	2020-2021		
	Greenville, SC	1		3,365	1,165	4,788	—	733	5,521	6,686	(958)	2018		
	Harrisburg, PA	14		318,742	45,788	377,612	—	9,519	387,131	432,919	(69,559)	2017-2019		
	Hickory, NC	1		12,570	2,900	36,463	—	39	36,502	39,402	(1,505)	2021		
	Houston, TX	26		277,921	54,571	318,300	—	11,681	329,982	384,553	(36,154)	2017-2021		
	Indianapolis, IN	33		472,825	94,512	568,868	—	7,820	576,687	671,199	(61,168)	2018-2021		
	Jacksonville, FL	14		116,167	29,510	168,062	—	9,062	177,124	206,634	(22,144)	2017-2021		
	Jefferson, GA	2		78,350	11,595	114,330	—	21	114,351	125,946	(8,934)	2019-2021		
	Kansas City, MO	2		20,334	3,954	25,368	—	1,490	26,858	30,812	(4,666)	2019		
	Lakeland, FL	9		158,726	27,509	158,492	—	6,855	165,346	192,855	(22,894)	2018-2021		
	Lancaster, PA	2		21,110	3,879	22,307	—	431	22,738	26,617	(908)	2021		
	Las Vegas, NV	13		335,227	101,598	485,923	—	1,808	487,731	589,329	(31,000)	2019-2021		
	Los Angeles, CA	8		194,762	120,900	165,462	—	2,278	167,740	288,640	(15,771)	2018-2021		
	Louisville, KY	10		176,990	37,105	210,492	—	4,835	215,327	252,432	(22,739)	2018-2021		
	Memphis, TN	16		211,394	38,683	210,655	—	4,836	215,490	254,173	(16,952)	2018-2021		
	Miami, FL	22		200,835	84,049	215,712	—	12,446	228,158	312,207	(15,717)	2018-2021		
	Milwaukee, WI	13		138,775	21,136	136,025	—	3,703	139,728	160,864	(11,713)	2019-2021		

