

REFINITIV

DELTA REPORT

10-Q

WPC - W. P. CAREY INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

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TOTAL DELTAS 2221

█ CHANGES 470

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

FORM 10-Q

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

For the quarterly period ended **September 30, 2023** **March 31, 2024**

or

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

For the transition period from _____ to _____

Commission File Number: 001-13779



W. P. Carey Inc.

(Exact name of registrant as specified in its charter)

Maryland

45-4549771

(State of incorporation)

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

One Manhattan West, 395 9th Avenue, 58th Floor

New York, New York

10001

(Address of principal executive offices)

(Zip Code)

Investor Relations (212) 492-8920

(212) 492-1100

(Registrant's telephone numbers, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 Par Value	WPC	New York Stock Exchange

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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>		

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

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

Registrant has **218,671,874** **218,824,708** shares of common stock, \$0.001 par value, outstanding at **October 27, 2023** **April 26, 2024**.

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PART I — FINANCIAL INFORMATION

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Forward-Looking Statements

This Quarterly Report on Form 10-Q (this "Report"), including Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 2 of Part I of this Report, contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. These forward-looking statements include, but are not limited to, statements regarding: the NLOP Spin-Off (as defined herein), including the impact thereof; our corporate strategy and estimated or future economic performance and results, including; our expectations surrounding the impact of the broader macroeconomic environment and the ability of tenants to pay rent; our financial condition, liquidity, results of operations, and prospects; our future capital expenditure and leverage levels, debt service obligations, and plans to fund our liquidity needs; prospective statements regarding our access to the capital markets, including our "at-the-market" program ("ATM Program") and settlement of our Equity Forwards (as defined herein); the outlook for the investment program that we manage, including possible liquidity events for the program; statements that we make regarding our ability to remain qualified for taxation as a real estate investment trust ("REIT"); and the impact of recently issued accounting pronouncements and other regulatory activity.

These statements are based on the current expectations of our management. It is important to note that our actual results could be materially different from those projected in such forward-looking statements. There are a number of risks and uncertainties that could cause actual results to differ materially from these forward-looking statements. Other unknown or unpredictable risks or uncertainties, like the risks related to inflation and increased fluctuating interest rates, the impact of inflation on our tenants and us, the effects of pandemics and global outbreaks of contagious diseases, (such as the COVID-19 pandemic) and domestic or geopolitical crises, such as terrorism, military conflict, war or the perception that hostilities may be imminent, political instability or civil unrest, or other conflict, could also have material adverse effects on our business, financial condition, liquidity, results of operations, and prospects. You should exercise caution in relying on forward-looking statements as they involve known and unknown risks, uncertainties, and other factors that may materially affect our future results, performance, achievements, or transactions. Information on factors that could impact actual results and cause them to differ from what is anticipated in the forward-looking statements contained herein is included in this Report, as well as in our other filings with the Securities and Exchange Commission ("SEC"), including but not limited to those described in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, as filed with the SEC on February 10, 2023 February 9, 2024 (the "2022-2023 Annual Report"), and in Part II, Item 1A. Risk Factors herein. Moreover, because we operate in a very competitive and rapidly changing environment, new risks are likely to emerge from time to time. Given these risks and uncertainties, potential investors are cautioned not to place undue reliance on these forward-looking statements as a prediction of future results, which speak only as of the date of this Report, unless noted otherwise. Except as required by federal securities laws and the rules and regulations of the SEC, we do not undertake to revise or update any forward-looking statements.

All references to "Notes" throughout the document refer to the footnotes to the consolidated financial statements of the registrant in Part I, Item 1. Financial Statements (Unaudited).

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements.

W. P. CAREY INC.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(in thousands, except share and per share amounts)

	September 30, 2023	December 31, 2022	March 31, 2024	March 31, 2024	December 31, 2023
Assets					
Investments in real estate:					
Investments in real estate:					
Land, buildings and improvements — net lease and other					
Land, buildings and improvements — net lease and other	\$13,390,692	\$13,338,857			
Land, buildings and improvements — operating properties	1,222,062	1,095,892			
Net investments in finance leases and loans receivable	1,172,671	771,761			
In-place lease intangible assets and other	2,696,403	2,659,750			
Above-market rent intangible assets	771,071	833,751			
Investments in real estate	19,252,899	18,700,011			
Accumulated depreciation and amortization	(3,438,183)	(3,269,057)			
Assets held for sale, net	102,015	57,944			
Net investments in real estate	15,916,731	15,488,898			
Equity method investments	351,537	327,502			
Cash and cash equivalents	136,438	167,996			

Other assets, net	Other assets, net	1,191,350	1,080,227
Goodwill	Goodwill	1,034,183	1,037,412
Total assets	Total assets		
(a)	(a)	<u>\$18,630,239</u>	<u>\$18,102,035</u>
Liabilities and Equity	Liabilities and Equity		
Debt:	Debt:		
Debt:			
Senior unsecured notes, net			
Senior unsecured notes, net			
Senior unsecured notes, net	Senior unsecured notes, net	\$ 5,902,854	\$ 5,916,400
Unsecured term loans, net	Unsecured term loans, net	1,083,597	552,539
Unsecured revolving credit facility	Unsecured revolving credit facility	516,513	276,392
Non-recourse mortgages, net	Non-recourse mortgages, net	784,750	1,132,417
Debt, net	Debt, net	<u>8,287,714</u>	<u>7,877,748</u>
Accounts payable, accrued expenses and other liabilities	Accounts payable, accrued expenses and other liabilities	638,965	623,843
Below-market rent and other intangible liabilities, net		153,049	184,584
Below-market rent intangible liabilities, net			
Deferred income taxes	Deferred income taxes	171,929	178,959
Dividends payable	Dividends payable	<u>233,331</u>	<u>228,257</u>
Total liabilities (a)	Total liabilities (a)	<u>9,484,988</u>	<u>9,093,391</u>
Commitments and contingencies (Note 12)			
Commitments and contingencies (Note 11)			
Preferred stock, \$0.001 par value, 50,000,000 shares authorized; none issued	Preferred stock, \$0.001 par value, 50,000,000 shares authorized; none issued	—	—

Common stock, \$0.001 par value, 450,000,000 shares authorized; 213,925,817 and 210,620,949 shares, respectively, issued and outstanding	214	211
Preferred stock, \$0.001 par value, 50,000,000 shares authorized; none issued		
Preferred stock, \$0.001 par value, 50,000,000 shares authorized; none issued		
Common stock, \$0.001 par value, 450,000,000 shares authorized; 218,823,907 and 218,671,874 shares, respectively, issued and outstanding		
Additional paid-in capital	Additional paid-in capital	11,970,559
Distributions in excess of accumulated earnings	Distributions in excess of accumulated earnings	(2,616,638)
Deferred compensation obligation	Deferred compensation obligation	62,046
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(281,820)
Total stockholders' equity	Total stockholders' equity	9,134,361
Noncontrolling interests	Noncontrolling interests	10,890
Total equity	Total equity	9,145,251
Total liabilities and equity	Total liabilities and equity	\$18,630,239
		\$18,102,035

(a) See [Note 2](#) for details related to variable interest entities ("VIEs").

See Notes to Consolidated Financial Statements.

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W. P. CAREY INC.
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(in thousands, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022

Three Months Ended March 31,									
Three Months Ended March 31,									
Three Months Ended March 31,									
2024									
2024									
2024									
Revenues									
Revenues									
Revenues	Revenues								
Real Estate:	Real Estate:								
Real Estate:									
Real Estate:									
Lease revenues									
Lease revenues									
Lease revenues	Lease revenues	\$	369,159	\$	331,902	\$	1,090,619	\$	953,981
Income from finance leases and loans receivable	Income from finance leases and loans receivable		27,575		20,637		75,641		56,794
Income from finance leases and loans receivable									
Income from finance leases and loans receivable									
Operating property revenues									
Operating property revenues									
Operating property revenues	Operating property revenues		49,218		21,350		140,780		30,279
Other lease-related income	Other lease-related income		2,310		8,192		20,723		24,905
			448,262		382,081		1,327,763		1,065,959
Other lease-related income									
Other lease-related income									
			386,842						
			386,842						
			386,842						
Investment Management:									
Investment Management:									
Investment Management:	Investment Management:								
Asset management revenue	Asset management revenue		194		1,197		836		8,084
Reimbursable costs from affiliates			97		344		322		2,414
			291		1,541		1,158		10,498
			448,553		383,622		1,328,921		1,076,457
Asset management revenue									
Asset management revenue									
Other advisory income and reimbursements									
Other advisory income and reimbursements									
Other advisory income and reimbursements									
			2,956						
			2,956						

		2,956			
		389,798			
		389,798			
		389,798			
Operating Expenses					
Operating Expenses					
Operating Expenses	Operating Expenses				
Depreciation and amortization	Depreciation and amortization	144,771	132,181	444,728	362,654
Depreciation and amortization					
Depreciation and amortization					
General and administrative					
General and administrative					
General and administrative					
Operating property expenses	Operating property expenses	26,570	9,357	74,738	15,335
General and administrative		23,258	22,299	74,494	66,224
Operating property expenses					
Operating property expenses					
Reimbursable tenant costs	Reimbursable tenant costs	20,498	18,874	62,997	52,538
Impairment charges — real estate		15,173	—	15,173	26,385
Reimbursable tenant costs					
Reimbursable tenant costs					
Property expenses, excluding reimbursable tenant costs					
Property expenses, excluding reimbursable tenant costs					
Property expenses, excluding reimbursable tenant costs	Property expenses, excluding reimbursable tenant costs	13,021	11,244	31,164	36,874
Stock-based compensation expense	Stock-based compensation expense	9,050	5,511	25,811	23,102
Stock-based compensation expense					
Stock-based compensation expense					
Merger and other expenses	Merger and other expenses	4,152	17,667	5,595	17,329
Reimbursable costs from affiliates		97	344	322	2,414
Impairment charges — Investment Management goodwill		—	29,334	—	29,334
		256,590	246,811	735,022	632,189
Merger and other expenses					
Merger and other expenses					
		203,040			
		203,040			
		203,040			
Other Income and Expenses					
Other Income and Expenses					
Other Income and Expenses	Other Income and Expenses				
Interest expense	Interest expense	(76,974)	(59,022)	(219,658)	(151,492)

Interest expense						
Interest expense						
Non-operating income						
Non-operating income						
Non-operating income						
Gain on sale of real estate, net						
Gain on sale of real estate, net						
Gain on sale of real estate, net						
Other gains and (losses)						
Other gains and (losses)						
Other gains and (losses)						
Earnings from equity method investments	Earnings from equity method investments					
Non-operating income		4,978	11,304	14,569	23,477	
Other gains and (losses)		4,862	9,263	13,997	23,783	
Gain (loss) on sale of real estate, net		2,859	(15,020)	9,593	(1,021)	
Gain on change in control of interests		2,401	(4,736)	181,958	37,631	
		—	33,931	—	33,931	
		(61,874)	(24,280)	459		(33,691)
Earnings from equity method investments						
Earnings from equity method investments						
		(18,998)				
		(18,998)				
		(18,998)				
Income before income taxes						
Income before income taxes						
Income before income taxes	Income before income taxes	130,089	112,531	594,358	410,577	
Provision for income taxes	Provision for income taxes	(5,090)	(8,263)	(30,338)	(21,598)	
Provision for income taxes						
Provision for income taxes						
Net Income	Net Income	124,999	104,268	564,020	388,979	
Net loss attributable to noncontrolling interests		41	660	20	622	
Net Income						
Net Income						
Net loss (income) attributable to noncontrolling interests						
Net loss (income) attributable to noncontrolling interests						
Net loss (income) attributable to noncontrolling interests						
Net Income Attributable to W. P. Carey						
Net Income Attributable to W. P. Carey						
Net Income Attributable to W. P. Carey	Net Income Attributable to W. P. Carey	\$ 125,040	\$ 104,928	\$ 564,040	\$ 389,601	
Basic Earnings Per Share	Basic Earnings Per Share	\$ 0.58	\$ 0.52	\$ 2.64	\$ 1.98	
Basic Earnings Per Share						
Diluted Earnings Per Share						

Diluted Earnings Per Share						
Diluted Earnings Per Share		Diluted Earnings Per Share		Diluted Earnings Per Share		Diluted Earnings Per Share
Share	Share	\$ 0.58	\$ 0.51	\$ 2.63	\$ 1.98	
Weighted-Average Shares Outstanding	Weighted-Average Shares Outstanding					
Basic	Basic					
Basic	Basic	215,097,114	203,093,553	214,052,907	196,382,433	
Diluted	Diluted	215,252,969	204,098,116	214,427,425	197,264,509	
Diluted	Diluted					

See Notes to Consolidated Financial Statements.

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W. P. CAREY INC. CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED) (in thousands)						
		Three Months Ended September 30,		Nine Months Ended September 30,		
		2023	2022	2023	2022	
Net Income	Net Income	\$ 124,999	\$ 104,268	\$ 564,020	\$ 388,979	
Other Comprehensive (Loss) Income						
Net Income						
Net Income						
Other Comprehensive Income (Loss)						
Other Comprehensive Income (Loss)						
Other Comprehensive Income (Loss)						
Unrealized gain (loss) on derivative instruments						
Unrealized gain (loss) on derivative instruments						
Unrealized gain (loss) on derivative instruments						
Foreign currency translation adjustments	Foreign currency translation adjustments	(8,844)	(56,053)	7,092	(109,198)	
Unrealized gain (loss) on derivative instruments		6,816	23,610	(5,384)	50,956	
Reclassification of unrealized gain on investments to net income		—	—	—	(18,688)	
		(2,028)	(32,443)	1,708	(76,930)	
Foreign currency translation adjustments		2,094				
Foreign currency translation adjustments		2,094				
		2,094				
Comprehensive Income						

Comprehensive Income						
Comprehensive Income	Comprehensive Income	122,971	71,825	565,728	312,049	
Amounts Attributable to Noncontrolling Interests	Amounts Attributable to Noncontrolling Interests					
Net loss		41	660	20	622	
Amounts Attributable to Noncontrolling Interests						
Amounts Attributable to Noncontrolling Interests						
Net loss (income)						
Net loss (income)						
Net loss (income)						
Foreign currency translation adjustments	Foreign currency translation adjustments	139	543	252	543	
Comprehensive loss attributable to noncontrolling interests		180	1,203	272	1,165	
Foreign currency translation adjustments						
Foreign currency translation adjustments						
Comprehensive loss (income) attributable to noncontrolling interests						
Comprehensive loss (income) attributable to noncontrolling interests						
Comprehensive loss (income) attributable to noncontrolling interests						
Comprehensive Income Attributable to W. P. Carey	Comprehensive Income Attributable to W. P. Carey	\$ 123,151	\$ 73,028	\$ 566,000	\$ 313,214	
Comprehensive Income Attributable to W. P. Carey						
Comprehensive Income Attributable to W. P. Carey						

See Notes to Consolidated Financial Statements.

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W. P. CAREY INC.									
CONSOLIDATED STATEMENTS OF EQUITY (UNAUDITED)									
(in thousands, except share and per share amounts)									
W. P. Carey Stockholders									
Distributions									
Accumulated									
Common Stock	Additional	in Excess of	Deferred	Other	Total				
\$0.001 Par Value	Paid-in	Accumulated	Compensation	Comprehensive	W. P. Carey	Noncontrolling			
Shares	Amount	Capital	Earnings	Obligation	Loss	Stockholders	Interests	Total	
Balance at July 1, 2023	213,901,170	\$ 214	\$ 11,959,060	(\$2,510,816)	\$ 62,046	\$ (279,931)	\$ 9,230,573	\$ 16,359	\$ 9,246,932
W. P. Carey Stockholders									
Distributions									
Distributions									
Distributions									

	Common Stock	Common Stock	Common Stock	\$0.001 Par Value	\$0.001 Par Value	\$0.001 Par Value	Shares	Shares	Shares	Amount	Capital	Earnings	Obligation	Loss	Stockholders	Interests	Total
Balance at																	
January 1,																	
2024																	
Shares issued issued upon																	
upon delivery delivery of																	
of vested vested																	
restricted restricted																	
share awards share awards	24,647	—	(61)							(61)							
Amortization of stock-based compensation expense																	
Amortization of stock-based compensation expense				9,050						9,050							
Acquisition of noncontrolling interest				2,510						2,510	(2,510)	—					
Deferral of vested shares, net																	
Dividends declared (\$0.865 per share)																	
Net income																	
Distributions to noncontrolling interests																	
Dividends declared (\$1.071 per share)				(230,862)						(230,862)							
Net income				125,040						125,040	(41)	124,999					
Other comprehensive loss:																	
Other comprehensive income:																	
Unrealized gain on derivative instruments																	
Unrealized gain on derivative instruments																	
Unrealized gain on derivative instruments																	
Foreign currency translation adjustments										(8,705)	(8,705)	(139)	(8,844)				
Unrealized gain on derivative instruments										6,816	6,816		6,816				
Balance at September 30, 2023	213,925,817	\$ 214	\$ 11,970,559	\$(2,616,638)	\$ 62,046	\$ (281,820)	\$ 9,134,361	\$ 10,890	\$ 9,145,251								

Balance at
March 31,
2024

W. P. Carey Stockholders									
	Distributions			Accumulated					
	Common Stock	Additional	in Excess of	Deferred	Other	Total			
	\$0.001 Par Value	Paid-in	Accumulated	Compensation	Comprehensive	W. P. Carey	Noncontrolling		
	Shares	Amount	Capital	Earnings	Obligation	Loss	Stockholders	Interests	Total
Balance at July 1, 2022	192,891,792	\$ 193	\$ 10,201,614	\$(2,352,839)	\$ 57,012	\$ (266,157)	\$ 7,639,823	\$ 1,639	\$ 7,641,462
Shares issued to stockholders of CPA:18 – Global in connection with CPA:18									
Merger	13,786,302	14	1,205,736			1,205,750		1,205,750	
W. P. Carey Stockholders									
	Distributions								
	Distributions								
	Distributions								
	Common Stock								
	Common Stock								
	Common Stock								
	\$0.001 Par Value								
	\$0.001 Par Value								
	\$0.001 Par Value								
	Shares								
	Shares								
	Shares								
Balance at January 1, 2023									
Shares issued under forward equity, net	Shares issued under forward equity, net	1,337,500	1	97,454		97,455		97,455	
Shares issued upon delivery upon delivery of vested restricted share awards	Shares issued upon delivery upon delivery of vested restricted share awards	17,124	—	(12)		(12)		(12)	
Amortization of stock-based compensation expense	Amortization of stock-based compensation expense		5,511			5,511		5,511	
Acquisition of noncontrolling interests in connection with the CPA:18 Merger					—	14,367		14,367	
Deferral of vested shares, net									
Dividends declared (\$1.067 per share)									
Net income									

Contributions from noncontrolling interests						
Distributions to noncontrolling interests	Distributions to noncontrolling interests		—	(111)	(111)	
Dividends declared (\$1.061 per share)		(222,350)	(222,350)	(222,350)		
Net income		104,928	104,928	(660)	104,268	
Other comprehensive loss:	Other comprehensive loss:					
Unrealized loss on derivative instruments						
Unrealized loss on derivative instruments						
Unrealized loss on derivative instruments						
Foreign currency translation adjustments	Foreign currency translation adjustments		(55,510)	(55,510)	(543)	(56,053)
Unrealized gain on derivative instruments		23,610	23,610	23,610		
Balance at September 30, 2022	208,032,718	\$ 208	\$11,510,303	\$(2,470,261)	\$ 57,012	\$(298,057)
Balance at March 31, 2023	208,032,718	\$ 208	\$11,510,303	\$(2,470,261)	\$ 57,012	\$(298,057)

(Continued)

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W. P. CAREY INC.
CONSOLIDATED STATEMENTS OF EQUITY (UNAUDITED)
(Continued)
(in thousands, except share and per share amounts)

	W. P. Carey Stockholders								
	Common Stock		Distributions		Accumulated				
	\$0.001 Par Value		Paid-in	in Excess of	Deferred	Other	Total		
	Shares	Amount	Capital	Earnings	Obligation	Loss	Stockholders	Interests	Total
Balance at January 1, 2023	210,620,949	\$ 211	\$ 11,706,836	\$ (2,486,633)	\$ 57,012	\$ (283,780)	\$ 8,993,646	\$ 14,998	\$ 9,008,644
Shares issued under forward equity, net	3,081,867	3	249,860				249,863		249,863
Shares issued upon delivery of vested restricted share awards	218,266	—	(13,679)				(13,679)		(13,679)
Shares issued upon purchases under employee share purchase plan	4,735	—	294				294		294
Amortization of stock-based compensation expense			25,811				25,811		25,811
Deferral of vested shares, net			(4,521)		4,521		—		—
Acquisition of noncontrolling interests			3,663				3,663	(3,663)	—
Contributions from noncontrolling interests							—	2,886	2,886
Distributions to noncontrolling interests							—	(3,059)	(3,059)
Dividends declared (\$3.207 per share)		2,295	(694,045)		513		(691,237)		(691,237)

See Notes to Consolidated Financial Statements.