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>		Accumulated Depreciation <sup>(5)</sup>	Year Acquired	
				Land and Land Improvements	Building Improvements	Land and Land Improvements	Building Improvements	Land and Land Improvements	Building Improvements			
										\$		\$
	Minneapolis, MN	57	\$ 536,787	\$	\$ 126,456	\$ 472,655	\$	\$ 12,772	\$ 126,456	\$ 485,427	\$ 611,883	2019-2021
	Nashville, TN	5	80,851	53,493	82,475	1,731	2,971	2,971	55,224	85,445	140,669	2017-2021
	New York, NY	35	396,352	132,481	400,350	2,225	28,617	28,617	134,705	428,967	563,672	2017-2021
	Orlando, FL	32	337,258	75,273	366,388	—	13,675	13,675	75,273	380,064	455,337	2017-2021
	Oxnard, CA	4	31,495	12,991	28,297	—	906	906	12,991	29,203	42,194	2018-2021
	Philadelphia, PA	18	324,228	86,917	300,013	3,018	10,119	10,119	89,936	310,131	400,067	2018-2021
	Phoenix, AZ	2	24,435	6,364	38,704	—	686	686	6,364	39,390	45,754	2018-2021
	Portland, OR	2	71,540	20,135	72,856	—	23	23	20,135	72,878	93,013	2021
	Racine, WI	5	91,830	14,284	92,420	—	1,308	1,308	14,284	93,728	108,012	2020
	Raleigh, NC	2	9,458	1,664	12,051	—	775	775	1,664	12,825	14,489	2018
	Reading, PA	3	44,486	10,787	66,661	—	2,236	2,236	10,787	68,897	79,684	2019
	Reno, NV	24	179,574	53,655	132,836	—	3,324	3,324	53,655	136,160	189,815	2019-2021
	Richmond, VA	15	114,743	26,117	136,655	—	5,235	5,235	26,117	141,890	168,007	2018-2019
	Riverside, CA	28	468,452	198,528	487,378	10,186	21,243	21,243	208,713	508,621	717,334	2018-2021
	Sacramento, CA	1	8,760	3,625	23,944	—	37	37	3,625	23,980	27,605	2020
	Salt Lake City, UT	6	127,449	49,003	161,737	96	9,110	9,110	49,099	170,847	219,946	2021
	San Antonio, TX	21	100,548	16,182	104,632	—	1,906	1,906	16,182	106,538	122,720	2019-2021
	San Diego, CA	6	64,545	62,817	91,305	—	886	886	62,817	92,191	155,008	2018-2021
	San Francisco, CA	2	44,890	29,317	59,628	—	21	21	29,317	59,649	88,966	2020-2021
	Savannah, GA	3	60,202	11,029	60,627	—	9,721	9,721	11,029	70,348	81,377	2018-2019
	Scranton, PA	2	62,802	11,403	74,918	—	383	383	11,403	75,302	86,705	2019-2021
	Seattle, WA	6	47,342	16,739	59,426	—	818	818	16,739	60,244	76,983	2018-2021
	Stockton, CA	4	108,829	22,155	143,986	—	111	111	22,155	144,097	166,252	2018-2020
	Tampa, FL	36	259,298	55,513	291,907	—	5,850	5,850	55,513	297,757	353,270	2018-2021
	Vallejo, CA	2	15,187	14,444	35,048	—	196	196	14,444	35,244	49,688	2019-2020
	Virginia Beach, VA	10	88,074	19,180	107,149	—	2,740	2,740	19,180	109,889	129,069	2018-2019
	Washington, DC	17	164,256	61,777	156,041	—	10,337	10,337	61,777	166,379	228,156	2018-2021
	Wausau, WI	1	5,540	2,375	4,655	—	—	—	2,375	4,655	7,030	2021
	Winchester, VA	2	24,321	5,176	32,841	—	1,231	1,231	5,176	34,072	39,248	2018
	Winston-Salem, NC	9	48,149	10,530	59,609	—	3,871	3,871	10,530	63,480	74,010	2018-2021
	Worcester, MA	2	56,869	26,894	125,022	—	6,651	6,651	26,894	131,673	158,567	2018-2021
	York, PA	2	109,959	21,122	132,493	—	426	426	21,122	132,919	154,041	2018-2019
Total Industrial Properties:		1062	12,342,814	3,217,676	13,939,665	49,638	487,703	487,703	3,267,313	14,427,364	17,694,677	(1,492,751)
Net Lease Properties:												
	Las Vegas, NV	4	6,035,000	1,789,158	6,446,966	—	12	12	1,789,158	6,446,978	8,236,136	2019-2022
Total Net Lease Properties:		4	6,035,000	1,789,158	6,446,966	—	12	12	1,789,158	6,446,978	8,236,136	(416,443)
Data Center Properties:												
	Washington, DC	14	319,900	165,368	681,462	—	266	266	165,368	681,728	847,096	2019-2022
Total Data Center Properties:		14	319,900	165,368	681,462	—	266	266	165,368	681,728	847,096	(32,267)