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W. P. CAREY INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(in thousands)

		Nine Months Ended September 30,			
		2023	2022		
Three Months Ended March				Three Months Ended March 31,	
		31,			
		2024	2024	2023	
Cash Flows —	Cash Flows —				
Operating	Operating				
Activities	Activities				
Net income					
Net income					
Net income	Net income	\$ 564,020	\$ 388,979		

Adjustments to net income:	Adjustments to net income:		
	Depreciation and amortization, including intangible assets and deferred financing costs	459,830	374,163
Depreciation and amortization, including intangible assets and deferred financing costs			
Depreciation and amortization, including intangible assets and deferred financing costs			
Straight-line rent adjustments			
Gain on sale of real estate, net	Gain on sale of real estate, net	(181,958)	(37,631)
Straight-line rent adjustments		(55,671)	(42,342)
Gain on repayment of secured loan receivable			
Stock-based compensation expense			
Earnings from equity method investments			
Amortization of rent-related intangibles and deferred rental revenue	Amortization of rent-related intangibles and deferred rental revenue	27,694	34,378
Stock-based compensation expense		25,811	23,102
Impairment charges — real estate		15,173	26,385
Decrease in allowance for credit losses			
Distributions of earnings from equity method investments	Distributions of earnings from equity method investments	15,107	26,276
Earnings from equity method investments		(14,569)	(23,477)
Decrease in allowance for credit losses		(6,113)	(27,777)
Deferred income tax benefit		(2,706)	(1,561)
Net realized and unrealized (gains) losses on equity securities, extinguishment of debt, foreign currency exchange rate movements, and other		(1,837)	22,322
Gain on change in control of interests		—	(33,931)

Impairment charges — Investment			
Management goodwill	—	29,334	
Asset management revenue			
received in shares of CPA:18 —			
Global	—	(1,024)	
Deferred income			
tax (benefit)			
expense			
Net realized and			
unrealized			
losses (gains)			
on equity			
securities,			
extinguishment			
of debt, foreign			
currency			
exchange rate			
movements,			
and other			
Proceeds from			
sales of net			
investments in			
sales-type leases			
Net changes in	Net changes in		
other operating	other operating		
assets and	assets and		
liabilities	liabilities	(32,094)	(54,668)
Net Cash	Net Cash		
Provided by	Provided by		
Operating	Operating		
Activities	Activities	812,687	702,528
Cash Flows —	Cash Flows —		
Investing	Investing		
Activities	Activities		
Purchases of real	Purchases of		
estate	real estate	(908,271)	(1,013,950)
Purchases of real estate			
Purchases of real estate			
Investments in			
loans receivable			
Proceeds from	Proceeds from		
sales of real	sales of real		
estate	estate	187,678	170,341
Value added			
taxes paid in			
connection with			
acquisition of real			
estate			
Proceeds from			
repayment of			
loans receivable			
Funding for real	Funding for real		
estate	estate		
construction,	construction,		
redevelopments,	redevelopments,		
and other capital	and other capital		
expenditures on	expenditures on		
real estate	real estate	(90,149)	(83,721)

Value added taxes refunded in connection with acquisition of real estate			
Capital contributions to equity method investments	Capital contributions to equity method investments	(36,595)	(69,127)
Proceeds from repayment of loans receivable		28,000	34,000
Other investing activities, net			
Return of capital from equity method investments			
Tenant-funded escrow for investing activities	Tenant-funded escrow for investing activities	21,717	—
Return of capital from equity method investments		10,081	7,447
Other investing activities, net		(4,987)	(16,945)
Cash paid to stockholders of CPA:18 – Global in the CPA:18 Merger		—	(423,435)
Cash and restricted cash acquired in connection with the CPA:18 Merger		—	331,063
Proceeds from redemption of WLT preferred stock (Note 9)		—	65,000
Funding of short-term loans to affiliates		—	(26,000)
Proceeds from repayment of short-term loans to affiliates		—	26,000
Investment in loan receivable		—	(20,098)
Net Cash Used in Investing Activities	Net Cash Used in Investing Activities	(792,526)	(1,019,425)
Cash Flows — Financing Activities	Cash Flows — Financing Activities		
Repayments of Unsecured Revolving Credit Facility			
Repayments of Unsecured Revolving Credit Facility			
Repayments of Unsecured Revolving Credit Facility			
Proceeds from Unsecured Revolving Credit Facility	Proceeds from Unsecured Revolving Credit Facility	2,217,896	1,460,226
Repayments of Unsecured Revolving Credit Facility		(1,977,451)	(1,357,254)
Dividends paid	Dividends paid	(686,163)	(613,302)
Proceeds from term loans		546,014	283,139

Scheduled payments of mortgage principal	(251,028)	(51,548)
Proceeds from shares issued under forward equity, net of selling costs	249,806	97,456
Prepayments of mortgage principal	(99,388)	(10,381)
Payment of financing costs	(14,696)	(2,128)
Payments of mortgage principal		
Other financing activities, net		
Payments for withholding taxes upon delivery of equity-based awards	Payments for withholding taxes upon delivery of equity-based awards	(13,679) (6,612)
Distributions to noncontrolling interests	Distributions to noncontrolling interests	(3,059) (176)
Proceeds from shares issued under forward equity, net of selling costs		
Contributions from noncontrolling interests	Contributions from noncontrolling interests	2,886 —
Other financing activities, net		(558) 11,781
Proceeds from issuance of Senior Unsecured Notes		— 334,775
Proceeds from shares issued under our prior ATM Program, net of selling costs		— 218,081
Net Cash (Used in) Provided by Financing Activities	Net Cash (Used in) Provided by Financing Activities	(29,420) 364,057
Change in Cash and Cash Equivalents and Restricted Cash During the Period	Change in Cash and Cash Equivalents and Restricted Cash During the Period	
Effect of exchange rate changes on cash and cash equivalents and restricted cash	Effect of exchange rate changes on cash and cash equivalents and restricted cash	(958) (15,097)
Net (decrease) increase in cash and cash equivalents and restricted cash		(10,217) 32,063
Effect of exchange rate changes on cash and cash equivalents and restricted cash		

Effect of exchange rate changes on cash and cash equivalents and restricted cash	
Net increase in cash and cash equivalents and restricted cash	
Cash and cash equivalents and restricted cash, beginning of period	Cash and cash equivalents and restricted cash, beginning of period <u>224,141</u> <u>217,950</u>
Cash and cash equivalents and restricted cash, end of period	Cash and cash equivalents and restricted cash, end of period <u>\$ 213,924</u> <u>\$ 250,013</u>

See Notes to Consolidated Financial Statements.

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W. P. CAREY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Business and Organization

W. P. Carey Inc. ("W. P. Carey") is a REIT that, together with our consolidated subsidiaries, invests primarily in operationally-critical, single-tenant commercial real estate properties located in the United States and Northern and Western Europe that are leased on a long-term basis. We earn revenue principally by leasing the properties we own to companies on a triple-net lease basis, which generally requires each tenant to pay the costs associated with operating and maintaining the property.

Founded in 1973, our shares of common stock are listed on the New York Stock Exchange under the symbol "WPC."

We elected to be taxed as a REIT under Section 856 through 860 of the Internal Revenue Code effective as of February 15, 2012. As a REIT, we are not subject to federal income taxes on income and gains that we distribute to our stockholders as long as we satisfy certain requirements, principally relating to the nature of our income and the level of our distributions, as well as other factors. We also own real property in jurisdictions outside the United States through foreign subsidiaries and are subject to income taxes on our pre-tax income earned from properties in such countries.

In September 2023, we announced a plan to exit the office assets within our portfolio by (i) spinning-off spinning off 59 office properties into Net Lease Office Properties ("NLOP"), so that it will become became a separate publicly-traded REIT real estate investment trust (the "Spin-Off"), and (ii) implementing an asset sale program to dispose of 87 office properties retained by us (the "Office Sale Program"), which is targeted to be substantially completed in early the first half of 2024. NLOP was a wholly-owned subsidiary of WPC as of September 30, 2023.

On November 1, 2023, we completed the Spin-Off, contributing 59 office properties to NLOP. Following the closing of the Spin-Off, NLOP operates as a separate publicly-traded REIT, which we externally manage pursuant to certain advisory agreements (the "NLOP Advisory Agreements"). Through the date of this Report, we have disposed of 80 of the 87 office properties subject to the Office Sale Program ([Note 1714](#)).

On August 1, 2022, a non-traded REIT that we previously advised, Corporate Property Associates 18 – Global Incorporated ("CPA:18 – Global") merged with and into one of our indirect subsidiaries (the "CPA:18 Merger"). At September 30, 2023 Effective January 1, 2024, we were no longer separately analyze our business between real estate operations and investment management operations, and instead view the advisor business as one reportable segment, since our investment management operations have been determined to Carey European Student Housing Fund I, L.P. ("CESH"), a limited partnership formed for the purpose of developing, owning, be both quantitatively and operating student housing properties in Europe ([Note 4](#)). We refer to CPA:18 – Global (prior qualitatively insignificant to the CPA:18 Merger) Company's business. Our business is characterized as investing in operationally-critical, single-tenant commercial real estate properties that are leased on a long-term basis. These economic characteristics are similar across various property types, geographic locations, and CESH collectively as industries in which our tenants operate and therefore considered one operating segment. The operating results of both the "Managed Programs" real estate and investment management activities are regularly reviewed, in the aggregate, by our chief operating decision maker to evaluate performance and allocate resources. Accordingly, all operations have been considered to represent one reportable segment, which are reported on our consolidated statements of income and our consolidated balance sheets. As a result of this change, we have conformed prior period segment information to reflect how we currently view our business.

Reportable Segments

Real Estate — Lease revenues from our real estate investments generate the vast majority of our earnings. We invest primarily in commercial properties located in the United States and Northern and Western Europe, which are leased to companies on a triple-net lease basis. At **September 30, 2023** **March 31, 2024**, our portfolio was comprised of our full or partial ownership interests in **1,472** **1,282** properties, totaling approximately **179 million** **168 million** square feet, substantially all of which were net leased to **395** **335** tenants, with a weighted-average lease term of **11.0** **12.2** years and an occupancy rate of **98.9%** **99.1%**. In addition, at **September 30, 2023** **March 31, 2024**, our portfolio was comprised of full or partial ownership interests in **98** **96** operating properties, including **86** **89** self-storage properties, **ten** **five** hotels, and two student housing properties, totaling approximately **7.5** **7.3** million square feet.

Investment Management — We manage the real estate investment portfolio for CESH, for which we earn asset management revenue. We may also be entitled to receive certain distributions pursuant to our advisory arrangements with CESH. At September 30, 2023, CESH wholly owned one build-to-suit project.

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Notes to Consolidated Financial Statements (Unaudited)

Note 2. Basis of Presentation

Basis of Presentation

Our interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not necessarily include all information and footnotes necessary for a complete statement of our consolidated financial position, results of operations, and cash flows in accordance with generally accepted accounting principles in the United States ("GAAP"). In the opinion of management, the unaudited financial information for the interim periods presented in this Report reflects all normal and recurring adjustments necessary for a fair presentation of financial position, results of operations, and cash flows. Our interim consolidated financial statements should be read in conjunction with our audited consolidated financial statements and accompanying notes for the year ended **December 31, 2022** **December 31, 2023**, which are included in the **2022** **2023** Annual Report, as certain disclosures that would substantially duplicate those contained in the audited consolidated financial statements have not been included in this Report. Operating results for interim periods are not necessarily indicative of operating results for an entire year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts and the disclosure of contingent amounts in our consolidated financial statements and the accompanying notes. Actual results could differ from those estimates.

Basis of Consolidation

Our consolidated financial statements reflect all of our accounts, including those of our controlled subsidiaries. The portions of equity in consolidated subsidiaries that are not attributable, directly or indirectly, to us are presented as noncontrolling interests. All significant intercompany accounts and transactions have been eliminated.

When we obtain an economic interest in an entity, we evaluate the entity to determine if it should be deemed a VIE and, if so, whether we are the primary beneficiary and are therefore required to consolidate the entity. There have been no significant changes in our VIE policies from what was disclosed in the **2022** **2023** Annual Report.

During the three months ended March 31, 2024, we declassified ten entities as VIEs, primarily related to the completion of certain tax-deferred like-kind exchanges under Section 1031 of the Internal Revenue Code ("1031 Exchange") and dispositions.

At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, we considered **15** **11** and **16** **21** entities, respectively, to be VIEs, of which we consolidated **10** **6** and **11** **15**, respectively, as we are considered the primary beneficiary. The following table presents a summary of selected financial data of the consolidated VIEs included in our consolidated balance sheets (in thousands):

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
	March 31, 2024		December 31, 2023	
Land, buildings and improvements	Land, buildings and improvements			
— net lease	— net lease			
and other	and other	\$171,802	\$590,390	
Land, buildings and improvements	Land, buildings and improvements			
— operating properties	— operating properties	12,655	143,390	

Net investments in finance leases and loans receivable	Net investments in finance leases and loans receivable	595,524	144,103
In-place lease intangible assets and other	In-place lease intangible assets and other	24,778	72,070
Above-market rent intangible assets	Above-market rent intangible assets	11,067	33,634
Accumulated depreciation and amortization	Accumulated depreciation and amortization	(24,281)	(176,379)
Total assets	Total assets	822,159	843,500
Non-recourse mortgages, net	Non-recourse mortgages, net	\$ 57,455	\$132,950
Below-market rent and other intangible liabilities, net		32	18,891
Non-recourse mortgages, net			
Non-recourse mortgages, net			
Below-market rent intangible liabilities, net			
Total liabilities	Total liabilities	96,957	199,633

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Notes to Consolidated Financial Statements (Unaudited)

At both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, our five and six unconsolidated VIEs, respectively, included our interests in (i) three unconsolidated real estate investments, which we account for under the equity method of accounting (we do not consolidate these entities because we are not the primary beneficiary and the nature of our involvement in the activities of these entities allows us to exercise significant influence on, but does not give us power over, decisions that significantly affect the economic performance of these entities), and (ii) two unconsolidated investments in equity securities, which we accounted for as investments in shares of the entities at fair value. In addition, at December 31, 2023, we had a variable interest in NLOP, which we also deemed a VIE, due to our guarantee of a non-recourse mortgage loan with approximately \$19.0 million principal balance outstanding as of December 31, 2023 encumbering a property that was derecognized in the Spin-Off (Note 1). This non-recourse mortgage loan was repaid by NLOP during the first quarter of 2024 and as a result, NLOP is not deemed a VIE as of March 31, 2024. As of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, the net carrying amount of our investments in these entities was \$727.2 million \$732.0 million and \$693.4 million \$729.8 million, respectively, and our maximum exposure to loss in these entities was limited to our investments.

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Notes to Consolidated Financial Statements (Unaudited)

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation.

Amounts due Reimbursable costs from affiliates (revenues) are now included within Other assets, net in the consolidated balance sheets. advisory income and reimbursements. Reimbursable affiliate costs (expenses) are now included within General and administrative expenses. Previously, such amounts were included within Due from affiliates presented in their own financial statement line items on the consolidated balance sheets. statements of income.

Revenue Recognition

There have been no significant changes in our policies for revenue from contracts under Accounting Standards Codification ("ASC") 606 from what was disclosed in the 2022 Annual Report. ASC 606 does not apply to our lease revenues, which constitute a majority of our revenues, but primarily applies to (i) revenues generated from our hotel operating properties and our Investment Management segment. (ii) investment management revenues. Revenue from contracts for our Real Estate segment primarily represented hotel operating property revenues of \$23.2 million \$10.2 million and \$3.7 million \$15.5 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$63.3 million and \$9.1 million for the nine months ended September 30, 2023 and 2022, 2023, respectively, generated from 13 hotels located in the United States (12 of which were reclassified from net leases to operating properties in the first quarter of 2023 (Note 5); three 2023; eight of these properties were sold during the third quarter of 2023 and five are classified as held for sale as of September 30, 2023). Revenue 2023. Investment management revenue from contracts under ASC 606 from our Investment Management segment is discussed in Note 43.

Cash and Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the consolidated balance sheets to the consolidated statements of cash flows (in thousands):

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Cash and cash equivalents	Cash and cash equivalents \$136,438		\$167,996	
Restricted cash (a)	Restricted cash (a) 77,486		56,145	
Total cash and cash equivalents and restricted cash	Total cash and cash equivalents and restricted cash \$213,924		\$224,141	

(a) Restricted cash is included within Other assets, net on our consolidated balance sheets.

Reference Rate Reform

During The amount as of March 31, 2024 includes \$283.8 million of proceeds from the disposition of a portfolio of 78 net-leased self-storage properties during the first quarter of 2023, we applied the guidance in ASC 848, *Reference Rate Reform* and elected the practical expedient to transition certain contracts that reference London Interbank Offered Rate ("LIBOR") to the Secured Overnight Financing Rate ("SOFR"), including our Senior Unsecured Credit Facility 2024 (Note 115), which are held by an intermediary and certain derivative instruments. The application of this guidance did not have a material impact on our consolidated financial statements. been designated for future 1031 Exchange transactions.

Note 3. Merger with CPA:18 – Global

CPA:18 Merger

On February 27, 2022, we and certain of our subsidiaries entered into a merger agreement with CPA:18 – Global, pursuant to which CPA:18 – Global would merge with and into one of our indirect subsidiaries in exchange for shares of our common stock and cash, subject to approval by the stockholders of CPA:18 – Global. The CPA:18 Merger and related transactions were approved by the stockholders of CPA:18 – Global on July 26, 2022 and completed on August 1, 2022.

At the effective time of the CPA:18 Merger, each share of CPA:18 – Global common stock issued and outstanding immediately prior to the effective time of the CPA:18 Merger was canceled and, in exchange for cancellation of such share, the rights attaching to such share were converted automatically into the right to receive (i) 0.0978 shares of our common stock and (ii) \$3.00 in cash, which we refer to herein as the Merger Consideration. Each share of CPA:18 – Global common stock owned by us or any of our subsidiaries immediately prior to the effective time of the CPA:18 Merger was automatically canceled and retired, and ceased to exist, for no Merger Consideration. In exchange for the 141,099,002 shares of CPA:18 – Global common stock that we and our subsidiaries did not previously own, we paid total merger consideration of approximately \$1.6 billion, consisting of (i) the issuance of 13,786,302 shares of our common stock with a fair value of \$1.2 billion, based on the closing

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price of our common stock on August 1, 2022 of \$87.46 per share, (ii) cash consideration of \$423.3 million, and (iii) cash of \$0.1 million paid in lieu of issuing any fractional shares of our common stock. Pursuant to the terms of the definitive merger agreement, in connection with the closing of the CPA:18 Merger, we waived certain back-end fees that we would have otherwise been entitled to receive from CPA:18 – Global upon its liquidation pursuant to the terms of our pre-closing advisory agreement with CPA:18 – Global.

Immediately prior to the closing of the CPA:18 Merger, CPA:18 – Global's portfolio was comprised of full or partial ownership interests in 42 leased properties (including seven properties in which we already owned a partial ownership interest), substantially all of which were net leased with a weighted-average lease term of 7.0 years, an occupancy rate of 99.3%, and an estimated contractual minimum annualized base rent ("ABR") totaling \$81.0 million, as well as 65 self-storage operating properties and two student housing operating properties totaling 5.1 million square feet. The related property-level debt was comprised of non-recourse mortgage loans with an aggregate consolidated fair value of approximately \$900.2 million with a weighted-average annual interest rate of 5.1% as of August 1, 2022. From the closing of the CPA:18 Merger through September 30, 2022, lease revenues, operating property revenues, and net loss from properties acquired were \$16.5 million, \$15.4 million, and \$0.5 million, respectively.

Two of the net lease properties that we acquired in the CPA:18 Merger were classified as Assets held for sale, with an aggregate fair value of \$85.0 million at acquisition ([Note 5](#)). From the closing of the CPA:18 Merger through September 30, 2022, lease revenues from these properties totaled \$2.1 million. We sold one of these properties in August 2022 for total proceeds, net of selling costs, of \$44.5 million, and recognized a loss on sale of \$0.2 million ([Note 15](#)). We sold the other property in October 2023 for gross proceeds of approximately \$30.4 million ([Note 17](#)).

Purchase Price Allocation

We accounted for the CPA:18 Merger as a business combination under the acquisition method of accounting. After consideration of all applicable factors pursuant to the business combination accounting rules, we were considered the "accounting acquirer" due to various factors, including the fact that our stockholders held the largest portion of the voting rights in the combined company upon completion of the CPA:18 Merger. There have been no changes to the purchase price allocation for the CPA:18 Merger from what was disclosed in the 2022 Annual Report. Costs related to the CPA:18 Merger have been expensed as incurred and classified within Merger and other expenses in the consolidated statements of income, totaling \$17.1 million for the nine months ended September 30, 2022.

Goodwill

The \$172.3 million of goodwill recorded in the CPA:18 Merger was primarily due to the premium we paid over CPA:18 – Global's estimated fair value. Management believes the premium is supported by several factors, including that the CPA:18 Merger (i) concludes our exit from the non-traded REIT business, (ii) adds a high-quality diversified portfolio of net lease assets that is well-aligned with our existing portfolio, (iii) enhances certain portfolio metrics, and (iv) adds an attractive portfolio of self-storage operating properties. The fair value of the 13,786,302 shares of our common stock issued in the CPA:18 Merger as part of the consideration paid for CPA:18 – Global of \$1.6 billion was derived from the closing market price of our common stock on the acquisition date. As required by GAAP, the fair value related to the assets acquired and liabilities assumed, as well as the shares exchanged, has been computed as of the date we gained control, which was the closing date of the CPA:18 Merger, in a manner consistent with the methodology described above. Goodwill is not deductible for income tax purposes.

Equity Investments

During the third quarter of 2022, we recognized a gain on change in control of interests of approximately \$22.5 million, which was the difference between the carrying value of approximately \$65.8 million and the fair value of approximately \$88.3 million of our previously held equity interest in 8,556,732 shares of CPA:18 – Global's common stock.

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The CPA:18 Merger also resulted in our acquisition of the remaining interests in four investments in which we already had a joint interest and accounted for under the equity method. Upon acquiring the remaining interests in these investments, we owned 100% of these investments and thus accounted for the acquisitions of these interests utilizing the purchase method of accounting. Due to the change in control of the four jointly owned investments that occurred, we recorded a gain on change in control of interests of approximately \$11.4 million during the third quarter of 2022, which was the difference between our carrying values and the fair values of our previously held equity interests on August 1, 2022 of approximately \$17.2 million and approximately \$28.6 million, respectively. Subsequent to the CPA:18 Merger, we consolidate these wholly owned investments.

Pro Forma Financial Information

The following consolidated pro forma financial information has been presented as if the CPA:18 Merger had occurred on January 1, 2021 for the three and nine months ended September 30, 2022. The pro forma financial information is not necessarily indicative of what the actual results would have been had the CPA:18 Merger on that date, nor does it purport to represent the results of operations for future periods.

(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2022	2022	2022
Pro forma total revenues			\$ 397,915	\$ 1,187,887

Note 4. Agreements and Transactions with Related Parties

Advisory Agreements and Partnership Agreements with the Managed Programs NLOP and CESH

We currently have advisory arrangements with NLOP and CESH, pursuant to which we earn fees and are entitled to receive reimbursement for certain fund management administrative expenses. Upon completion of the CPA:18 Merger on August 1, 2022 (

W. P. Carey 3/31/2024 10-Q [Note 1](#), [Note 3](#)), our advisory agreements with CPA:18 – Global were terminated, and we ceased earning revenue from CPA:18 – Global. 10

Notes to Consolidated Financial Statements (Unaudited)

The following tables present a summary of revenue earned and reimbursable costs and distributions of Available Cash received/accrued from the Managed Programs NLOP and CESH for the periods indicated, included in the consolidated financial statements (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Asset management revenue (a) (b)	\$ 194	\$ 1,197	\$ 836	\$ 8,084
Reimbursable costs from affiliates (a)	97	344	322	2,414
Distributions of Available Cash (c)	—	3,345	—	8,746
Interest income on loans to affiliates (d)	—	4	—	112
	\$ 291	\$ 4,890	\$ 1,158	\$ 19,356

	Three Months Ended March 31,	
	2024	2023
Asset management revenue (a) (b)	\$ 1,893	\$ 339
Administrative reimbursements (a) (c)	1,000	—
Reimbursable costs from affiliates (a) (c)	63	101
	\$ 2,956	\$ 440

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Three Months Ended March 31,				
Three Months Ended March 31,				
Three Months Ended March 31,				
2024				
2024				
2024				
NLOP				
NLOP				
NLOP				
CESH	CESH	\$ 291	\$ 424	\$ 1,158
CPA:18 – Global		—	4,466	—
		\$ 291	\$ 4,890	\$ 1,158
CESH				
CESH				
		\$		
		—		
		\$		
		—		
		\$		
		—		

(a) Amounts represent revenues from contracts under ASC 606.
 (b) Included within Asset management revenue in the consolidated statements of income.
 (c) Included within Earnings from equity method investments Other advisory income and reimbursements in the consolidated statements of income.
 (d) Included within Non-operating income in the consolidated statements of income.

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Notes to Consolidated Financial Statements (Unaudited)

The following table presents a summary of amounts due from affiliates, which are included within Other assets, net in the consolidated financial statements (in thousands):

	September 30, 2023	December 31, 2022	March 31, 2024	March 31, 2024	December 31, 2023
Asset management fees receivable	Asset management fees receivable	\$ 191	\$ 386		
Accounts receivable					
Reimbursable costs	Reimbursable costs	122	204		
Accounts receivable		69	329		
		\$ 382	\$ 919		
		\$			

Asset Management Revenue

Under the advisory agreement with CESH, we earn asset management revenue at a rate of 1.0% based on its gross assets at fair value, paid in cash. After completion of the CPA:18 Merger on August 1, 2022, we no longer receive an asset management fee, which was initially set at an annual amount of \$7.5 million and is being reduced proportionately following the disposition of a portfolio property.

Administrative Reimbursements

Under the advisory agreement with NLOP, we earn a base administrative amount of approximately \$4.0 million annually, for certain administrative services, including day-to-day management services, investor relations, accounting, tax, legal, and other administrative matters, paid in cash.

Reimbursable Costs from Affiliates

CESH reimburses us in cash for certain personnel and overhead costs that we incur on its behalf, based on actual expenses incurred.

Distributions of Available Cash

We were entitled to receive distributions of up to 10% of the Available Cash (as defined in CPA:18 – Global's partnership agreement) from the operating partnership of CPA:18 – Global, payable quarterly in arrears. After completion of the CPA:18 Merger on August 1, 2022 (Note 3), we no longer receive distributions of Available Cash from CPA:18 – Global.

Back-End Fees and Interests in the Managed Programs CESH

Under our advisory arrangements with CESH, we may also receive compensation in connection with providing a liquidity event for its investors. Such back-end fees or interests include interests in disposition proceeds. There can be no assurance as to whether or when any back-end fees or interests will be realized.

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Notes to Consolidated Financial Statements (Unaudited)

Other Transactions with Affiliates

NLOP Advisory Agreements

Upon closing of the Spin-Off on November 1, 2023, we externally manage NLOP pursuant to the NLOP Advisory Agreements ([Note 17](#)).

Loans to Affiliates

From time to time, our board of directors has approved the making of secured and unsecured loans or lines of credit from us to certain of the Managed Programs, at our sole discretion, generally for the purpose of facilitating acquisitions or for working capital purposes. The loan agreement with CPA:18 – Global was terminated upon completion of the CPA:18 Merger on August 1, 2022. No such line of credit with CESH existed during the reporting period. [Related Parties](#)

Other

At [September 30, 2023](#) [March 31, 2024](#), we owned interests in eight jointly owned investments in real estate, with the remaining interests held by third parties. We consolidate four such investments and account for the remaining four investments under the equity method of accounting ([Note 8.7](#)). In addition, we owned limited partnership units of CESH at that date. We elected to account for our investment in CESH under the fair value option ([Note 8.7](#)).

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Notes to Consolidated Financial Statements (Unaudited)

Note 5.4. Land, Buildings and Improvements, and Assets Held for Sale

Land, Buildings and Improvements — Net Lease and Other

Land and buildings leased to others, which are subject to operating leases, and real estate under construction, are summarized as follows (in thousands):

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
	March 31, 2024		March 31, 2024	
Land	Land	\$ 2,385,620	\$ 2,400,002	
Buildings and improvements	Buildings and improvements	10,950,878	10,916,630	
Real estate under construction	Real estate under construction	54,194	22,225	
Less: Accumulated depreciation	Less: Accumulated depreciation	(1,727,825)	(1,672,091)	
		\$11,662,867	\$11,666,766	
	\$			

During the [nine](#) [three](#) months ended [September 30, 2023](#) [March 31, 2024](#), the U.S. dollar strengthened against the euro, as the end-of-period rate for the U.S. dollar in relation to the euro decreased by [0.7%](#) [2.2%](#) to [\\$1.0594](#) [\\$1.0811](#) from [\\$1.0666](#) [\\$1.1050](#). As a result of this fluctuation in foreign currency exchange rates, the carrying value of our Land, buildings and improvements — net lease and other decreased by [\\$28.7 million](#) [\\$79.5 million](#) from [December 31, 2022](#) [December 31, 2023](#) to [September 30, 2023](#) [March 31, 2024](#).

During the [nine](#) months ended [September 30, 2023](#), we reclassified a portfolio of 78 properties classified as Land, buildings and improvements — net lease and other to Net investments in finance leases and loans receivable due to the tenant's notice of intention to exercise a purchase option. As a result, the carrying value of our Land, buildings and improvements — net lease and other decreased by [\\$288.2 million](#) from [December 31, 2022](#) to [September 30, 2023](#) ([Note 6](#)).

On January 31, 2023, the master lease expired on certain hotel properties previously classified as net-lease properties, which converted to operating properties. As a result, in February 2023, we reclassified 12 consolidated hotel properties with an aggregate carrying value of [\\$164.6 million](#) from Land, buildings and improvements — net lease and other to Land, buildings and improvements — operating properties. Effective as of that time, we began recognizing operating property revenues and expenses from these properties, whereas previously we recognized lease revenues from these properties.

In connection with changes in lease classifications due to extensions of the underlying leases or entering into a new lease, we reclassified [five](#) [14](#) properties with an aggregate carrying value of [\\$25.4 million](#) [\\$105.5 million](#) from Net investments in finance leases and loans receivable to Land, buildings and improvements — net lease and other during the [nine](#) [three](#) months ended [September 30, 2023](#) [March 31, 2024](#) ([Note 6.5](#)).

Depreciation expense, including the effect of foreign currency translation, on our buildings and improvements subject to operating leases was [\\$80.9 million](#) [\\$71.6 million](#) and [\\$76.0 million](#) [\\$91.3 million](#) for the three months ended [September 30, 2023](#) [March 31, 2024](#) and [2022](#), respectively, and [\\$251.9 million](#) and [\\$221.0 million](#) for the nine months ended [September 30, 2023](#) and [2022](#), [2023](#), respectively.

Notes to Consolidated Financial Statements (Unaudited)

Acquisitions of Real Estate

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we entered into the following investments, which were deemed to be real estate asset acquisitions (dollars in thousands):

Property Location(s)	Number of Properties	Date of Acquisition	Property Type	Total Capitalized Costs
Various, United States	6	1/12/2023	Industrial	\$ 64,861
Various, Italy (5 properties) and Spain (3 properties) ^(a)	8	3/23/2023	Industrial	79,218
Various, Canada	11	4/1/2023	Industrial, Warehouse	467,811
Various, United States (4 properties), Canada (3 properties), and Mexico (2 properties) ^(b)	9	4/18/2023	Industrial	97,952
Various, United States ^(c)	9	5/5/2023; 5/26/2023	Retail (Car Wash) Education (Medical School)	39,713
Various, United States	4	6/15/2023	Education (Medical School)	139,092
	47			\$ 888,647

Property Location(s)	Number of Properties	Date of Acquisition	Property Type	Total Capitalized Costs
Doncaster, United Kingdom ^(a)	2	1/9/2024	Retail	\$ 30,055
Various, Italy ^(a)	5	1/30/2024	Industrial, Warehouse	148,130
Laval, Canada ^(a)	1	3/26/2024	Industrial	2,604
	8			\$ 180,789

(a) Amount reflects the applicable exchange rate on the date of transaction.

^(b) W. P. Carey 3/31/2024 10-Q Amount includes \$3.1 million for an expansion at a property leased to this tenant that we already own.

^(c) We also entered into a purchase agreement to acquire two additional retail (car wash) facilities leased to this tenant totaling \$8.7 million, which is expected to be completed during the fourth quarter of 2023. **- 12**

Notes to Consolidated Financial Statements (Unaudited)

The aggregate purchase price allocation for investments disclosed above is as follows (dollars in thousands):

	Total Capitalized Costs
Land	\$ 135,502 48,071
Buildings and improvements	604,973 111,460
Intangible assets:	
In-place lease (weighted-average expected life of 21.9 18.2 years)	142,073 21,258
Right-of-use assets:	
Finance lease ^(a)	12,981
Prepaid rent liabilities	(6,882)
	\$ 888,647 180,789

(a) Represents consideration paid to acquire a leasehold interest in land, buildings and improvements. The lease was determined to be a finance lease due to our intention to acquire the land, buildings and improvements upon lease expiration. These assets are included in in-place lease intangible assets and other in the consolidated balance sheets.

Real Estate Under Construction — Net Lease and Operating Properties

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we capitalized real estate under construction totaling **\$72.6 million** **\$9.4 million**. The number of construction projects in progress with balances included in real estate under construction was **12** **10** and **eight** **11** as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively. Aggregate unfunded commitments totaled approximately **\$94.4 million** **\$107.5 million** and **\$61.1 million** **\$71.8 million** as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively.

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Notes to Consolidated Financial Statements (Unaudited)

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we completed the following construction projects (dollars in thousands):

Property Location(s)	Primary Transaction Type	Number of Properties	Date of Completion	Property Type	Total Capitalized Costs
Evansville, Indiana and Lawrence, Kansas	Renovation	2	3/23/2023	Industrial	\$ 20,637
Pleasanton, California	Redevelopment	1	8/21/2023	Laboratory	\$ 13,905
		<u>3</u>			<u>\$ 34,542</u>
Property Location(s)	Primary Transaction Type	Number of Properties	Date of Completion	Property Type	Total Capitalized Costs
Salisbury, NC	Expansion	1	3/8/2024	Industrial	\$ 14,737
		<u>1</u>			<u>\$ 14,737</u>

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we committed to fund **three** a redevelopment **projects**, **project** for **an aggregate amount of** **\$80.6 million**, **\$44.1 million**. We currently expect to complete the **projects** **project** in **2024** and **2025**.

Capitalized interest incurred during construction was **\$0.2 million** **\$0.3 million** and **\$0.3 million** **\$0.1 million** for the three months ended **September 30, 2023** **March 31, 2024** and **2022**, respectively, and **\$0.3 million** and **\$1.3 million** for the nine months ended **September 30, 2023** and **2022, 2023**, respectively, which reduces Interest expense in the consolidated statements of income.

Dispositions of Properties

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we sold **nine** **three** properties, which were classified as Land, buildings and improvements — net lease and other. As a result, the carrying value of our Land, buildings and improvements — net lease and other decreased by **\$93.4 million** **\$19.2 million** from **December 31, 2022** **December 31, 2023** to **September 30, 2023** **March 31, 2024** (Note [15](#) [14](#)).

Other Lease-Related Income

2023 **2024** — For the three and **nine** months ended **September 30, 2023** **March 31, 2024**, other lease-related income on our consolidated statements of income included: (i) included other lease-related settlements totaling **\$1.7 million** and **\$7.3 million**, respectively and (ii) lease termination income totaling **\$11.4 million** for the nine months ended **September 30, 2023**, received from two tenants in connection with the sales of the properties they occupied, **\$1.8 million**.

2022 **2023** — For the three and **nine** months ended **September 30, 2022** **March 31, 2023**, other lease-related income on our consolidated statements of income included: (i) lease termination income of **\$4.2 million** totaling **\$11.4 million** received from a tenant during two tenants in connection with the third quarter sales of **2022**, the properties they occupied and (ii) other lease-related settlements totaling **\$3.8 million** and **\$10.0 million**, respectively; (iii) income from a parking garage attached **\$1.3 million**.

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Notes to one of our net-leased properties totaling \$0.2 million and \$1.5 million, respectively; and (iv) lease termination income of \$8.2 million received from a tenant during the nine months ended September 30, 2022. **Consolidated Financial Statements (Unaudited)**

Leases

Operating Lease Income

Lease income related to operating leases recognized and included in the consolidated statements of income is as follows (in thousands):

Three Months Ended September 30,	Nine Months Ended September 30,
----------------------------------	---------------------------------

	2023	2022	2023	2022
	Three Months Ended March 31,			
	Three Months Ended March 31,			
	Three Months Ended March 31,			
	2024			
	2024			
	2024			
Lease income — fixed				
Lease income — fixed				
Lease income — fixed	\$ 325,481	\$ 295,433	\$ 958,015	\$ 852,843
Lease income — variable (a)	43,678	36,469	132,604	101,138
Lease income — variable (a)				
Lease income — variable (a)				
Total operating lease income	\$ 369,159	\$ 331,902	\$ 1,090,619	\$ 953,981
Total operating lease income				
Total operating lease income				

(a) Includes (i) rent increases based on changes in the U.S. Consumer Price Index ("CPI") and other comparable indices and (ii) reimbursements for property taxes, insurance, and common area maintenance services.