Description	Location	Properties	Encumbrances <sup>(2)</sup>	Improvements		Improvements		Improvements		Total	Depreciation <sup>(3)</sup>	Year Acquired
				Improvements	Improvements	Improvements	Improvements	Improvements				
Hospitality Properties:												
Full Service Hotels												
Select Service Hotels	Atlanta, GA	1	\$ 243,700	\$ 30,482	\$ 289,353	\$ —	\$ 11,793	\$ 30,482	\$ 301,146	\$ 331,628	\$ (38,667)	2019
	San Antonio, TX	1	202,500	84,218	474,529	350	22,776	84,568	497,305	581,873	(124,451)	2018
	Atlanta, GA	2	21,200	19,825	68,875	34	5,625	19,860	74,499	94,359	(9,641)	2017-2021
	Austin, TX	3	11,031	59,950	156,215	88	1,518	60,038	157,733	217,771	(7,282)	2019-2021
	Bloomington, IN	1	12,069	—	24,783	7	2,656	7	27,439	27,446	(3,011)	2019
	Boston, MA	2	24,700	1,945	87,882	9	559	1,954	88,441	90,395	(9,545)	2017-2022
	Boulder, CO	3	13,256	5,178	23,562	59	1,666	5,238	25,228	30,466	(2,617)	2019
	Chicago, IL	2	38,810	14,792	48,244	74	13,862	14,866	62,106	76,972	(6,346)	2019
	Colorado Springs, CO	6	15,000	26,247	58,645	92	7,905	26,340	66,550	92,890	(8,226)	2019
	Crestview, FL	1	9,884	1,966	8,214	14	2,200	1,980	10,414	12,394	(1,201)	2019
	Denver, CO	1	9,448	3,950	10,475	20	1,666	3,970	12,141	16,111	(1,643)	2019
	Detroit, MI	1	8,792	3,014	14,185	45	2,572	3,059	16,757	19,816	(2,005)	2019
	Durham, NC	1	11,905	2,809	12,407	22	1,453	2,831	13,861	16,692	(2,144)	2019
	Hilo, HI	1	50,467	4,715	94,476	513	9,275	5,228	103,751	108,979	(25,076)	2019
	Key West, FL	6	—	67,428	199,025	31	3,015	67,459	202,039	269,498	(8,062)	2021
	Las Vegas, NV	2	21,400	3,341	29,972	38	350	3,378	30,322	33,700	(8,586)	2018
	Los Angeles, CA	1	—	26,240	53,682	12	—	26,252	53,682	79,934	(1,083)	2022
	Miami, FL	5	56,467	9,333	54,528	65	10,696	9,399	65,223	74,622	(7,563)	2019
	Nashville, TN	1	—	25,144	77,202	—	29	25,144	77,230	102,374	(2,451)	2021
	Orlando, FL	3	42,306	7,564	48,782	70	2,447	7,634	51,230	58,864	(16,163)	2017-2018
Philadelphia, PA	1	—	6,007	43,219	—	—	6,007	43,219	49,226	(900)	2022	
Phoenix, AZ	4	28,849	17,099	49,155	199	6,226	17,299	55,382	72,681	(10,310)	2018-2019	
Reno, NV	2	25,655	4,167	45,881	84	3,477	4,252	49,358	53,610	(12,250)	2018	
Sacramento, CA	1	20,500	—	24,778	551	777	551	25,555	26,106	(9,369)	2017	
Salt Lake City, UT	6	26,712	19,676	127,690	256	9,875	19,932	137,565	157,497	(26,934)	2018-2019	
San Jose, CA	3	65,855	33,812	93,092	65	2,757	33,877	95,848	129,725	(13,114)	2017-2022	
Santa Rosa, CA	1	8,300	2,538	26,306	—	2,095	2,538	28,401	30,939	(6,423)	2018	
Seattle, WA	1	17,408	2,894	30,395	—	1,523	2,894	31,917	34,811	(5,228)	2018	
Tampa, FL	5	119,176	10,256	54,291	125	6,879	10,380	61,171	71,551	(18,693)	2017-2019	
Washington, DC	3	12,287	58,282	116,383	9	2,243	58,291	118,626	176,917	(3,530)	2019-2022	
Worcester, MA	2	25,100	2,384	34,811	44	4,705	2,428	39,517	41,945	(9,785)	2017	
Total Hospitality:		73	1,142,777	555,256	2,481,037	2,876	142,620	558,132	2,623,657	3,181,792	(402,299)	
Self Storage Properties:												
Self Storage Properties:												
	Akron, OH	2	15,000	2,929	19,068	—	84	2,929	19,152	22,081	(1,175)	2020-2022
	Allentown, PA	1	7,516	2,781	12,114	72	91	2,854	12,205	15,059	(715)	2020
	Ann Arbor, MI	1	7,307	3,059	9,673	31	50	3,090	9,723	12,813	(575)	2020
	Atlanta, GA	3	11,369	3,761	15,545	120	183	3,881	15,729	19,610	(913)	2020-2022
	Augusta, GA	1	5,147	771	5,144	19	—	790	5,144	5,934	(297)	2020
	Austin, TX	20	173,159	33,475	211,611	264	1,627	33,739	213,238	246,977	(7,871)	2020-2022
	Baltimore, MD	1	5,001	791	6,503	—	38	791	6,541	7,332	(782)	2019