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Notes to Consolidated Financial Statements (Unaudited)

Land, Buildings and Improvements — Operating Properties

At September 30, 2023 both March 31, 2024 and December 31, 2023, Land, buildings and improvements — operating properties consisted of our investments in 77 consolidated self-storage properties, five consolidated hotels, and two consolidated student housing properties. At December 31, 2022, Land, buildings and improvements — operating properties consisted of our investments in 75 consolidated self-storage properties, two consolidated student housing properties, and one consolidated hotel. Below is a summary of our Land, buildings and improvements — operating properties (in thousands):

	September 30, 2023	December 31, 2022
Land	\$ 141,942	\$ 122,317
Buildings and improvements	1,080,058	955,009
Real estate under construction	62	18,566
Less: Accumulated depreciation	(72,781)	(28,295)
	\$ 1,149,281	\$ 1,067,597

As described above under *Land, Buildings and Improvements — Net Lease and Other*, on January 31, 2023, the master lease expired on certain hotel properties previously classified as net-lease properties, which converted to operating properties. As a result, in February 2023, we reclassified 12 consolidated hotel properties with an aggregate carrying value of \$164.6 million from Land, buildings and improvements — net lease and other to Land, buildings and improvements — operating properties. We sold three of these hotel properties during the third quarter of 2023. As a result, the carrying value of our Land, buildings and improvements — operating properties decreased by \$38.7 million from December 31, 2022 to September 30, 2023 ([Note 15](#)). In addition, we reclassified five of these hotel properties to Assets held for sale, net, as of September 30, 2023. As a result, the carrying value of our Land, buildings and improvements — operating properties decreased by \$50.8 million from December 31, 2022 to September 30, 2023.

During the nine months ended September 30, 2023, the U.S. dollar weakened against the British pound sterling, resulting in an increase of \$1.5 million in the carrying value of our Land, buildings and improvements — operating properties from December 31, 2022 to September 30, 2023.

During the nine months ended September 30, 2023, we completed a student housing development project and reclassified \$24.6 million from real estate under construction to buildings and improvements attributable to operating properties.

During the nine months ended September 30, 2023, we entered into the following self-storage operating property investments, which were deemed to be real estate asset acquisitions (dollars in thousands):

Property Location(s)	Number of Properties	Date of Acquisition	Property Type	Total Capitalized Costs
Little Rock, Arkansas ^(a)	1	6/22/2023	Self-Storage	\$ 6,166
Houston, Texas	1	8/25/2023	Self-Storage	\$ 13,120
	2			\$ 19,286

(a) We also committed to fund \$3.6 million for an expansion at this facility, which is expected to be completed in the first quarter of 2024.

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Notes to Consolidated Financial Statements (Unaudited)

The aggregate purchase price allocation for investments disclosed above is as follows (dollars in thousands):

	Total Capitalized Costs
Land	\$ 5,404
Buildings and improvements	13,303
Intangible assets:	
In-place lease (weighted-average expected life of 0.5 years)	579
	\$ 19,286
	March 31, 2024
Land	\$ 148,860
Buildings and improvements	1,104,556
Real estate under construction	2,755
Less: Accumulated depreciation	(87,350)
	\$ 1,168,821
	December 31, 2023
	\$ 150,084
	1,104,635
	1,530
	(80,057)
	\$ 1,176,192

Depreciation expense, including the effect of foreign currency translation, on our buildings and improvements attributable to operating properties was \$7.8 million \$7.3 million and \$4.1 million \$7.2 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$22.7 million and \$5.4 million for the nine months ended September 30, 2023 and 2022, respectively.

Assets Held for Sale, Net

Below is a summary of our properties held for sale (in thousands):

	September 30, 2023	December 31, 2022
Land, buildings and improvements — net lease and other	\$ 39,372	\$ 47,134
Land, buildings and improvements — operating properties	71,719	—
In-place lease intangible assets and other	12,910	10,854
Above-market rent intangible assets	5,625	3,210
Accumulated depreciation and amortization	(27,611)	(3,254)
Assets held for sale, net	\$ 102,015	\$ 57,944
	March 31, 2024	December 31, 2023
Land, buildings and improvements — net lease and other	\$ 46,986	\$ 46,986
In-place lease intangible assets and other	5,222	—
Above-market rent intangible assets	8,374	—
Accumulated depreciation and amortization	(23,460)	—
Assets held for sale, net	\$ 37,122	\$ 37,122

At September 30, 2023, December 31, 2023 we had eight properties classified as Assets held for sale, net, with a carrying value of \$102.0 million. Six of these properties were sold in the fourth quarter of 2023 ([Note 17](#)). The estimated purchase price for one of these properties was lowered during the third quarter of 2023. As a result, we recognized a loss on sale of real estate of \$11.7 million during the three and nine months ended September 30, 2023, reflecting the updated estimated purchase price, in accordance with ASC 360, *Property, Plant, and Equipment*. This property was sold in the fourth quarter of 2023 ([Note 17](#)).

At December 31, 2022 we had three properties classified as Assets held for sale, net, with an aggregate carrying value of \$57.9 million. Two of these properties were sold in the first quarter of 2023 and one was sold in the fourth quarter of 2023 (January 2024).

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Notes to Consolidated Financial Statements (Unaudited)

Note 6.5. Finance Receivables

Assets representing rights to receive money on demand or at fixed or determinable dates are referred to as finance receivables. Our finance receivables portfolio consists of our Net investments in finance leases and loans receivable (net of allowance for credit losses). Operating leases are not included in finance receivables.

Finance Receivables

Net investments in finance leases and loans receivable are summarized as follows (in thousands):

	Maturity Date	September 30, 2023	December 31, 2022		
Net investments in direct financing leases ^(a)	Net investments in direct financing leases ^(a)	2024 – 2036	\$ 476,410	\$498,313	
Sale-leaseback transactions accounted for as loans receivable ^(b)	Net investments in sales-type leases ^{(b) (c)}	2024	451,421	—	
Sale-leaseback transactions accounted for as loans receivable ^{(b) (c)}	Secured loans receivable ^(d)	2038 – 2052	233,590	234,198	
		2023	11,250	39,250	
			\$1,172,671	\$771,761	
			\$		

(a) Amounts are net of allowance for credit losses, as disclosed below under *Net Investments in Direct Financing Leases*.

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(b) These investments are assessed for credit loss allowances but no such allowances were recorded as of September 30, 2023 or December 31, 2022.

(c) These investments are accounted for as loans receivable in accordance with ASC 310, *Receivables* and ASC 842, *Leases*. Maturity dates reflect the current lease maturity dates. Amounts are net of allowance for credit losses of \$6.1 million and \$0.8 million as of March 31, 2024 and December 31, 2023, respectively.

(c) These investments are assessed for credit loss allowances but no such allowances were recorded as of March 31, 2024 or December 31, 2023.

(d) Amounts are net of allowance for credit losses of \$2.1 million as of both September 30, 2023 and December 31, 2022 December 31, 2023. See below under *Loans Receivable* for discussion of the repayment of this secured loan receivable.

Net Investments in Direct Financing Leases

Net investments in direct financing leases is summarized as follows (in thousands):

	September 30, 2023	December 31, 2022	March 31, 2024	March 31, 2024	December 31, 2023
Lease payments receivable	Lease payments receivable		\$293,617	\$332,618	
Unguaranteed residual value	Unguaranteed residual value		444,892	470,839	
			738,509	803,457	
			515,444		
Less: unearned income	Less: unearned income		(259,479)	(296,411)	
Less: allowance for credit losses	Less: allowance for credit losses		(2,620)	(8,733)	
(a)	(a)		\$476,410	\$498,313	
			\$		

(a) During the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, we recorded a net release of allowance for credit losses of \$6.1 million \$7.1 million and \$6.7 million \$3.4 million, respectively, on our net investments in direct financing leases due to changes in expected economic conditions, and improved credit quality for certain tenants, which was included within Other gains and (losses) in our consolidated statements of income. In addition, during the three months ended March 31, 2024, we reduced the allowance for credit losses balance by \$17.0 million, in connection with the reclassification of certain properties from Net investments in finance leases and loans receivable to Land, buildings and improvements — net lease and other, as described below.

Income from direct financing leases, which is included in Income from finance leases and loans receivable in the consolidated financial statements, was \$12.6 million \$8.9 million and \$13.0 million \$12.7 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$38.1 million and \$40.2 million for the nine months ended September 30, 2023 and 2022, 2023, respectively.

During the nine three months ended September 30, 2023 March 31, 2024, we reclassified five 14 properties with an aggregate carrying value of \$25.4 million \$105.5 million from Net investments in finance leases and loans receivable to Land, buildings and improvements — net lease and other in connection with changes in lease classifications due to extensions of the underlying leases, leases or entering into a new lease. During the nine three months ended September 30, 2023 March 31, 2024, the U.S. dollar strengthened against the euro, resulting in a \$1.7 million \$12.2 million decrease in the carrying value of Net investments in finance leases and loans receivable from December 31, 2022 December 31, 2023 to September 30, 2023 March 31, 2024.

Net Investments in Sales-Type Leases

On February 28, 2023, the tenant occupying our portfolio of 78 net-lease self-storage properties located in the United States provided notice of its intention to exercise its option to repurchase the properties. The purchase price will be calculated using the U.S. CPI as of the closing date.

In accordance with ASC 842, *Leases*, we reclassified these net-lease assets to net investments in sales-type leases totaling \$451.4 million on our consolidated balance sheets as of September 30, 2023 (based on the present value of remaining rents and estimated purchase price, using the CPI rates as of the exercise notice date), since the tenant provided notice of its intention to exercise its purchase option. In connection with this transaction, we reclassified the following amounts to Net investments in finance leases and loans receivable: (i) \$393.7 million from Land, buildings and improvements — net lease and other, (ii) \$36.6 million from In-place lease intangible assets and other, (iii) \$22.4 million from Above-market rent intangible assets, (iv) \$18.5 million from Below-market rent and other intangible liabilities, net, and (v) \$159.0 million from Accumulated depreciation and amortization. We recognized an aggregate Gain on sale of real estate, net, of \$176.2 million during the nine months ended September 30, 2023 related to this transaction.

Earnings from our net investments in sales-type leases are included in Income from finance leases and loans receivable in the consolidated financial statements, and totaled \$9.7 million and \$22.6 million for the three and nine months ended September 30, 2023, respectively. Prior to this reclassification to net investments in sales-type leases, earnings from this investment were recognized in Lease revenues in the consolidated financial statements.

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Net investments in sales-type leases is summarized as follows (in thousands):

	September 30, 2023	December 31, 2022
Lease payments receivable (a)	\$ 470,836	\$ —
	<u>470,836</u>	<u>—</u>
Less: unearned income	(19,415)	—
	<u>\$ 451,421</u>	<u>\$ —</u>

(a) Includes estimated purchase price and total rents owed.

Loans Receivable

During the three months ended March 31, 2024, we entered into the following sale-leaseback, which was deemed to be a loan receivable in accordance with ASC 310, *Receivables* and ASC 842, *Leases* (dollars in thousands):

Property Location(s)	Number of Properties	Date of Acquisition	Property Type	Total Investment
Various, Italy (a)	4	3/26/2024	Industrial, Warehouse	\$ 83,890
	<u>4</u>			<u>\$ 83,890</u>

(a) Amount reflects the applicable exchange rate on the date of transaction.

In August 2023, one of our March 2024, a secured loans loan receivable was repaid to us for \$28.0 \$24.0 million. In connection with this repayment, we received an \$0.6 recorded a release of allowance for credit losses of \$2.1 million prepayment penalty from since the borrower, loan principal was fully repaid. In addition, we collected \$1.4 million of unpaid interest related to a prior year upon repayment of this secured loan receivable, which was included in Income from finance leases and loans receivable in the consolidated financial statements of income for both the three and nine months ended September 30, 2023 March 31, 2024.

Earnings from our loans receivable are included in Income from finance leases and loans receivable in the consolidated financial statements, and totaled \$5.3 million \$5.9 million and \$7.6 million \$4.8 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, 2023, respectively.

Net Investments in Sales-Type Leases

During the three months ended March 31, 2024, we completed the sale of a portfolio of 78 net-lease self-storage properties located in the United States, which was accounted for as net investments in sales-type leases and \$15.0 million included in Net investments in finance leases and \$16.6 million loans receivable in the consolidated balance sheets. As a result, the carrying value of Net investments in finance leases and loans receivable decreased by \$451.4 million from December 31, 2023 to March 31, 2024 (Note 14). The tenant had previously provided notice of its intention to exercise its option to repurchase the properties during the first quarter of 2023. We recognized an aggregate Gain on sale of real estate, net, of \$176.2 million during the three months ended March 31, 2023 related to this transaction.

During the three months ended March 31, 2024, we completed the sale of a portfolio of 70 net-lease office properties located in Andalusia, Spain, to the tenant occupying the properties, which was accounted for as net investments in sales-type leases and included in Net investments in finance leases and loans receivable in the consolidated balance sheets. As a result, the carrying value of Net investments in finance leases and loans receivable decreased by \$359.3 million from December 31, 2023 to March 31, 2024 (Note 14). We had previously entered into an agreement to sell the portfolio to the tenant occupying the properties during the fourth quarter of 2023. We recognized an aggregate Gain on sale of real estate, net, of \$59.1 million during the three months ended December 31, 2023 related to this transaction.

Earnings from our net investments in sales-type leases are included in Income from finance leases and loans receivable in the consolidated financial statements, and totaled \$11.0 million and \$3.2 million for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively. Prior to the respective reclassifications to net investments in sales-type leases, earnings from such investments were recognized in Lease revenues in the consolidated financial statements.

Net investments in sales-type leases is summarized as follows (in thousands):

	March 31, 2024	December 31, 2023
--	----------------	-------------------

Lease payments receivable (a)	\$ 22,253	\$ 849,881
	22,253	849,881
Less: unearned income	(1,161)	(14,147)
	<u>\$ 21,092</u>	<u>\$ 835,734</u>

(a) Includes estimated purchase price and total rents owed.

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Notes to Consolidated Financial Statements (Unaudited)

Credit Quality of Finance Receivables

We generally invest in facilities that we believe are critical to a tenant's business and therefore have a lower risk of tenant default. During the nine months ended September 30, 2023, we reclassified certain assets to net investments in sales-type leases (which are considered finance receivables), as described above under *Net Investments in Sales-Type Leases*. At both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, no material balances of our finance receivables were past due. Other than the lease extension extensions and new lease noted under *Net Investments in Direct Financing Leases* above, there were no material modifications of finance receivables during the nine three months ended September 30, 2023 March 31, 2024.

We evaluate the credit quality of our finance receivables utilizing an internal five-point credit rating scale, with one representing the highest credit quality and five representing the lowest. A credit quality of one through three indicates a range of investment grade to stable. A credit quality of four through five indicates a range of inclusion on the watch list to risk of default. The credit quality evaluation of our finance receivables is updated quarterly.

A summary of our finance receivables by internal credit quality rating, excluding our allowance for credit losses, is as follows (dollars in thousands):

Internal Credit Quality Indicator	Indicator	Number of Tenants / Obligors at		Carrying Value at		Internal Credit Quality Indicator	Number of Tenants / Obligors at		Carrying Value at		
		Number of Tenants / Obligors at		Carrying Value at			Number of Tenants / Obligors at		Carrying Value at		
		September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022		March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023	
1 – 3	1 – 3	19	19	\$1,098,791	\$664,761						
4	4	6	8	78,600	117,833						
5	5	—	—	—	—						
				\$1,177,391	\$782,594						
				\$	=						

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Note 7.6. Goodwill and Other Intangibles

We have recorded lease and internal-use software development intangibles that are being amortized over periods ranging from one year to 48 years. In-place lease intangibles, at cost are included in In-place lease intangible assets and other in the consolidated financial statements. Above-market rent intangibles, at cost are included in Above-market rent intangible assets in the consolidated financial statements. Accumulated amortization of in-place lease and above-market rent intangibles is included in Accumulated depreciation and amortization in the consolidated financial statements. Internal-use software development intangibles are included in Other assets, net in the consolidated financial statements. Below-market rent and below-market purchase option intangibles are included in Below-market rent and other intangible liabilities, net in the consolidated financial statements.

Net lease intangibles recorded in connection with property acquisitions during the nine three months ended September 30, 2023 March 31, 2024 are described in Note 5.4.

Goodwill decreased by **\$3.2 million** **\$4.2 million** during the **nine** **three** months ended **September 30, 2023** **March 31, 2024** due to foreign currency translation **adjustments**, and was **fully reflected within our Real Estate segment as of both September 30, 2023 and December 31, 2022** **adjustments**.

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Intangible assets, intangible liabilities, and goodwill are summarized as follows (in thousands):

		September 30, 2023			December 31, 2022					
		Gross	Carrying	Accumulated	Net Carrying	Gross	Carrying	Accumulated	Net Carrying	
		Amount	Amortization	Amount	Amount	Amount	Amortization	Amount	Amount	
		March 31, 2024				March 31, 2024				December 31, 2023
		Gross	Carrying	Accumulated	Net Carrying	Gross	Carrying	Accumulated	Net Carrying	Gross
		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Finite-Lived	Finite-Lived									
Intangible	Intangible									
Assets	Assets									
Internal-use	Internal-use									
software	software									
development	development									
costs	costs	\$ 20,496	\$ (19,463)	\$ 1,033	\$ 19,812	\$ (19,144)	\$ 668			
		20,496	(19,463)	1,033	19,812	(19,144)	668			
Internal-use software										
development costs										
Internal-use software										
development costs										
		2,045								
Lease	Lease									
Intangibles:	Intangibles:									
In-place lease	In-place lease	2,549,879	(1,131,197)	1,418,682	2,523,318	(1,061,235)	1,462,083			
In-place lease										
In-place lease										
Above-market	Above-market									
rent	rent	771,071	(506,380)	264,691	833,751	(507,436)	326,315			
		3,320,950	(1,637,577)	1,683,373	3,357,069	(1,568,671)	1,788,398			
		2,834,738								
Goodwill	Goodwill									
Goodwill	Goodwill	1,034,183	—	1,034,183	1,037,412	—	1,037,412			
Total	Total									
intangible	intangible									
assets	assets	\$4,375,629	\$ (1,657,040)	\$2,718,589	\$4,414,293	\$ (1,587,815)	\$2,826,478			
Finite-Lived	Finite-Lived									
Intangible	Intangible									
Liabilities	Liabilities									
Finite-Lived Intangible	Finite-Lived									
Liabilities										
Finite-Lived Intangible	Finite-Lived									
Liabilities										

Below-market rent	Below-market rent	\$ (233,089)	\$ 80,040	\$ (153,049)	\$ (293,160)	\$ 125,287	\$ (167,873)
Indefinite-Lived Intangible Liabilities							
Below-market purchase option							
Below-market rent							
Below-market rent							
Total intangible liabilities	Total intangible liabilities	\$ (233,089)	\$ 80,040	\$ (153,049)	\$ (309,871)	\$ 125,287	\$ (184,584)
Total intangible liabilities							
Total intangible liabilities							

During the **nine** three months ended **September 30, 2023** **March 31, 2024**, the U.S. dollar strengthened against the euro, resulting in **a** decrease of **\$1.3 million** **\$9.4 million** in the carrying value of our net intangible assets from **December 31, 2022** **December 31, 2023** to **September 30, 2023** **March 31, 2024**. See [Note 6](#) for a description of intangible assets and liabilities reclassified to net investments in sales-type leases during the nine months ended September 30, 2023.

Net amortization of intangibles, including the effect of foreign currency translation, was **\$62.6 million** **\$42.6 million** and **\$62.1 million** **\$67.5 million** for the three months ended **September 30, 2023** **March 31, 2024** and **2022**, respectively, and **\$193.7 million** and **\$165.6 million** for the nine months ended **September 30, 2023** and **2022, 2023**, respectively. Amortization of below-market rent and above-market rent intangibles is recorded as an adjustment to Lease revenues and amortization of internal-use software development and in-place lease intangibles is included in Depreciation and amortization.

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Note 8.7. Equity Method Investments

Interests in Unconsolidated Real Estate Investments and CESH

We own interests in certain unconsolidated real estate investments with third parties and in **the Managed Programs**. **CESH**. There have been no significant changes in our equity method investment policies from what was disclosed in the **2022** **2023 Annual Report**.

Interests in Unconsolidated Real Estate Investments

We own equity interests in properties that are generally leased to companies through noncontrolling interests in partnerships and limited liability companies that we do not control but over which we exercise significant influence. The underlying investments are jointly owned with third parties. We account for these investments under the equity method of accounting. **Operating results of** **We account for our unconsolidated real estate investments are included** **interest in CESH under the Real Estate segment**. **equity method because, as its advisor, we do not exert control over, but we do have the ability to exercise significant influence over, CESH.**

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The following table sets forth our ownership interests in our equity method investments in real estate, excluding the **Managed Programs**, and their respective carrying values (dollars in thousands):

Lessee/Fund/Description	Lessee/Fund/Description	Carrying Value at						Lessee/Fund/Description	Ownership Interest	Carrying Value at			
		Carrying Value			at					March 31, 2024	December 31, 2023		
		Co-owner	Interest	September 30, 2023	December 31, 2022								
Las Vegas Retail Complex ^(a)	Las Vegas Retail Complex ^(a)	Third Party	N/A	\$232,941	\$196,352								
Johnson Self Storage	Johnson Self Storage	Third Party	90%	64,286	65,707								

Kesco Senukai (b)	Kesco Senukai (b)	Third Party	70%	28,414	38,569
Harmon Retail	Harmon Retail	Third			
Corner (c)	Corner (c)	Party	15%	24,118	24,649
				\$349,759	\$325,277
CESH (d)					
				—	
				\$	
				=	

(a) On June 10, 2021, we entered into an agreement to fund a construction loan of approximately \$261.9 million (as of **September 30, 2023** **March 31, 2024**) for a retail complex in Las Vegas, Nevada. Through **September 30, 2023** **March 31, 2024**, we funded **\$229.8 million** **\$233.2 million**, including **\$36.6 million** **\$1.8 million** during the **nine** **three** months ended **September 30, 2023** **March 31, 2024**. Equity income from this investment was **\$9.1 million** **\$3.1 million** and **\$6.2 million** **\$3.3 million** for the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, respectively, which was recognized within Earnings from equity method investments in our consolidated statements of income.

(b) The carrying value of this investment is affected by fluctuations in the exchange rate of the euro.

(c) This investment is reported using the hypothetical liquidation at book value model, which may be different than pro rata ownership percentages, primarily due to the capital structure of the partnership agreement.

We received aggregate distributions of \$25.2 million and \$24.2 million from our unconsolidated real estate investments for the nine months ended September 30, 2023 and 2022, respectively. At September 30, 2023 and December 31, 2022, the aggregate unamortized basis differences on our unconsolidated real estate investments were \$18.3 million and \$19.1 million, respectively.

Managed Programs

We own interests in the Managed Programs and account for these interests under the equity method because, as their advisor, we do not exert control over, but we do have the ability to exercise significant influence over, the Managed Programs. Operating results of the Managed Programs are included in the Investment Management segment.

CPA:18 – Global— On August 1, 2022, we acquired all of the remaining interests in CPA:18 – Global and the CPA:18 – Global operating partnership in the CPA:18 Merger ([Note 1](#)). We received distributions from this investment during the nine months ended September 30, 2022 of \$1.6 million. We received distributions from our investment in the CPA:18 – Global operating partnership during the nine months ended September 30, 2022 of \$8.7 million ([Note 4](#)).

CESH— (d) We have elected to account for our investment in 2.43% of CESH at fair value by selecting the equity method fair value option available under GAAP. We record our investment in CESH on a one quarter lag; therefore, the balance of our equity method investment in CESH recorded as of **September 30, 2023** **March 31, 2024** is based on the estimated fair value of our investment as of **June 30, 2023** **December 31, 2023**. The carrying amount

We received aggregate distributions of \$4.1 million and \$5.7 million from our investment in CESH was \$1.8 million unconsolidated real estate investments for the three months ended March 31, 2024 and \$2.2 million as of **September 30, 2023** 2023, respectively. At March 31, 2024 and **December 31, 2022** December 31, 2023, the aggregate unamortized basis differences on our unconsolidated real estate investments were \$17.7 million and \$18.0 million, respectively. We received distributions a distribution from this investment CESH during both the **nine** **three** months ended **September 30, 2023** and **2022** **March 31, 2023** of **\$1.2 million** **\$0.5 million**. We did not receive a distribution from CESH during the three months ended March 31, 2024.

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Note 9.8. Fair Value Measurements

The fair value of an asset is defined as the exit price, which is the amount that would either be received when an asset is sold or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance establishes a three-tier fair value hierarchy based on the inputs used in measuring fair value. These tiers are: Level 1, for which quoted market prices for identical instruments are available in active markets, such as money market funds, equity securities, and U.S. Treasury securities; Level 2, for which there are inputs other than quoted prices included within Level 1 that are observable for the instrument, such as certain derivative instruments including interest rate caps, interest rate swaps, and foreign currency collars; and Level 3, for securities that do not fall into Level 1 or Level 2 and for which little or no market data exists, therefore requiring us to develop our own assumptions.

Items Measured at Fair Value on a Recurring Basis

The methods and assumptions described below were used to estimate the fair value of each class of financial instrument. For significant Level 3 items, we have also provided the unobservable inputs.

Derivative Assets and Liabilities — Our derivative assets and liabilities, which are included in Other assets, net and Accounts payable, accrued expenses and other liabilities, respectively, in the consolidated financial statements, are comprised of foreign currency collars, interest rate swaps, interest rate caps, and stock warrants ([Note 10.9](#)).

Notes to Consolidated Financial Statements (Unaudited)

The valuation of our derivative instruments (excluding stock warrants) is determined using a discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, as well as observable market-based inputs, including interest rate curves, spot and forward rates, and implied volatilities. We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative instruments for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees. These derivative instruments were classified as Level 2 as these instruments are custom, over-the-counter contracts with various bank counterparties that are not traded in an active market.

The stock warrants were measured at fair value using valuation models that incorporate market inputs and our own assumptions about future cash flows. We classified these assets as Level 3 because these assets are not traded in an active market.

Equity Method Investment in CESH — We have elected to account for our investment in CESH, which is included in Equity method investments in the consolidated financial statements, at fair value by selecting the equity method fair value option available under GAAP ([Note 8.7](#)). We classified this investment as Level 3 because we primarily used valuation models that incorporate unobservable inputs to determine its fair value.

Investment in Shares of Lineage Logistics — We have elected to apply the measurement alternative under *Accounting Standards Update 2016-01, Financial Instruments — Overall (Subtopic 825-10)* to account for our investment in shares of Lineage Logistics (a cold storage REIT), which is included in Other assets, net in the consolidated financial statements. Under this alternative, the carrying value is adjusted for any impairments or changes in fair value resulting from observable transactions for similar or identical investments in the issuer. We classified this investment as Level 3 because it is not traded in an active market. During the **nine three** months ended **September 30, 2022** **March 31, 2024**, we received cash dividends of **\$4.3 million** **\$3.0 million** from our investment in shares of Lineage, Logistics, which was recorded within Non-operating income in the consolidated financial statements. The fair value of this investment was \$404.9 million at both **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**.

Investment in Shares of GCIF — We account for our investment in shares of Guggenheim Credit Income Fund ("GCIF"), which is included in Other assets, net in the consolidated financial statements, at fair value. We classified this investment as Level 2 because we used a quoted price from an inactive market to determine its fair value. During the **nine months ended September 30, 2023**, we received liquidating distributions from our investment in shares of GCIF totaling \$0.8 million, which reduced the cost basis of our investment (in March 2021, GCIF announced its intention to liquidate and to distribute substantially all of its assets). The fair value of our investment in shares of GCIF was \$0.9 million \$0.8 million at both **March 31, 2024** and **\$1.7 million** at **September 30, 2023** and **December 31, 2022**, respectively.

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Investment in Preferred Shares of WLT — In January 2022, Watermark Lodging Trust, Inc. ("WLT") redeemed in full our 1,300,000 shares of its preferred stock for gross proceeds of \$65.0 million (based on the liquidation preference of \$50.00 per share) December 31, 2023. In connection with this redemption, we reclassified an unrealized gain on this investment of \$18.7 million from Accumulated other comprehensive loss to Other gains and (losses) in the consolidated financial statements ([Note 13](#)). Prior to this redemption, we accounted for this investment, which was included in Other assets, net in the consolidated financial statements, as available-for-sale debt securities at fair value (Level 3). During the **nine months ended September 30, 2022**, we received cash dividends of \$0.9 million from our investment in preferred shares of WLT, which was recorded within Non-operating income in the consolidated financial statements.

Investment in Common Shares of WLT — In January 2022, we reclassified our investment in 12,208,243 shares of common stock of WLT from equity method investments to equity securities, since we no longer had significant influence over WLT, following the redemption of our investment in preferred shares of WLT, as described above. As a result, we accounted for this investment, which was included in Other assets, net in the consolidated financial statements, at fair value. We classified this investment as Level 3 because it was not traded in an active market. We recognized non-cash unrealized gains of \$43.4 million on our investment in shares of common stock of WLT during the **nine months ended September 30, 2022**, reflecting the most recently published net asset value of WLT, which was recorded within Other gains and (losses) in the consolidated financial statements. WLT completed its previously announced sale to private real estate funds in October 2022 and we received \$82.6 million in cash proceeds.

We did not have any transfers into or out of Level 1, Level 2, and Level 3 category of measurements during either the **nine three** months ended **September 30, 2023** **March 31, 2024** or **2022** **2023**. Gains and losses (realized and unrealized) recognized on items measured at fair value on a recurring basis included in earnings are reported within Other gains and (losses) on our consolidated financial statements.

Our other material financial instruments had the following carrying values and fair values as of the dates shown (dollars in thousands):

	September 30, 2023	December 31, 2022		
Level	Carrying Value	Fair Value	Carrying Value	Fair Value

		March 31, 2024				March 31, 2024		December 31, 2023	
	Level		Level	Carrying Value	Fair Value		Carrying Value		Fair Value
Senior	Senior								
Unsecured	Unsecured	2							
Notes, net	Notes, net and								
(a) (b) (c)	(a) (b) (c)	3	\$ 5,902,854	\$ 5,224,131	\$ 5,916,400	\$ 5,238,588			
Non-recourse mortgages, net	Non-recourse mortgages, net	(a) (b) (d)	3	784,750	767,999	1,132,417	1,109,449		

(a) The carrying value of Senior Unsecured Notes, net ([Note 11.10](#)) includes unamortized deferred financing costs of [\\$22.1 million](#) [\\$19.7 million](#) and [\\$25.9 million](#) [\\$21.0 million](#) at [September 30, 2023](#) [March 31, 2024](#) and [December 31, 2022](#) [December 31, 2023](#), respectively. The carrying value of Non-recourse mortgages, net includes unamortized deferred financing costs of less than \$0.1 million at both [September 30, 2023](#) and [December 31, 2022](#) [December 31, 2023](#). There were no unamortized deferred financing costs on our Non-recourse mortgages, net as of March 31, 2024.

(b) The carrying value of Senior Unsecured Notes, net includes unamortized discount of [\\$20.8 million](#) [\\$18.8 million](#) and [\\$24.1 million](#) [\\$20.1 million](#) at [September 30, 2023](#) [March 31, 2024](#) and [December 31, 2022](#) [December 31, 2023](#), respectively. The carrying value of Non-recourse mortgages, net includes unamortized discount of [\\$6.2 million](#) [\\$3.4 million](#) and [\\$10.3 million](#) [\\$4.3 million](#) at [September 30, 2023](#) [March 31, 2024](#) and [December 31, 2022](#) [December 31, 2023](#), respectively.

(c) For those Senior Unsecured Notes for which there are no observable market prices (specifically, our private placement Senior Unsecured Notes ([Note 11.10](#))), we used a discounted cash flow model that estimates the present value of future loan payments by discounting such payments at current estimated market interest rates. We consider these notes to be within the Level 3 category. For all other Senior Unsecured Notes, we determined the estimated fair value using observed market prices in an open market, which may experience limited trading volume. We consider these notes to be within the Level 2 category.

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(d) We determined the estimated fair value of our non-recourse mortgage loans using a discounted cash flow model that estimates the present value of the future loan payments by discounting such payments at current estimated market interest rates. The estimated market interest rates consider interest rate risk and the value of the underlying collateral, which includes quality of the collateral, the credit quality of the tenant/obligor, and the time until maturity.

We estimated that our other financial assets and liabilities, including amounts outstanding under our Senior Unsecured Credit Facility and Unsecured Term Loan due 2026 ([Note 11.10](#)), but excluding finance receivables ([Note 6.5](#)), had fair values that approximated their carrying values at both [September 30, 2023](#) [March 31, 2024](#) and [December 31, 2022](#) [December 31, 2023](#).

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Notes to Consolidated Financial Statements (Unaudited)

Items Measured at Fair Value on a Non-Recurring Basis (Including Impairment Charges)

We periodically assess whether there are any indicators that the value of our real estate investments may be impaired or that their carrying value may not be [recoverable, including investments impacted by the Spin-Off and Office Sale Program \(\[Note 1\]\(#\)\)](#) [recoverable](#). There have been no significant changes in our impairment policies from what was disclosed in the [2022](#) [2023](#) Annual Report.

The following tables present information about assets for which we recorded an impairment charge and that were measured at fair value on a non-recurring basis (in thousands):

Impairment Charges	Three Months Ended September 30,			
	2023		2022	
	Fair Value Measurements	Impairment Charges	Fair Value Measurements	Impairment Charges
Real estate and intangibles	\$ 3,213	\$ 15,173	\$ —	\$ —
Investment Management goodwill	—	—	—	29,334
	<u>\$ 3,213</u>	<u>\$ 15,173</u>	<u>\$ —</u>	<u>\$ 29,334</u>

	Nine Months Ended September 30,			
	2023		2022	
	Fair Value Measurements	Impairment Charges	Fair Value Measurements	Impairment Charges
Impairment Charges				
Real estate and intangibles	\$ 3,213	\$ 15,173	\$ 24,497	\$ 26,385
Investment Management goodwill	—	—	—	29,334
		<u>\$ 15,173</u>		<u>\$ 55,719</u>

Impairment charges, and their related triggering events and fair value measurements, recognized during the three and nine months ended September 30, 2023 and 2022 were as follows:

Real Estate and Intangibles

The impairment charges described below are reflected within Impairment charges — real estate in our consolidated statements of income.

During the three and nine months ended September 30, 2023, we recognized an impairment charge of \$15.2 million on one property in order to reduce its carrying value to its estimated fair value, which approximated its estimated selling price. This property is included in Assets held for sale, net, in our consolidated balance sheets as of September 30, 2023, and was sold in October 2023 ([Note 5](#), [Note 17](#)).

During the ~~nine~~ three months ended September 30, 2022, March 31, 2024 and 2023, we ~~recognized an~~ did not incur any impairment charge of \$10.9 million on a property in order to reduce its carrying value to its estimated fair value, which declined due to changes in expected cash flows related to the existing tenant's lease expiration in 2023. The fair value measurement was determined by estimating discounted cash flows using two significant unobservable inputs, which were the cash flow discount rate (14.0%) and terminal capitalization rate (11.0%) charges.

In March 2022, we entered into a transaction to restructure certain leases with Pendragon PLC (a tenant at certain automotive dealerships in the United Kingdom). Under this restructuring, we extended the leases on 30 properties by 11 years (no change to rent) and entered into an agreement to dispose of 12 properties, with the tenant continuing to pay rent until the earlier of sale date or certain specified dates over the following 12 months. As a result, during the nine months ended September 30, 2022, we recognized impairment charges totaling \$9.3 million on six of these properties in order to reduce the carrying values of the properties to their estimated fair values. The fair value measurements for the properties were determined using a direct capitalization rate analysis; the capitalization rate for the various scenarios ranged from 4.75% to 10.00%. Four of these impaired properties were sold in 2022.

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During the nine months ended September 30, 2022, we recognized impairment charges totaling \$6.2 million on two properties in order to reduce their carrying values to their estimated fair values, which approximated their estimated selling prices. We sold one property in August 2022 and one property in March 2023.

Investment Management Goodwill

The impairment charges described below are reflected within Impairment charges — Investment Management goodwill in our consolidated statements of income.

During the three and nine months ended September 30, 2022, we recognized an impairment charge of \$29.3 million on goodwill within our Investment Management segment in order to reduce its carrying value to its estimated fair value of \$0, since future Investment Management cash flows are expected to be minimal following the CPA:18 Merger ([Note 3](#)).

Note 10, 9. Risk Management and Use of Derivative Financial Instruments

Risk Management

In the normal course of our ongoing business operations, we encounter economic risk. There are four main components of economic risk that impact us: interest rate risk, credit risk, market risk, and foreign currency risk. We are primarily subject to interest rate risk on our interest-bearing liabilities, including our Senior Unsecured Credit Facility ([Note 11, 10](#)) and unhedged variable-rate non-recourse mortgage loans. Credit risk is the risk of default on our operations and our tenants' inability or unwillingness to make contractually required payments. Market risk includes changes in the value of our properties and related loans, Senior Unsecured Notes, ~~and~~ other securities, ~~and the limited partnership units we hold in~~

CESH, due to changes in interest rates or other market factors. We own investments in North America, Europe, and Japan and are subject to risks associated with fluctuating foreign currency exchange rates.

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Derivative Financial Instruments

There have been no significant changes in our derivative financial instrument policies from what was disclosed in the **2022** **2023** Annual Report. At both **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, no cash collateral had been posted nor received for any of our derivative positions.

The following table sets forth certain information regarding our derivative instruments (in thousands):

Derivatives Designated as Hedging Instruments	Derivatives Designated as Hedging Instruments	Balance Sheet Location	Derivative Assets Fair Value at		Derivative Liabilities Fair Value at		Derivatives Designated as Hedging Instruments	Derivative Assets Fair Value at	
			September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022		March 31, 2024	December 31, 2023
Foreign currency collars	Foreign currency collars	Other assets, net	\$27,088	\$32,631	\$ —	\$ —			
Interest rate swaps	Interest rate swaps	Other assets, net	3,288	2,679	—	—			
Interest rate cap		Other assets, net	—	14	—	—			
Foreign currency collars	Foreign currency collars	Accounts payable, accrued expenses and other liabilities	—	—	(612)	(1,445)			
			30,376	35,324	(612)	(1,445)			
Interest rate swaps			17,703						
Derivatives Not Designated as Hedging Instruments	Derivatives Not Designated as Hedging Instruments								
Stock warrants		Other assets, net	3,950	3,950	—	—			
Foreign currency collars	Foreign currency collars	Other assets, net	160	—	—	—			
Foreign currency collars	Foreign currency collars	Accounts payable, accrued expenses and other liabilities	—	—	—	(248)			
			4,110	3,950	—	(248)			
Foreign currency collars			276						
Total derivatives	Total derivatives		\$34,486	\$39,274	\$(612)	\$(1,693)			

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The following tables present the impact of our derivative instruments in the consolidated financial statements (in thousands):

		Amount of Gain (Loss) Recognized on Derivatives in Other Comprehensive Income (Loss) (a)					
		Three Months Ended September 30,		Nine Months Ended September 30,			
		Amount of Gain (Loss) Recognized on Derivatives in Other Comprehensive Income (Loss) (a)					
		Amount of Gain (Loss) Recognized on Derivatives in Other Comprehensive Income (Loss) (a)					
		Amount of Gain (Loss) Recognized on Derivatives in Other Comprehensive Income (Loss) (a)					
		Three Months Ended March 31,					
Derivatives in Cash Flow Hedging							
Relationships							
Derivatives in Cash Flow Hedging							
Relationships							
Derivatives in Cash Flow Hedging	Derivatives in Cash Flow Hedging	2023		2022			
Relationships	Relationships						
Foreign currency dollars	Foreign currency dollars	\$ 7,928	\$ 20,756	\$ (4,710)	\$ 44,410		
Foreign currency dollars							
Foreign currency dollars							
Interest rate swaps							
Interest rate swaps							
Interest rate swaps	Interest rate swaps	(514)	1,663	683	3,019		
Interest rate cap	Interest rate cap	(3)	11	(9)	16		
Interest rate cap							
Interest rate cap							
Total	Total	\$ 7,411	\$ 22,430	\$ (4,036)	\$ 47,445		
Total							
Total							
Amount of Gain (Loss) on Derivatives Reclassified from Other Comprehensive Income (Loss)							
Amount of Gain (Loss) on Derivatives Reclassified from Other Comprehensive Income (Loss)							
Amount of Gain (Loss) on Derivatives Reclassified from Other Comprehensive Income (Loss)							
Amount of Gain (Loss) on Derivatives Reclassified from Other Comprehensive Income (Loss)							
Derivatives in Cash Flow Hedging	Derivatives in Cash Flow Hedging	Location of Gain (Loss) Recognized in Income		Three Months Ended September 30,			
Relationships	Relationships	2023	2022	2023	2022		
		2024					
Foreign currency dollars							
Foreign currency dollars							
Foreign currency dollars	Foreign currency dollars	Non-operating income	\$ 2,787	\$ 4,987	\$ 10,656		
					\$ 10,450		

Interest rate swaps and cap	Interest rate swaps and cap	Interest expense	659	(66)	1,132	(352)
Interest rate swaps and cap						
Interest rate swaps and cap						
Total	Total		\$ 3,446	\$ 4,921	\$ 11,788	\$ 10,098
Total						
Total						

(a) Excludes net losses of \$0.6 million \$0.5 million and net gains of \$1.2 million \$0.4 million recognized on unconsolidated jointly owned investments for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and net losses of \$1.3 million and net gains of \$3.5 million for the nine months ended September 30, 2023 and 2022, 2023, respectively.