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>		Total	Accumulated Depreciation <sup>(5)</sup>	Year Acquired
				Land and Improvements	Building Improvements	Land and Improvements	Building Improvements	Land and Improvements	Building Improvements			
Baton Rouge, LA		1	\$ 4,732	\$ 1,885	\$ 10,898	\$ 3	\$ 21	\$ 1,889	\$ 10,918	\$ 12,807	\$ (633)	2020
Cape Coral, FL		1	3,914	1,456	4,214	12	94	1,468	4,307	5,775	(574)	2019
Charleston, SC		2	6,235	4,160	3,724	—	78	4,160	3,802	7,962	(492)	2019
Charlotte, NC		1	8,700	731	11,398	—	14	731	11,413	12,144	(212)	2022
Chattanooga, TN		1	5,225	1,377	6,244	—	268	1,377	6,512	7,889	(831)	2019
Chicago, IL		6	31,808	9,640	45,628	137	3,290	9,777	48,917	58,694	(2,659)	2020
Cleveland, OH		4	16,100	4,209	23,492	—	480	4,209	23,972	28,181	(1,734)	2020-2022
College Station, TX		1	8,140	2,738	8,790	—	—	2,738	8,790	11,528	(397)	2021
Colorado Springs, CO		1	7,500	1,675	10,451	—	23	1,675	10,474	12,149	(261)	2022
Columbus, OH		5	44,474	9,134	54,504	157	1,136	9,292	55,641	64,933	(1,421)	2020-2022
Corpus Christi, TX		2	14,070	4,044	16,128	—	8	4,044	16,135	20,179	(1,127)	2020-2021
Deltona, FL		1	6,142	2,605	11,617	21	38	2,626	11,655	14,281	(679)	2020
Denver, CO		1	12,500	2,338	17,349	—	—	2,338	17,349	19,687	(423)	2022
Detroit, MI		6	33,777	8,571	47,185	34	323	8,605	47,508	56,113	(2,809)	2020-2021
Fayetteville, NC		4	25,476	5,891	35,439	—	15	5,891	35,454	41,345	(2,653)	2019-2022
Flint, MI		2	8,930	2,706	14,669	100	100	2,806	14,769	17,575	(933)	2020
Fresno, CA		1	4,750	1,083	5,270	—	58	1,083	5,328	6,411	(434)	2020
Gainesville, GA		1	6,590	1,027	8,304	12	19	1,039	8,322	9,361	(478)	2020
Grand Rapids, MI		2	11,478	2,803	17,409	5	86	2,808	17,494	20,302	(1,009)	2020
Gulfport, MS		2	17,500	3,097	23,810	—	—	3,097	23,810	26,907	(607)	2022
Houston, TX		24	186,051	35,108	223,969	329	2,362	35,437	226,331	261,768	(9,002)	2020-2022
Indianapolis, IN		1	1,523	677	2,203	24	9	701	2,212	2,913	(132)	2020
Kingsville, TX		1	5,000	1,010	8,479	—	—	1,010	8,479	9,489	(228)	2022
Knoxville, TN		1	3,350	1,750	3,704	11	38	1,761	3,742	5,503	(319)	2020
Lafayette, IN		5	23,624	5,836	30,781	163	303	5,999	31,084	37,083	(1,781)	2020
Lakeland, FL		5	39,803	9,666	52,771	—	2,690	9,666	55,461	65,127	(3,192)	2019-2022
Los Angeles, CA		4	71,336	25,562	68,618	1	98	25,563	68,716	94,279	(2,916)	2020-2022
Memphis, TN		11	44,822	17,170	84,134	409	497	17,578	84,632	102,210	(4,786)	2020
Miami, FL		2	32,643	7,380	42,026	—	583	7,380	42,609	49,989	(2,001)	2019-2022
Minneapolis, MN		3	19,823	6,529	20,216	39	230	6,568	20,445	27,013	(1,237)	2020
Naples, FL		1	8,492	1,368	10,754	1	51	1,369	10,804	12,173	(621)	2020
Nashville, TN		3	27,176	5,344	35,465	4	78	5,348	35,543	40,891	(1,498)	2020-2022
New York, NY		9	73,679	22,362	95,514	58	531	22,420	96,045	118,465	(6,243)	2019-2020
North Port, FL		3	20,994	6,329	37,459	26	959	6,355	38,418	44,773	(2,265)	2020
Ocean City, NJ		1	5,276	2,381	11,891	—	3,629	2,381	15,520	17,901	(702)	2020
Oklahoma City, OK		11	31,833	11,536	49,101	138	470	11,673	49,572	61,245	(2,942)	2020
Orlando, FL		7	51,110	12,879	76,292	75	215	12,954	76,507	89,461	(4,282)	2020-2021
Palm Bay, FL		6	38,758	10,217	59,073	184	438	10,401	59,511	69,912	(3,452)	2020-2022
Pensacola, FL		8	46,411	11,860	75,417	22	746	11,881	76,163	88,044	(4,126)	2019-2022
Phoenix, AZ		2	8,797	2,600	10,084	—	50	2,600	10,134	12,734	(1,055)	2020
Port St. Lucie, FL		1	5,903	1,619	7,108	—	402	1,619	7,510	9,129	(935)	2019
Raleigh, NC		3	9,945	3,172	9,503	—	138	3,172	9,642	12,814	(1,230)	2019
Roanoke, VA		2	9,291	2,541	11,463	—	44	2,541	11,507	14,048	(845)	2019-2022
San Antonio, TX		1	4,600	956	5,609	—	—	956	5,609	6,565	(437)	2020