Amounts reported in Other comprehensive income (loss) income related to interest rate derivative contracts will be reclassified to Interest expense as interest is incurred on our variable-rate debt. Amounts reported in Other comprehensive income (loss) income related to foreign currency derivative contracts will be reclassified to Non-operating income when the hedged foreign currency contracts are settled. As of September 30, 2023 March 31, 2024, we estimate that an additional \$2.9 million \$0.6 million and \$13.9 million \$9.9 million will be reclassified as Interest expense and Non-operating income, respectively, during the next 12 months.

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Notes to Consolidated Financial Statements (Unaudited)

The following table presents the impact of our derivative instruments in the consolidated financial statements (in thousands):

Derivatives in Cash	Derivatives in Cash	Amount of Gain (Loss) on Derivatives Recognized in Income											
		Amount of Gain (Loss) on Derivatives Recognized in Income											
		Amount of Gain (Loss) on Derivatives Recognized in Income											
		Amount of Gain (Loss) on Derivatives Recognized in Income											
Flow Hedging Relationships	Flow Hedging Relationships	Location of Gain (Loss) Recognized in Income		Three Months Ended September 30,		Nine Months Ended September 30,							
		2023		2022		2023							
		2024		2024									
Foreign currency collars													
Foreign currency collars													
Foreign currency collars	Foreign currency collars	Non-operating income		\$ 951	\$ 3,737	\$ 935	\$ 7,520						
Interest rate swaps	Interest rate swaps	Interest expense		(683)	56	(1,220)	387						
Interest rate swaps													
Interest rate swaps													
Derivatives Not in Cash Flow Hedging Relationships													
Derivatives Not in Cash Flow Hedging Relationships													
Derivatives Not in Cash Flow Hedging Relationships	Derivatives Not in Cash Flow Hedging Relationships												
Foreign currency collars	Foreign currency collars	Other gains and (losses)		450	447	409	1,573						
Foreign currency collars													

Foreign currency collars				
Total	Total	\$ 718	\$ 4,240	\$ 124
Total				
Total				\$ 9,480

See below for information on our purposes for entering into derivative instruments.

Interest Rate Swaps and Caps

We are exposed to the impact of interest rate changes primarily through our borrowing activities. To limit this exposure, we generally seek long-term debt financing on a fixed-rate basis. However, from time to time, we have obtained, and may in the future obtain, variable-rate (i) non-recourse mortgage loans and (ii) unsecured term loans (Note 11|10) and, as a result, we have entered into, and may continue to enter into, interest rate swap agreements or interest rate cap agreements with counterparties. Interest rate swaps, which effectively convert the variable-rate debt service obligations of a loan to a fixed rate, are agreements in which one party exchanges a stream of interest payments for a counterparty's stream of cash flow over a specific period. The notional, or face, amount on which the swaps are based is not exchanged. Interest rate caps limit the effective borrowing rate of variable-rate debt obligations while allowing participants to share in downward shifts in interest rates. Our objective in using these derivatives is to limit our exposure to interest rate movements.

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Notes to Consolidated Financial Statements (Unaudited)

The interest rate swaps and caps that our consolidated subsidiaries had outstanding at **September 30, 2023** **March 31, 2024** are summarized as follows (currency in thousands):

Interest	Interest	Fair Value at					
Rate	Rate	Number of	Notional	September			
Derivatives	Derivatives	Instruments	Amount	30, 2023 (a)	Interest Rate Derivatives	Number of Instruments	Notional Amount
Designated	Designated						
as Cash	as Cash						
Flow	Flow						
Hedging	Hedging						
Instruments	Instruments						
Interest	Interest						
rate	rate						
swaps	swaps	4	513,214 EUR	\$ 2,147			
Interest	Interest						
rate	rate						
swaps	swaps	4	31,249 USD	1,141			
				\$ 3,288			
Interest rate swaps							
Interest							
rate							
swaps							
				\$			
				=			

(a) Fair value amounts are based on the exchange rate of the euro at **September 30, 2023** **March 31, 2024**, as applicable.

Foreign Currency Collars

We are exposed to foreign currency exchange rate movements, primarily in the euro and, to a lesser extent, the British pound sterling and certain other currencies. In order to hedge certain of our foreign currency cash flow exposures, we enter into foreign currency collars. A foreign currency collar consists of a written call option and a purchased put option to sell the foreign currency at a range of predetermined exchange rates. A foreign currency collar guarantees that the exchange rate of the currency will not fluctuate beyond the range of the options' strike prices. Our foreign currency collars have maturities of 59 months or less.

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Notes to Consolidated Financial Statements (Unaudited)

The following table presents the foreign currency collars that we had outstanding at **September 30, 2023** **March 31, 2024** (currency in thousands):

Foreign Currency Derivatives	Foreign Currency Derivatives	Number of Instruments	Notional Amount	Fair Value at September 30, 2023	Foreign Currency Derivatives	Number of Instruments	Notional Amount	Fair Value at March 31, 2024
Designated as Cash	Designated as Cash							
Flow	Flow							
Hedging	Hedging							
Instruments	Instruments							
Foreign currency collars	Foreign currency collars	63	280,000 EUR	\$22,936				
Foreign currency collars	Foreign currency collars	48	30,740 GBP	3,540				
Foreign currency collars								
Foreign currency collars								
Not Designated as Cash	Not Designated as Cash							
Flow	Flow							
Hedging	Hedging							
Instruments	Instruments							
Foreign currency collar	Foreign currency collar	1	8,000 EUR	160				
				\$26,636				
Foreign currency collars								
Foreign currency collars								
Foreign currency collars								
			\$					
			=					

Credit Risk-Related Contingent Features

We measure our credit exposure on a counterparty basis as the net positive aggregate estimated fair value of our derivatives, net of any collateral received. No collateral was received as of **September 30, 2023** **March 31, 2024**. At **September 30, 2023** **March 31, 2024**, our total credit exposure and the maximum exposure to any single counterparty was **\$30.1 million** **\$16.7 million** and **\$4.9 million** **\$2.8 million**, respectively.

Some of the agreements we have with our derivative counterparties contain cross-default provisions that could trigger a declaration of default on our derivative obligations if we default, or are capable of being declared in default, on certain of our indebtedness. At **September 30, 2023** **March 31, 2024**, we had not been declared in default on any of our derivative obligations. The estimated fair value of our derivatives in a net liability position was **\$0.6 million** **\$1.4 million** and **\$1.7 million** **\$5.9 million** at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively, which included accrued interest and any nonperformance risk adjustments. If we had breached any of these provisions at **September 30, 2023** **March 31, 2024** or **December 31, 2022** **December 31, 2023**, we could have been required to settle our obligations under these agreements at their aggregate termination value of **\$0.6 million** **\$1.4 million** and **\$1.7 million** **\$6.0 million**, respectively.

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Notes to Consolidated Financial Statements (Unaudited)

Net Investment Hedges

Certain borrowings under our Senior Unsecured Notes, Unsecured Revolving Credit Facility, and Unsecured Term Loans (all as defined in [Note 11.10](#)) denominated in euro, British pounds sterling, or Japanese yen are designated as, and are effective as, economic hedges of our net investments in foreign entities.

Exchange rate variations impact our financial results because the financial results of our foreign subsidiaries are translated to U.S. dollars each period, with the effect of exchange rate variations being recorded in Other comprehensive ~~income~~ ~~loss~~ ~~income~~ as part of the cumulative foreign currency translation adjustment. As a result, changes in the value of our borrowings under our euro-denominated senior notes and changes in the value of our euro, Japanese yen, and British pound sterling borrowings under our Senior Unsecured Credit Facility, related to changes in the spot rates, will be reported in the same manner as foreign currency translation adjustments, which are recorded in Other comprehensive ~~income~~ ~~loss~~ ~~income~~ as part of the cumulative foreign currency translation adjustment. Such gains (losses) related to non-derivative net investment hedges were ~~\$108.0 million~~ ~~\$88.4 million~~ and ~~\$215.0 million~~ ~~(\$71.5) million~~ for the three months ended ~~September 30, 2023~~ ~~March 31, 2024~~ and ~~2022~~, respectively, and ~~\$38.6 million~~ and ~~\$528.4 million~~ for the nine months ended ~~September 30, 2023~~ and ~~2022, 2023~~, respectively.

Note 11.10. Debt

Senior Unsecured Credit Facility

As of December 31, 2022, we had a senior credit facility, which had capacity of approximately \$2.4 billion, comprised of (i) a \$1.8 billion unsecured revolving credit facility for our working capital needs, acquisitions, and other general corporate purposes (our "Unsecured Revolving Credit Facility"), (ii) a £270.0 million term loan (our "Term Loan due 2025"), and (iii) a €215.0 million delayed draw term loan (our "Delayed Draw Term Loan due 2025"). We refer to the entire facility collectively as our "Senior Unsecured Credit Facility." As of December 31, 2022, the aggregate principal amount (of revolving and term loans) available under the Senior Unsecured Credit Facility was able to be increased up to an amount not to exceed the U.S. dollar equivalent of \$2.75 billion, subject to the conditions to increase set forth in our credit agreement.

In January 2023, we entered into a Third Amendment to the Credit Agreement to transition from LIBOR to SOFR. In connection with this amendment, we also increased the aggregate principal amount (of revolving and term loans) available under the Senior Unsecured Credit Facility to an amount not to exceed the U.S. dollar equivalent of \$3.05 billion, subject to the conditions to increase set forth in the credit agreement ([Note 2](#)).

The Senior Unsecured Credit Facility includes the ability to borrow in certain currencies other than U.S. dollars and has a maturity date of February 20, 2025. At September 30, 2023, our Unsecured Revolving Credit Facility had available capacity of approximately \$1.3 billion (net of amounts reserved for standby letters of credit totaling \$1.9 million). We incur an annual facility fee of 0.15% of the total commitment on our Unsecured Revolving Credit Facility, which is included within Interest expense in our consolidated statements of income.

Term Loan Agreement

On April 24, 2023 As of both March 31, 2024 and December 31, 2023, we entered into had a €500.0 million unsecured term loan outstanding maturing on April 24, 2026 (our "Unsecured Term Loan due 2026"), comprised of (i) a €300.0 million term loan (our "Term Loan due 2026") and (ii) a €200.0 million delayed draw term loan (our "Delayed Draw Term Loan due 2026"), which was drawn in full at closing. The amount available under the Unsecured Term Loan due 2026 may be increased up to an amount not to exceed €750.0 million, subject to the conditions to increase set forth in the related credit agreement.

The Unsecured Term Loan due 2026 borrowing rate pursuant to is incorporated into the credit agreement Senior Unsecured Credit Facility, which is 85 basis points over EURIBOR, based on our credit ratings of BBB+ and Baa1. In conjunction with the closing of the Unsecured Term Loan due 2026, we executed variable-to-fixed interest rate swaps that fix the total per annum interest rate at 4.34% through the end of 2024 ([Note 10](#)).

We refer to our Term Loan due 2025, Delayed Draw Term Loan due 2025, and Unsecured Term Loan due 2026 collectively as our "Unsecured Term Loans," described below.

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Notes to Consolidated Financial Statements (Unaudited)

Senior Unsecured Credit Facility

As of both March 31, 2024 and December 31, 2023, we had a multi-currency senior unsecured credit facility, comprised of (i) a \$2.0 billion unsecured revolving credit facility maturing on February 14, 2029 (our "Unsecured Revolving Credit Facility"), (ii) a £270.0 million term loan maturing on February 14, 2028 (our "GBP Term Loan due 2028"), and (iii) a €215.0 million term loan maturing on February 14, 2028 (our "EUR Term Loan due 2028"). We have an option to extend each of these term loans by up to an additional year, subject to certain customary conditions. We refer to these term loans collectively as the "Unsecured Term Loans due 2028." We refer to our Unsecured Term Loan due 2026 and Unsecured Term Loans due 2028 collectively as our "Unsecured Term Loans." We refer to our Unsecured Revolving Credit Facility and our Unsecured Term Loans collectively as our "Senior Unsecured Credit Facility."

As of March 31, 2024, the aggregate principal amount (of revolving and term loans) available under the Senior Unsecured Credit Facility was able to be increased up to an amount not to exceed the U.S. dollar equivalent of \$4.35 billion, subject to the conditions to increase set forth in our credit agreement.

At March 31, 2024, our Unsecured Revolving Credit Facility had available capacity of approximately \$1.7 billion (net of amounts reserved for standby letters of credit totaling \$5.9 million). We incur an annual facility fee of 0.15% of the total commitment on our Unsecured Revolving Credit Facility based on our credit ratings of BBB+ and Baa1, which is included within Interest expense in our consolidated statements of income.

The following table presents a summary of our Senior Unsecured Term Loans and Unsecured Revolving Credit Facility (dollars in thousands):

Unsecured Term Loans and Unsecured Revolving Credit Facility	Interest Rate at September 30, 2023 ^(a)	Maturity Date at September 30, 2023	Principal Outstanding Balance at	
			September 30, 2023	December 31, 2022
Unsecured Term Loans:				
Unsecured Term Loan due 2026 — borrowing in euros ^(b)	4.34%	4/24/2026	\$ 529,700	\$ —
Term Loan due 2025 — borrowing in British pounds sterling ^(c) ^(d)	SONIA + 0.85%	2/20/2025	330,840	324,695
Delayed Draw Term Loan due 2025 — borrowing in euros ^(e)	EURIBOR + 0.85%	2/20/2025	227,771	229,319
			1,088,311	554,014
Unsecured Revolving Credit Facility:				
Borrowing in euros ^(e)	EURIBOR + 0.775%	2/20/2025	345,364	258,117
Borrowing in U.S. dollars ^(f)	SOFR + 0.775%	2/20/2025	155,000	—
Borrowing in Japanese yen ^(g)	TIBOR + 0.775%	2/20/2025	16,149	18,275
			516,513	276,392
			\$ 1,604,824	\$ 830,406

Senior Unsecured Credit Facility	Interest Rate at March 31, 2024 ^(a)	Maturity Date at March 31, 2024	Principal Outstanding Balance at	
			March 31, 2024	December 31, 2023
Unsecured Term Loans: ^(b)				
Unsecured Term Loan due 2026 — borrowing in euros ^(c)	4.34%	4/24/2026	\$ 540,550	\$ 552,500
GBP Term Loan due 2028 — borrowing in British pounds sterling ^(d)	SONIA + 0.85%	2/14/2028	341,360	343,306
EUR Term Loan due 2028 — borrowing in euros ^(e)	EURIBOR + 0.85%	2/14/2028	232,437	237,575
			1,114,347	1,133,381
Unsecured Revolving Credit Facility:				
Borrowing in euros ^(e)	EURIBOR + 0.775%	2/14/2029	275,681	386,750
Borrowing in Japanese yen ^(f)	TIBOR + 0.775%	2/14/2029	15,940	17,035
			291,621	403,785
			\$ 1,405,968	\$ 1,537,166

(a) The applicable interest rate at September 30, 2023 March 31, 2024 was based on the credit rating ratings for our Senior Unsecured Notes of BBB+/Baa1.

(b) Balance excludes unamortized discount of \$3.5 million \$6.8 million and \$7.4 million at March 31, 2024 and December 31, 2023, respectively, and unamortized deferred financing costs of \$0.3 million and \$0.4 million at September 30, 2023 March 31, 2024 and December 31, 2023, respectively.

(c) Interest rate is subject to variable-to-fixed interest rate swaps that fix the total per annum interest rate at 4.34% through December 31, 2024.

(c) (d) SONIA means Sterling Overnight Index Average and includes a spread adjustment of 0.0326%.

(d) Balance excludes unamortized discount of \$1.0 million and \$1.5 million at September 30, 2023 and December 31, 2022, respectively Average.

(e) EURIBOR means Euro Interbank Offered Rate.

(f) SOFR includes a spread adjustment of 0.10%.

(g) TIBOR means Tokyo Interbank Offered Rate.

Debt Facility — Net Lease Office Properties

On September 20, 2023, in connection with the proposed Spin-Off (Note 1), NLOP and certain of its wholly-owned direct and indirect subsidiaries entered into financing arrangements for which funding was subject to certain conditions (including the closing of the Spin-Off), including (i) a \$335.0 million senior secured mortgage loan maturing on November 9, 2025 (the "NLOP Mortgage Loan") and (ii) a \$120.0 million mezzanine loan facility maturing on November 9, 2028 (the "NLOP Mezzanine Loan" and, together with the NLOP Mortgage Loan, the "NLOP Financing Arrangements"). At that time, NLOP was a wholly-owned subsidiary of WPC.

Upon funding of the borrowing pursuant to the NLOP Mortgage Loan, the NLOP Mortgage Loan will bear interest at an annual rate of one-month Term SOFR rate (subject to a floor of 3.85%) plus 5.0%. In addition, NLOP entered into an interest rate cap agreement at a strike rate of 5.35% under the terms set forth under the NLOP Mortgage Loan. Upon funding of the borrowing pursuant to the NLOP Mezzanine Loan, the NLOP Mezzanine Loan will bear interest at an annual rate of 14.5% (10.0% of which is required to be paid current on a monthly basis, and 4.5% of which will be a payment-in-kind accrual, on a quarterly basis).

Upon the closing of the Spin-Off and funding of the loans on November 1, 2023 (Note 17), the principal balance of the NLOP Financing Arrangements was spun off to NLOP, and approximately \$350 million of the balance (net of transaction expenses) was retained by us in connection with the Spin-Off.

In connection with the closing of the NLOP Financing Arrangements, we incurred financing costs totaling \$14.4 million as of September 30, 2023, which is included in Other assets, net, on our consolidated financial statements and was reimbursed to us by NLOP in connection with the Spin-Off (Note 17).

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Senior Unsecured Notes

As set forth in the table below, we have euro and U.S. dollar-denominated senior unsecured notes outstanding with an aggregate principal balance outstanding of \$5.9 billion \$6.0 billion at September 30, 2023 March 31, 2024 (the "Senior Unsecured Notes").

Interest on the Senior Unsecured Notes is payable annually or semi-annually in arrears. The Senior Unsecured Notes can be redeemed at par within three months of their respective maturities, or we can call the notes at any time for the principal, accrued interest, and a make-whole amount based upon the applicable government bond yield plus 20 to 35 basis points. The following table presents a summary of our Senior Unsecured Notes outstanding at September 30, 2023 March 31, 2024 (currency in thousands):

Principal Outstanding Balance at										Principal Outstanding Balance at			
Senior Unsecured Notes, net		Principal Amount	Coupon Rate	Maturity Date	September 30, 2023		Senior Unsecured Notes, net	Issue Date	Principal Amount	Coupon Rate	March 31, 2024	Maturity Date	December 31, 2023
(a)	(a)	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount
4.6% Senior Notes due 2024		3/14/2014	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount	Principal Amount
4.6% Senior Notes due 2024 (b)			Principal Amount	Coupon Rate	\$500,000	Maturity Date	\$	500,000					
2.25% Senior Notes due 2024	2.25% Senior Notes due 2024	1/19/2017	€ 500,000	2.25 %	7/19/2024	529,700	533,300						
4.0% Senior Notes due 2025	4.0% Senior Notes due 2025	1/26/2015	\$ 450,000	4.0 %	2/1/2025	450,000	450,000						
2.25% Senior Notes due 2026	2.25% Senior Notes due 2026	10/9/2018	€ 500,000	2.25 %	4/9/2026	529,700	533,300						
4.25% Senior Notes due 2026	4.25% Senior Notes due 2026	9/12/2016	\$ 350,000	4.25 %	10/1/2026	350,000	350,000						

2.125%	2.125%	Senior Notes due 2027	2027	3/6/2018	€	500,000	2.125 %	4/15/2027	529,700	533,300
1.35%	1.35%	Senior Notes due 2028	2028	9/19/2019	€	500,000	1.35 %	4/15/2028	529,700	533,300
3.85%	3.85%	Senior Notes due 2029	2029	6/14/2019	\$	325,000	3.85 %	7/15/2029	325,000	325,000
3.41%	3.41%	Senior Notes due 2029	2029	9/28/2022	€	150,000	3.41 %	9/28/2029	158,910	159,990
0.95%	0.95%	Senior Notes due 2030	2030	3/8/2021	€	525,000	0.95 %	6/1/2030	556,185	559,965
2.4%	2.4%	Senior Notes due 2031	2031	10/14/2020	\$	500,000	2.4 %	2/1/2031	500,000	500,000
2.45%	2.45%	Senior Notes due 2032	2032	10/15/2021	\$	350,000	2.45 %	2/1/2032	350,000	350,000
3.7%	3.7%	Senior Notes due 2032	2032	9/28/2022	€	200,000	3.7 %	9/28/2032	211,880	213,320
2.25%	2.25%	Senior Notes due 2033	2033	2/25/2021	\$	425,000	2.25 %	4/1/2033	425,000	425,000
								\$	\$5,945,775	\$5,966,475

(a) Aggregate balance excludes unamortized deferred financing costs totaling \$22.1 million \$19.7 million and \$25.9 million \$21.1 million, and unamortized discount totaling \$20.8 million \$18.8 million and \$24.1 million \$20.1 million, at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

(b) In April 2024, we repaid our \$500 million of 4.6% Senior Notes due 2024 at maturity ([Note 15](#)).

Covenants

The credit agreements for our Senior Unsecured Credit Facility, and Unsecured Term Loan due 2026, each of the Senior Unsecured Notes, and certain of our non-recourse mortgage loan agreements include customary financial maintenance covenants that require us to maintain certain ratios and benchmarks at the end of each quarter. There have been no significant changes in our debt covenants from what was disclosed in the 2022 2023 Annual Report. We were in compliance with all of these covenants at September 30, 2023 March 31, 2024.

Non-Recourse Mortgages

At **September 30, 2023** **March 31, 2024**, the weighted-average interest rate for our total non-recourse mortgage notes payable was **4.7%** **4.6%** (fixed-rate and variable-rate non-recourse mortgage notes payable were **4.6%** **4.4%** and **5.2%** **6.1%**, respectively), with maturity dates ranging from **October 2023** **April 2024** to **April 2039**. **May 2034**.

Repayments

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we (i) repaid non-recourse mortgage loans at or close to maturity with an aggregate principal balance of approximately **\$226.9 million** **\$62.5 million** and (ii) prepaid non-recourse mortgage loans totaling **\$99.4 million** **\$2.5 million**. We recognized a net gain on extinguishment of debt of **\$2.4 million** on these repayments, which is included within Other gains and (losses) on our consolidated statements of income. The weighted-average interest rate for these non-recourse mortgage loans on their respective dates of repayment was **4.8%** **5.0%**.

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Foreign Currency Exchange Rate Impact

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, the U.S. dollar strengthened against the euro, resulting in a decrease of **\$40.6 million** **\$102.7 million** in the aggregate carrying values of our Non-recourse mortgages, net, Senior Unsecured Credit Facility, **Unsecured Term Loan due 2026**, and Senior Unsecured Notes, net from **December 31, 2022** **December 31, 2023** to **September 30, 2023** **March 31, 2024**.

Scheduled Debt Principal Payments

Scheduled debt principal payments as of **September 30, 2023** **March 31, 2024** are as follows (in thousands):

Years Ending	Years Ending	Total	Years Ending December 31,	Total
December 31,	December 31,			
2023 (remainder)		\$ 111,174		
2024		1,223,399		
2024	(remainder)			
(a)				
2025	2025	1,903,802		
2026	2026	1,509,747		
2027	2027	530,368		
Thereafter through 2039		3,063,067		
2028				
Thereafter				
through				
2034				
Total	Total			
principal	principal			
payments	payments	8,341,557		
Unamortized	Unamortized			
discount, net	discount, net	(31,472)		
Unamortized	Unamortized			
deferred	deferred			
financing	financing			
costs	costs	(22,371)		
Total	Total	<u><u>\$8,287,714</u></u>		

(a) In April 2024, we repaid our \$500 million of 4.6% Senior Notes due 2024 at maturity ([Note 15](#)).

Certain amounts in the table above are based on the applicable foreign currency exchange rate at **September 30, 2023** **March 31, 2024**.

Note 12.11. Commitments and Contingencies

At **September 30, 2023** **March 31, 2024**, we were not involved in any material litigation. Various claims and lawsuits arising in the normal course of business are pending against us. The results of these proceedings are not expected to have a material adverse effect on our consolidated financial position or results of operations.

Note 13.12. Stock-Based Compensation and Equity

Stock-Based Compensation

We maintain several stock-based compensation plans, which are more fully described in the 2022 2023 Annual Report. There have been no significant changes to the terms and conditions of any of our stock-based compensation plans or arrangements during the nine three months ended September 30, 2023 March 31, 2024. We recorded stock-based compensation expense of \$9.1 million \$8.9 million and \$5.5 million \$7.8 million during the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$25.8 million and \$23.1 million during the nine months ended September 30, 2023 and 2022, 2023, respectively, which was included in Stock-based compensation expense in the consolidated financial statements.

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Notes to Consolidated Financial Statements (Unaudited)

Restricted and Conditional Awards

Nonvested restricted share awards ("RSAs"), restricted share units ("RSUs"), and performance share units ("PSUs") at September 30, 2023 March 31, 2024 and changes during the nine three months ended September 30, 2023 March 31, 2024 were as follows:

	RSA and RSU Awards		PSU Awards			
	Weighted-Average		Weighted-Average			
	Grant	Date	Grant	Date		
	Shares	Fair Value	Shares	Fair Value		
Nonvested at						
January 1, 2023	376,298	\$ 74.78	531,781	\$ 89.14		
	RSA and RSU Awards			PSU Awards		
	Shares			Weighted-Average	Weighted-Average	
				Grant Date	Grant Date	
Nonvested at January 1, 2024						
Granted (a)	Granted (a)	256,993	82.78	150,989	144.54	
Vested (b)	Vested (b)	(171,330)	76.62	(218,147)	104.65	
Forfeited	Forfeited	(101)	74.81	—	—	
Adjustment (c)	Adjustment (c)	—	—	71,443	107.02	
Nonvested at September 30, 2023						
(d)		461,860	\$ 78.53	536,066	\$ 103.15	
Nonvested at March 31, 2024 (d)						

- (a) The grant date fair value of RSAs and RSUs reflect our stock price on the date of grant on a one-for-one basis. The grant date fair value of PSUs was determined utilizing a Monte Carlo simulation model to generate an estimate of our future stock price over the three-year performance period. To estimate the fair value of PSUs granted during the nine three months ended September 30, 2023 March 31, 2024, we used a risk-free interest rate of 3.8% 4.1%, an expected volatility rate of 38.2% 20.5%, and assumed a dividend yield of zero.
- (b) The grant date fair value of shares vested during the nine three months ended September 30, 2023 March 31, 2024 was \$36.0 million \$38.5 million. Employees have the option to take immediate delivery of the shares upon vesting or defer receipt to a future date pursuant to previously made deferral elections. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, we had an obligation to issue 1,196,955 1,392,421 and 1,181,947 1,196,955 shares, respectively, of our common stock underlying such deferred awards, which is recorded within Total stockholders' equity as a Deferred compensation obligation of \$62.0 million \$78.5 million and \$57.0 million \$62.0 million, respectively.
- (c) Vesting and payment of the PSUs is conditioned upon certain company and/or market performance goals being met during the relevant three-year performance period. The ultimate number of PSUs to be vested will depend on the extent to which the performance goals are met and can range from zero to three times the original awards. As a result, we recorded adjustments at September 30, 2023 March 31, 2024 to reflect the number of shares expected to be issued when the PSUs vest.

(d) At September 30, 2023 March 31, 2024, total unrecognized compensation expense related to these awards was approximately \$50.2 million \$66.9 million, with an aggregate weighted-average remaining term of 2.02.2 years.

Earnings Per Share

The following table summarizes basic and diluted earnings (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	Net income — basic	Net income — basic	Net income — basic	Net income — basic
Net income and diluted	\$ 125,040	\$ 104,928	\$ 564,040	\$ 389,601
Weighted-average shares outstanding — basic	215,097,114	203,093,553	214,052,907	196,382,433
Effect of dilutive securities	155,855	1,004,563	374,518	882,076
Weighted-average shares outstanding — diluted	215,252,969	204,098,116	214,427,425	197,264,509
Weighted-average shares outstanding — diluted				

For the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, potentially dilutive securities excluded from the computation of diluted earnings per share were insignificant.

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Notes to Consolidated Financial Statements (Unaudited)

Acquisitions of Noncontrolling Interests

On May 30, 2023, we acquired the remaining 3% interest in an international jointly owned investment (which we already consolidated) from the noncontrolling interest holders for nominal consideration, bringing our ownership interest to 100%. No gain or loss was recognized on the transaction. We recorded an adjustment of approximately \$1.2 million to Additional paid-in capital in our consolidated statements of equity for the nine months ended September 30, 2023 related to the difference between the consideration transferred ATM Program and the carrying value of the noncontrolling interest related to this investment.

On July 18, 2023, we acquired the remaining 10% interest in a domestic jointly owned investment (which we already consolidated) from the noncontrolling interest holders for \$2.4 million, bringing our ownership interest to 100%. No gain or loss was recognized on the transaction. We recorded an adjustment of approximately \$2.5 million to Additional paid-in capital in our consolidated statements of equity for the three and nine months ended September 30, 2023 related to the difference between the consideration transferred and the carrying value of the noncontrolling interest related to this investment.

ATM Program Forward Equity

On May 2, 2022, we established a continuous "at-the-market" offering program ("ATM Program") with a syndicate of banks, pursuant to which shares of our common stock having an aggregate gross sales price of up to \$1.0 billion may be sold (i) directly through or to the banks acting as sales agents or as principal for their own accounts or (ii) through or to participating banks or their affiliates acting as forward sellers on behalf of any forward purchasers pursuant to a forward sale agreement (our "ATM Forwards"). Effective as of that date.

During 2023, we terminated a prior ATM Program that was established on August 9, 2019.

Our prior ATM Program is discussed in the 2022 Annual Report. The following table sets forth certain information regarding the issuance of shares of our common stock under our prior ATM Program during the periods presented (net proceeds in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Shares of common stock issued	—	—	—	2,740,295
Weighted-average price per share	\$ —	\$ —	\$ —	\$ 80.79
Net proceeds	\$ —	\$ —	\$ —	\$ 218,081

Forward Equity

We expect to settle settled the ATM Forwards in full on or prior to the maturity date of each ATM Forward via physical delivery of the outstanding shares of common stock in exchange for cash proceeds. However, subject to certain exceptions, we may also elect to cash settle or net share settle all or any portion of our obligations under any ATM Forwards. The forward sale price that we will receive received upon physical settlement of the ATM Forwards will be was (i) subject to adjustment on a daily basis based on a floating interest rate factor equal to a specified daily rate less a spread (i.e., if the specified daily rate is less than the spread on any day, the interest rate factor will result in a daily reduction of the applicable forward sale price) and (ii) decreased based on amounts related to expected dividends on shares of our common stock during the term of the ATM Forwards.

We determined that our ATM Forwards meet met the criteria for equity classification and are were therefore exempt from derivative accounting. We recorded the ATM Forwards at fair value at inception, which we determined to be zero. Subsequent changes to fair value are not required under equity classification.

In addition, we refer to our forward equity offering presented below as the August 2021 Equity Forwards (the "Equity Forwards"), which are discussed in the 2022 Annual Report. Our ATM Forwards are also presented below (gross offering proceeds at closing in thousands).

	Agreement Date	Shares Offered ^(a)	Average Gross Offering Price	Average Gross Offering Proceeds at Closing	Outstanding Shares as of September 30, 2023
August 2021 Equity Forwards ^(b)	8/9/2021	5,175,000	\$ 78.00	\$ 403,650	—
ATM Forwards ^(c)	5/2/2022	7,826,840	\$ 83.57	\$ 654,086	4,744,973
					4,744,973

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- (a) Includes 675,000 shares of common stock purchased by certain underwriters in connection with the August 2021 Equity Forwards, upon the exercise of 30-day options to purchase additional shares.
- (b) All remaining outstanding shares were settled during the three months ended December 31, 2022.
- (c) All remaining outstanding shares were settled in October 2023 ([Note 17](#)).

The following table sets forth certain information regarding the settlement of our forward equity during the periods presented (dollars in thousands):

Three Months Ended September 30,				Nine Months Ended September 30,			
2023		2022		2023		2022	
	Three Months Ended March 31,						
	Three Months Ended March 31,						
	Three Months Ended March 31,						
	2024						
	2024						
	2024						
Shares of common stock delivered							
Shares of common stock delivered							
Shares of common stock delivered	Shares of common stock delivered	—		1,337,500		3,081,867	
Net proceeds	Net proceeds	\$ —	\$	97,456	\$	249,806	\$ 97,456
Net proceeds							
Net proceeds							

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Notes to Consolidated Financial Statements (Unaudited)

Reclassifications Out of Accumulated Other Comprehensive Loss

The following tables present a reconciliation of changes in Accumulated other comprehensive loss by component for the periods presented (in thousands):

Three Months Ended September 30, 2023							
		Gains and (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Total			
		Gains and (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Total			
Beginning balance	Beginning balance	\$ 23,879	\$ (303,810)	\$ —	\$ (279,931)		
Other comprehensive income before reclassifications	Other comprehensive income before reclassifications	10,262	(8,844)	—	1,418		
Amounts reclassified from accumulated other comprehensive loss to:	Amounts reclassified from accumulated other comprehensive loss to:						
Non-operating income	Non-operating income	(2,787)	—	—	(2,787)		
Non-operating income	Non-operating income						
Interest expense	Interest expense	(659)	—	—	(659)		

Total	Total	(3,446)	—	—	(3,446)
Net current period other comprehensive loss		6,816	(8,844)	—	(2,028)
Net current period other comprehensive income					
Net current period other comprehensive loss attributable to noncontrolling interests	Net current period other comprehensive loss attributable to noncontrolling interests	—	139	—	139
Ending balance	Ending balance	\$ 30,695	\$ (312,515)	\$ —	\$ (281,820)
Three Months Ended September 30, 2022					
	Gains and (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Gains and (Losses) on Investments	Total	
Three Months Ended March 31, 2023					
Three Months Ended March 31, 2023					
	Gains and (Losses) on Derivative Instruments		Gains and (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Total
Beginning balance	Beginning balance	\$ 43,693	\$ (309,850)	\$ —	\$ (266,157)
Other comprehensive loss before reclassifications		28,531	(56,053)	—	(27,522)
Other comprehensive income before reclassifications					
Amounts reclassified from accumulated other comprehensive loss to:	Amounts reclassified from accumulated other comprehensive loss to:				
Non-operating income					
Non-operating income					
Non-operating income	Non-operating income	(4,987)	—	—	(4,987)
Interest expense	Interest expense	66	—	—	66
Total	Total	(4,921)	—	—	(4,921)
Net current period other comprehensive loss	Net current period other comprehensive loss	23,610	(56,053)	—	(32,443)

Net current period other comprehensive loss attributable to noncontrolling interests	Net current period other comprehensive loss attributable to noncontrolling interests	—	543	—	543
Ending balance	Ending balance	\$ 67,303	\$(365,360)	\$ —	\$(298,057)

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Notes to Consolidated Financial Statements (Unaudited)

Nine Months Ended September 30, 2023					
	Gains and (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Gains and (Losses) on Investments	Total	
Beginning balance	\$ 36,079	\$ (319,859)	\$ —	\$ (283,780)	
Other comprehensive income before reclassifications	6,404	7,092	—	13,496	
Amounts reclassified from accumulated other comprehensive loss to:					
Non-operating income	(10,656)	—	—	(10,656)	
Interest expense	(1,132)	—	—	(1,132)	
Total	(11,788)	—	—	(11,788)	
Net current period other comprehensive income	(5,384)	7,092	—	1,708	
Net current period other comprehensive loss attributable to noncontrolling interests	—	252	—	252	
Ending balance	<u>\$ 30,695</u>	<u>\$ (312,515)</u>	<u>\$ —</u>	<u>\$ (281,820)</u>	

Nine Months Ended September 30, 2022					
	Gains and (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Gains and (Losses) on Investments	Total	
Beginning balance	\$ 16,347	\$ (256,705)	\$ 18,688	\$ (221,670)	
Other comprehensive loss before reclassifications	61,054	(109,198)	—	(48,144)	
Amounts reclassified from accumulated other comprehensive loss to:					
Non-operating income	(10,450)	—	—	(10,450)	
Interest expense	352	—	—	352	
Other gains and (losses) (Note 9)	—	—	(18,688)	(18,688)	
Total	(10,098)	—	(18,688)	(28,786)	
Net current period other comprehensive loss	50,956	(109,198)	(18,688)	(76,930)	
Net current period other comprehensive loss attributable to noncontrolling interests	—	543	—	543	
Ending balance	<u>\$ 67,303</u>	<u>\$ (365,360)</u>	<u>\$ —</u>	<u>\$ (298,057)</u>	

See Note 10.9 for additional information on our derivatives activity recognized within Other comprehensive income (loss) income for the periods presented.

Dividends Declared

During the third first quarter of 2023, 2024, our Board declared a quarterly dividend of \$1.071 \$0.865 per share, which was paid on October 16, 2023 April 15, 2024 to stockholders of record as of September 29, 2023 March 28, 2024.

During the nine months ended September 30, 2023, we declared dividends totaling \$3.207 per share.

Note 14.13. Income Taxes

We elected to be treated as a REIT and believe that we have been organized and have operated in such a manner to maintain our qualification as a REIT for federal and state income tax purposes. As a REIT, we are generally not subject to corporate level federal income taxes on earnings distributed to our stockholders. Since inception, we have distributed at least 100% of our taxable income annually. Accordingly, we have not included any provisions for federal income taxes related to the REIT in the accompanying consolidated financial statements for the three and nine months ended **September 30, 2023** **March 31, 2024** and **2022**, 2023.