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at the Close of Period <sup>(1)</sup>				Accumulated Depreciation <sup>(3)</sup>	Year Acquired
				Land and Land Improvements		Building and Building Improvements		Land and Land Improvements		Building and Building Improvements			
				\$	\$	\$	\$	\$	\$	\$	\$		
	San Diego, CA	1	\$ 7,400	\$ 3,503	\$ 5,915	\$ —	\$ 82	\$ 3,503	\$ 5,997	\$ 9,500	\$ (492)	2020	
	Savannah, GA	1	7,500	1,190	9,929	—	4	1,190	9,933	11,123	(252)	2022	
	Seattle, WA	3	49,572	24,320	45,633	29	393	24,348	46,026	70,374	(2,332)	2020-2022	
	Stillwater, OK	1	1,523	612	2,903	8	194	620	3,096	3,716	(178)	2020	
	Stockton, CA	2	24,400	4,584	28,905	2	101	4,587	29,006	33,593	(1,231)	2020-2022	
	Tallahassee, FL	2	9,657	3,797	10,909	—	144	3,797	11,053	14,850	(1,496)	2019	
	Tampa, FL	5	48,644	13,118	65,018	73	151	13,191	65,169	78,360	(3,165)	2020-2022	
	Trenton, NJ	1	7,994	1,853	12,736	6	55	1,860	12,791	14,651	(738)	2020	
	Tucson, AZ	3	12,800	2,041	15,340	—	119	2,041	15,459	17,500	(1,278)	2020	
Total Self Storage Properties:				208	1,442,270	379,607	1,885,103	2,589	23,928	382,197	1,909,028	(100,083)	
Retail Properties:													
	Atlanta, GA	15	198,745	114,455	256,670	23	1,562	114,478	258,232	372,710	(18,086)	2021-2022	
	Augusta, GA	2	10,300	4,601	19,432	—	28	4,601	19,460	24,061	(670)	2022	
	Austin, TX	3	30,311	22,787	55,302	1,059	355	23,846	55,657	79,503	(3,186)	2021-2022	
	Birmingham AL	1	6,592	2,348	9,485	—	53	2,348	9,538	11,886	(325)	2022	
	Charlotte, NC	3	46,418	24,094	57,785	789	144	24,883	57,928	82,811	(2,794)	2021-2022	
	Charlottesville, VA	1	24,813	7,898	29,965	—	366	7,898	30,332	38,230	(883)	2022	
	Chattanooga, TN	1	18,190	4,757	15,473	—	—	4,757	15,473	20,230	(756)	2022	
	Chicago, IL	2	103,300	36,648	101,293	—	—	36,648	101,293	137,941	(12,117)	2021	
	Columbia, SC	2	12,872	5,957	18,902	—	11	5,957	18,913	24,870	(631)	2022	
	Columbus, GA	1	4,196	1,831	8,145	—	—	1,831	8,145	9,976	(278)	2022	
	Deltona, FL	1	5,825	2,208	8,207	—	—	2,208	8,207	10,415	(286)	2022	
	Gainesville, GA	2	19,327	7,666	29,650	—	518	7,666	30,168	37,834	(1,012)	2022	
	Greenville, SC	2	17,720	7,987	24,509	—	28	7,987	24,537	32,524	(1,073)	2022	
	Houston, TX	2	22,950	17,587	45,064	327	1,242	17,914	46,307	64,221	(2,488)	2021-2022	
	Lakeland, FL	1	11,307	4,051	16,397	—	75	4,051	16,472	20,523	(536)	2022	
	Los Angeles, CA	9	343,550	293,936	222,130	3,049	7,579	296,984	229,709	526,693	(26,604)	2019-2021	
	Miami, FL	4	51,523	47,797	72,147	492	245	48,289	72,392	120,681	(5,549)	2018-2022	
	Naples, FL	1	16,580	10,369	15,610	—	—	10,369	15,610	25,979	(554)	2022	
	Nashville, TN	5	39,462	15,591	46,001	—	46	15,591	46,047	61,638	(1,751)	2022	
	New York, NY	2	111,050	92,478	67,768	638	557	93,116	68,325	161,441	(11,031)	2019-2021	
	Orlando, FL	2	20,212	9,104	37,121	—	180	9,104	37,301	46,405	(1,209)	2022	
	Oxnard, CA	1	23,600	22,282	13,246	178	60	22,461	13,306	35,767	(2,377)	2019	
	Philadelphia, PA	2	83,000	56,152	72,331	1,809	3,963	57,961	76,294	134,255	(11,967)	2017-2021	
	Raleigh, NC	3	30,966	12,292	41,914	—	366	12,292	42,281	54,573	(1,405)	2022	
	Richmond, VA	1	9,986	5,907	19,929	—	88	5,907	20,017	25,924	(705)	2022	
	Riverside, CA	1	27,390	23,540	17,954	1,082	1,053	24,622	19,007	43,629	(4,740)	2017	
	San Antonio, TX	1	7,994	3,138	14,496	—	—	3,138	14,496	17,634	(466)	2022	
	Seattle, WA	1	67,900	37,563	49,349	6	1,424	37,569	50,773	88,342	(3,320)	2021	
	Tampa, FL	2	22,658	9,682	29,555	—	59	9,682	29,614	39,296	(902)	2022	
	Virginia Beach, VA	1	20,396	6,592	21,168	—	477	6,592	21,645	28,237	(927)	2022	
	Washington, DC	1	43,761	17,960	33,664	—	112	17,960	33,777	51,737	(1,076)	2022	

Description	Location	Number of Properties	Encumbrances <sup>(2)</sup>	Land Improvements	Building Improvements	Land Improvements	Building Improvements	Land Improvements	Building Improvements	Total	Accumulated Depreciation <sup>(3)</sup>	Year Acquired
Total Retail Properties:	Wilmington, NC	1	\$ 29,557	\$ 14,686	\$ 25,813	\$ —	\$ 993	\$ 14,686	\$ 26,807	\$ 41,493	\$ (1,134)	2022
		77	1,482,451	943,944	1,496,475	9,452	21,584	953,396	1,518,063	2,471,459	(120,838)	
Office Properties:												
	Atlanta, GA	3	113,783	36,864	628,007	—	23,240	36,864	651,247	688,111	(18,967)	2021-2022
	Charlotte, NC	1	—	16,347	—	—	—	16,347	—	16,347	—	2022
	Los Angeles, CA	1	310,000	123,253	351,121	—	7,871	123,253	358,992	482,245	(8,290)	2022
	Ontario, Canada	3	103,291	42,992	135,474	—	154	42,992	135,628	178,620	(4,366)	2021
	San Antonio, TX	1	42,119	15,120	46,901	—	—	15,120	46,901	62,021	(1,291)	2022
	San Francisco, CA	1	75,900	29,719	86,396	—	3,369	29,719	89,765	119,484	(10,104)	2019
	San Jose, CA	1	167,700	50,457	184,849	—	15,407	50,457	200,257	250,714	(15,133)	2020
	Westmont, Canada	1	29,489	13,305	46,614	—	—	13,305	46,614	59,919	(1,138)	2022
	Montreal, Canada	1	65,774	18,104	83,438	—	13	18,104	83,451	101,555	(2,038)	2022
	Dublin, Ireland	1	351,809	159	510,340	—	—	159	510,340	510,499	(5,531)	2022
Total Office Properties:		14	1,259,865	346,320	2,073,140	—	50,054	346,320	2,123,195	2,469,515	(66,858)	
Portfolio Total												
		20,632	\$ 61,665,422	\$ 18,462,052	\$ 80,619,698	\$ 173,621	\$ 1,295,102	\$ 18,635,672	\$ 81,914,789	\$100,550,461	\$ (5,365,285)	

(1) As of December 31, 2022, the aggregate cost basis for tax purposes was \$99.0 billion.

(2) Encumbrances excludes \$3.7 billion outstanding on variable rate warehouse facilities as of December 31, 2022.

(3) Refer to Note 2 to our consolidated financial statements for details of depreciable lives.

(4) Certain of the Company's investment in joint ventures with ownership interests in affordable housing properties collateralize a term loan and secured notes totaling \$1.5 billion. As of December 31, 2022, such term loan and secured notes had a total outstanding balance of \$1.5 billion.

The total included on Schedule III does not include Furniture, Fixtures and Equipment totaling \$2.3 billion. Accumulated Depreciation does not include \$494.8 million of accumulated depreciation related to Furniture, Fixtures and Equipment.

The following table summarizes activity for real estate and accumulated depreciation for the years ended December 31, 2022 and 2021 (\$ in thousands):

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
<b>Real Estate:</b>		
Balance at the beginning of year	\$ 68,607,833	\$ 33,617,991
Additions during the year:		
Land and land improvements	4,472,952	7,203,559
Building and building improvements	30,086,281	28,258,673
Dispositions during the year:		
Land and land improvements	(411,404)	(146,603)
Building and building improvements	(1,814,819)	(101,697)
Impairment of investments in real estate	33,554	—
Assets held-for-sale	(423,936)	(224,090)
Balance at the end of the year	<u>\$ 100,550,461</u>	<u>\$ 68,607,833</u>
<b>Accumulated Depreciation:</b>		
Balance at the beginning of year	\$ (2,916,615)	\$ (1,693,196)
Accumulated depreciation	(2,733,499)	(1,261,608)
Dispositions	254,703	8,411
Assets held-for-sale	30,126	29,778
Balance at the end of the year	<u>\$ (5,365,285)</u>	<u>\$ (2,916,615)</u>



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