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Notes to Consolidated Financial Statements (Unaudited)

Certain of our subsidiaries have elected taxable REIT subsidiary ("TRS") status. A TRS may provide certain services considered impermissible for REITs and may hold assets that REITs may not hold directly. We also own real property in jurisdictions outside the United States through foreign subsidiaries and are subject to income taxes on our pre-tax income earned from properties in such countries. The accompanying consolidated financial statements include an interim tax provision for our TRSs and foreign subsidiaries, as necessary, for the three and nine months ended **September 30, 2023** **March 31, 2024** and **2022**, 2023.

Current income tax expense was **\$9.4 million** **\$10.0 million** and **\$8.2 million** **\$10.8 million** for the three months ended **September 30, 2023** **March 31, 2024** and **2022**, respectively, and **\$33.0 million** and **\$23.2 million** for the nine months ended **September 30, 2023** and **2022**, 2023, respectively. Deferred income tax benefit (expense) was **\$4.3 million** **\$1.4 million** and less than **\$(0.1)** **\$(4.4)** million for the three months ended **September 30, 2023** **March 31, 2024** and **2022**, respectively, and **\$2.7 million** and **\$1.6 million** for the nine months ended **September 30, 2023** and **2022**, 2023, respectively.

Note 15. Property Dispositions

We have an active capital recycling program, with a goal of extending implemented the average lease term through reinvestment, improving portfolio credit quality through dispositions and acquisitions of assets, increasing the asset criticality factor Office Sale Program in our portfolio, and/or executing strategic dispositions of assets. We may decide **September 2023**, which is targeted to dispose of a property when it is vacant as a result of tenants vacating space, tenants electing not to renew their leases, tenant insolvency, or lease rejection be substantially completed in the bankruptcy process. In such cases, we assess whether we can obtain the highest value from the property by selling it, as opposed to re-leasing it. We may also sell a property when we receive an unsolicited offer or negotiate a price for an investment that is consistent with our strategy for that investment. When it is appropriate to do so, we classify the property as an asset held for sale on our consolidated balance sheet. first half of 2024 (Note 1).

All property dispositions are recorded within our Real Estate segment and are also discussed in Note 4 and Note 5.

2023 2024 — During the three and nine months ended **September 30, 2023** **March 31, 2024**, we sold six and 14 153 properties respectively, for total proceeds, net of selling costs, of **\$143.6** **\$868.4** million and **\$187.7 million**, respectively, and recognized a net gain on these sales totaling **\$14.1** **\$15.4 million** and **\$17.5 million**, respectively (inclusive of income taxes totaling **\$0.7** **\$3.1 million** for both the three and nine months ended September 30, 2023, recognized upon sale). Three of the properties sold during the third quarter of 2023 were hotel operating properties.

2022 — During This disposition activity includes the three and nine months ended September 30, 2022, we sold three and 17 sale of 72 properties respectively, under the Office Sale Program for total proceeds, net of selling costs, of **\$55.2 million** and **\$170.3 million**, respectively, and recognized **\$390.0 million**, resulting in a net (loss) gain on these sales totaling **\$(4.7)** **\$2.0 million**.

2023 — During the three months ended March 31, 2023, we sold five properties for total proceeds, net of selling costs, of **\$41.0 million** and **\$37.6 million**, respectively (inclusive of income taxes recognized a net gain on these sales totaling less than **\$2.8 million** and **\$2.9 million**, respectively, for the three and nine months ended September 30, 2022, recognized upon sale). This disposition activity included one property acquired in the CPA:18 Merger classified as assets held for sale (Note 3), which was sold in August 2022, **\$1.5 million**.

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Notes to Consolidated Financial Statements (Unaudited)

Note 16. Segment Reporting

We evaluate our results from operations through our two major business segments: Real Estate and Investment Management. The following tables present a summary of comparative results and assets for these business segments (in thousands):

Real Estate

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenues				

Lease revenues	\$ 369,159	\$ 331,902	\$ 1,090,619	\$ 953,981
Income from finance leases and loans receivable	27,575	20,637	75,641	56,794
Operating property revenues	49,218	21,350	140,780	30,279
Other lease-related income	2,310	8,192	20,723	24,905
	448,262	382,081	1,327,763	1,065,959
Operating Expenses				
Depreciation and amortization	144,771	132,181	444,728	362,654
Operating property expenses	26,570	9,357	74,738	15,335
General and administrative	23,258	22,299	74,494	66,224
Reimbursable tenant costs	20,498	18,874	62,997	52,538
Impairment charges — real estate	15,173	—	15,173	26,385
Property expenses, excluding reimbursable tenant costs	13,021	11,244	31,164	36,874
Stock-based compensation expense	9,050	5,511	25,811	23,102
Merger and other expenses	4,152	17,667	5,595	17,326
	256,493	217,133	734,700	600,438
Other Income and Expenses				
Interest expense	(76,974)	(59,022)	(219,658)	(151,492)
Earnings from equity method investments in real estate	4,978	6,447	14,569	10,189
Non-operating income	4,862	9,264	13,984	23,781
Gain (loss) on sale of real estate, net	2,401	(4,736)	181,958	37,631
Other gains and (losses)	2,180	(13,960)	8,876	303
Gain on change in control of interests	—	11,405	—	11,405
	(62,553)	(50,602)	(271)	(68,183)
Income before income taxes	129,216	114,346	592,792	397,338
Provision for income taxes	(5,090)	(3,631)	(30,728)	(16,499)
Net Income from Real Estate	124,126	110,715	562,064	380,839
Net loss attributable to noncontrolling interests	41	660	20	622
Net Income from Real Estate Attributable to W. P. Carey	\$ 124,167	\$ 111,375	\$ 562,084	\$ 381,461

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Notes to Consolidated Financial Statements (Unaudited)

Investment Management

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenues				
Asset management revenue	\$ 194	\$ 1,197	\$ 836	\$ 8,084
Reimbursable costs from affiliates	97	344	322	2,414
	291	1,541	1,158	10,498
Operating Expenses				
Reimbursable costs from affiliates	97	344	322	2,414
Impairment charges — Investment Management goodwill	—	29,334	—	29,334
Merger and other expenses	—	—	—	3
	97	29,678	322	31,751
Other Income and Expenses				
Other gains and (losses)	679	(1,060)	717	(1,324)
Gain on change in control of interests	—	22,526	—	22,526

Earnings from equity method investments in the Managed Programs	—	4,857	—	13,288
Non-operating (loss) income	—	(1)	13	2
	679	26,322	730	34,492
Income (loss) before income taxes	873	(1,815)	1,566	13,239
(Provision for) benefit from income taxes	—	(4,632)	390	(5,099)
Net Income (Loss) from Investment Management Attributable to W. P. Carey	\$ 873	\$ (6,447)	\$ 1,956	\$ 8,140

Total Company

	Three Months Ended September 30,		Nine Months Ended September 30,	
			2023	2022
	2023	2022	2023	2022
Revenues	\$ 448,553	\$ 383,622	\$ 1,328,921	\$ 1,076,457
Operating expenses	256,590	246,811	735,022	632,189
Other income and (expenses)	(61,874)	(24,280)	459	(33,691)
Provision for income taxes	(5,090)	(8,263)	(30,338)	(21,598)
Net loss attributable to noncontrolling interests	41	660	20	622
Net income attributable to W. P. Carey	\$ 125,040	\$ 104,928	\$ 564,040	\$ 389,601
Total Assets at				
September 30, 2023				
Real Estate	\$ 18,620,013	\$ 18,077,155		
Investment Management	10,226	24,880		
Total Company	\$ 18,630,239	\$ 18,102,035		

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Notes to Consolidated Financial Statements (Unaudited)

Note 17. 15. Subsequent Events

NLOP Spin-Off Senior Unsecured Notes Repayment

On November 1, 2023 April 1, 2024, we completed the Spin-Off repaid our \$500 million of 59 office properties into NLOP, as described in further detail in Note 1. The Spin-Off was accomplished via a pro rata dividend of one NLOP common share for every 15 shares of WPC common stock outstanding. Following the closing of the Spin-Off, NLOP operates as a separate publicly-traded REIT, for which we serve as advisor pursuant to the NLOP Advisory Agreements executed in connection with the Spin-Off, as described below in further detail.

Pursuant to the NLOP Advisory Agreements, which we entered into on November 1, 2023, we provide NLOP with strategic management services, including asset management, property disposition support, and various related services. NLOP will pay us an asset management fee of approximately \$7.5 million annually, which will be proportionately reduced following the disposition of a portfolio property. In addition, NLOP will reimburse us a base administrative amount of approximately \$4.0 million annually, for certain administrative services, including day-to-day management services, investor relations, accounting, tax, legal, and other administrative matters.

On October 31, 2023, we entered into a Separation and Distribution Agreement, which set forth the various individual transactions to be consummated that comprised the Separation and the Distribution, including the assets transferred to and liabilities assumed by NLOP.

On October 31, 2023, we also entered into a Tax Matters Agreement, which governs the respective rights, responsibilities, and obligations of us and NLOP after the Distribution, with respect to tax liabilities and benefits, the preparation and filing of tax returns, the control of audits and other tax proceedings, tax covenants, tax indemnification, cooperation, and information sharing.

In September 2023, NLOP entered into a new \$455 million debt facility 4.6% Senior Notes at maturity (Note 11), which was executed by NLOP and funded upon the closing of the Spin-Off on November 1, 2023. Approximately \$350 million of this amount (net of transaction expenses) was retained by us in connection with the Spin-Off.

In connection with the Spin-Off, we have incurred approximately \$61.6 million in total costs, comprised of (i) \$10.0 million of advisory fees, which is included in Merger and other expenses on our consolidated statements of income (\$4.9 million of such fees were recognized during 2022 and \$5.1 million were recognized during the nine months ended September 30, 2023); and (ii) \$51.6 million of additional Spin-Off related costs, which were reimbursed to us by NLOP in connection with the Spin-Off.

As of the date of this Report, we have not completed our accounting for the Spin-Off. The impact of the Spin-Off will be reflected in our consolidated financial statements as of and for the year ended December 31, 2023.

Forward Equity Settlements

In October 2023, we settled our remaining ATM Forwards by delivering 4,744,973 shares of common stock at a weighted-average price of \$80.95 per share for net proceeds of approximately \$384 million. No forward equity remains outstanding as of the date of this Report ([Note 13](#) [10](#)).

Dispositions Acquisitions

In October 2023, April 2024, we completed seven dispositions one acquisition of a distribution facility in Commercial Point, Ohio, for gross proceeds totaling approximately \$101.9 million. Six of these properties were held for sale as of September 30, 2023 ([Note 5](#)). In addition, three of these properties were hotel operating properties and three were sold pursuant to the Office Sale Program ([Note 1](#)). \$94.2 million.

Mortgage Loan Repayments

In October 2023, April 2024, we repaid at maturity two non-recourse mortgage loans totaling approximately \$8.7 million.

Dispositions

In April 2024, we sold one packing facility in Sanger, California, for gross proceeds of approximately \$41.3 million. \$9.0 million.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations is intended to assist in understanding our financial statements and the reasons for changes in certain key components of our financial statements from period to period. This item also provides our perspective on our financial position and liquidity, as well as certain other factors that may affect our future results. The discussion also breaks down the financial results of our business by segment to provide a better understanding of how these segments and their results affect our financial condition and results of operations. Our Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the [2022](#) [2023](#) Annual Report and subsequent reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Refer to Item 1 of the [2022](#) [2023](#) Annual Report for a description of our business.

Significant Developments

Strategic Plan to Exit Office Portfolio

In September 2023, we announced a plan to exit the office assets within our portfolio by (i) spinning-off 59 office properties into Net Lease Office Properties ("NLOP"), so that it will become a separate publicly-traded REIT (the "Spin-Off"), and (ii) implementing an asset sale program to dispose of 87 office properties retained by us (the "Office Sale Program"), which is targeted to be substantially completed in early 2024.

NLOP Spin-Off

On November 1, 2023, we completed the Spin-Off of 59 office properties into NLOP, as described in further detail in [Note 17](#). Following the closing of the Spin-Off, NLOP operates as a separate publicly-traded REIT, for which we will serve as advisor pursuant to the NLOP Advisory Agreements executed in connection with the Spin-Off.

NLOP's portfolio of 59 office properties totals approximately 9.3 million leasable square feet (including 0.6 million of operating square footage for a parking garage at a domestic property) primarily leased to corporate tenants on a single-tenant net lease basis. The vast majority of the office properties owned by NLOP are located in the United States, with the balance in Europe. NLOP's portfolio consists of 62 corporate tenants operating in a variety of industries, generating ABR totaling approximately \$145 million as of September 30, 2023.

In September 2023, NLOP entered into a new \$455 million debt facility, which was executed by NLOP and funded upon the closing of the Spin-Off on November 1, 2023. Approximately \$350 million of this amount (net of transaction expenses) was retained by us in connection with the Spin-Off ([Note 11](#), [Note 17](#)).

Office Sale Program

In addition to the Spin-Off, 87 of our office properties will be sold under the Office Sale Program, which is targeted to be substantially completed in early 2024. These properties generated ABR totaling approximately \$76 million as of September 30, 2023 or June 30, 2023, as applicable (one property was sold in July 2023). Four of the 87 properties have been sold as of the date of this Report, for gross proceeds of approximately \$143 million.

Financial Highlights

During the **nine** three months ended **September 30, 2023** **March 31, 2024**, we completed the following (as further described in the consolidated financial statements):

Real Estate

Investments

- We acquired **eight** three investments totaling **\$907.9 million** **\$264.7 million** ([Note 4](#), [Note 5](#)).
- We completed **two** one construction projects project at a cost totaling **\$34.5 million** **\$14.7 million** ([Note 5](#) [4](#)).
- We funded approximately **\$36.6 million** **\$1.8 million** for a construction loan to build a retail complex in Las Vegas, Nevada, during the **nine** three months ended **September 30, 2023** **March 31, 2024**. Through **September 30, 2023** **March 31, 2024**, we have funded **\$229.8 million** **\$233.2 million** ([Note 8](#) [7](#)).
- We committed to fund **four** a redevelopment or expansion projects totaling **\$84.1 million** project for **\$44.1 million**. We currently expect to complete the projects project in **2024** and **2025** ([Note 5](#) [4](#)).
- We committed to purchase two retail (car wash) facilities in the United States for approximately **\$8.7 million**, which is expected to take place during the fourth quarter of **2023**.

Dispositions

- We disposed of **14** **153** properties for total proceeds, net of selling costs, of **\$187.7 million** **\$868.4 million**, including (i) our portfolio of 78 U-Haul properties for total proceeds, net of selling costs, of **\$464.1 million**, (ii) 72 properties sold under the Office Sale Program for total proceeds, net of selling costs, of **\$390.0 million**, and (iii) three additional properties for total proceeds, net of selling costs, of **\$14.4 million** ([Note 15](#) [14](#)). Three of the properties sold were hotel operating properties.

Financing and Capital Markets Transactions

- In January 2023, we entered into a Third Amendment to the Credit Agreement to transition from LIBOR to SOFR. In connection with this amendment, we also increased the aggregate principal amount (of revolving and term loans) available under the Senior Unsecured Credit Facility to an amount not to exceed the U.S. dollar equivalent of **\$3.05 billion**, subject to the conditions to increase set forth in the credit agreement ([Note 11](#)).
- In April 2023, we entered into a new **€500.0 million** unsecured term loan maturing on April 2026, which was drawn in full at closing. The amount available under the term loan may be increased up to an amount not to exceed **€750.0 million**, subject to the conditions to increase set forth in the related credit agreement. In conjunction with the closing of this new term loan, we executed variable-to-fixed interest rate swaps that fix the total per annum interest rate at 4.34% through the end of 2024 ([Note 11](#)).
- We settled portions of our ATM Forwards by delivering 3,081,867 shares of common stock for net proceeds of **\$249.8 million** ([Note 13](#)). In October 2023, we settled our remaining ATM Forwards ([Note 17](#)).
- We reduced our repaid non-recourse mortgage debt outstanding by prepaying or repaying at maturity a total of **\$326.3 million** of non-recourse mortgage loans totaling **\$65.0 million** with a weighted-average interest rate of **4.8%** **5.0%** ([Note 11](#) [10](#)).

Dividends to Stockholders

We in March 2024, we declared cash dividends totaling **\$3.207** **\$0.865** per share during the nine months ended September 30, 2023, comprised of three quarterly dividends per share of **\$1.067**, **\$1.069**, and **\$1.071** ([Note 13](#) [12](#)).

Consolidated Results

(in thousands, except shares)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022

Revenues from Real Estate	\$ 448,262	\$ 382,081	\$ 1,327,763	\$ 1,065,959
Revenues from Investment Management	291	1,541	1,158	10,498
Total revenues	448,553	383,622	1,328,921	1,076,457
Net income from Real Estate attributable to W. P. Carey	124,167	111,375	562,084	381,461
Net income (loss) from Investment Management attributable to W. P. Carey	873	(6,447)	1,956	8,140
Net income attributable to W. P. Carey	125,040	104,928	564,040	389,601
Dividends declared	230,862	222,350	691,237	633,745
Net cash provided by operating activities			812,687	702,528
Net cash used in investing activities			(792,526)	(1,019,425)
Net cash (used in) provided by financing activities			(29,420)	364,057
Supplemental financial measures ^(a) :				
Adjusted funds from operations attributable to W. P. Carey (AFFO) — Real Estate	284,198	273,567	855,678	772,827
Adjusted funds from operations attributable to W. P. Carey (AFFO) — Investment Management	194	4,155	1,239	18,095
Adjusted funds from operations attributable to W. P. Carey (AFFO)	284,392	277,722	856,917	790,922
Diluted weighted-average shares outstanding	215,252,969	204,098,116	214,427,425	197,264,509

	Three Months Ended March 31,	
	2024	2023
Total revenues	\$ 389,798	\$ 427,790
Net income attributable to W. P. Carey	159,223	294,380
Dividends declared	190,947	229,970
Net cash provided by operating activities ^(a)	1,035,547	282,727
Net cash used in investing activities	(236,972)	(587,272)
Net cash (used in) provided by financing activities	(379,038)	307,174
Supplemental financial measures ^(b) :		
Adjusted funds from operations attributable to W. P. Carey (AFFO)	251,892	279,219
Diluted weighted-average shares outstanding	220,129,870	212,345,047

(a) Amount for the three months ended March 31, 2024 includes \$807.5 million of proceeds from the sales of net investments in sales-type leases (U-Haul and State of Andalusia portfolios) [\(Note 5\)](#). Such proceeds are included within Net cash provided by operating activities in accordance with Accounting Standards Codification 842, *Leases*.

(b) We consider Adjusted funds from operations ("AFFO"), a supplemental measure that is not defined by GAAP (a "non-GAAP measure"), to be an important measure in the evaluation of our operating performance. See [Supplemental Financial Measures](#) below for our definition of this non-GAAP measure and a reconciliation to its most directly comparable GAAP measure.

Revenues

Total revenues increased/decreased for the three and nine months ended [September 30, 2023](#) [March 31, 2024](#) as compared to the same periods period in [2022](#). Real Estate revenue increased 2023, primarily due to higher lower lease revenues (substantially as a result of the Spin-Off and the Office Sale Program [\(Note 1\)](#), partially offset by property acquisition activity and rent escalations, [escalations](#)), as well as the net-leased properties we acquired in the CPA:18 Merger on August 1, 2022 lower other lease-related income [\(Note 4\)](#) and higher operating property revenues (primarily from the operating properties we acquired in the CPA:18 Merger on August 1, 2022 and the 12 hotel properties that converted from net-lease to operating properties during the first quarter of 2023).

Net Income Attributable to W. P. Carey

Net income attributable to W. P. Carey **increased** decreased for the three and nine months ended **September 30, 2023** **March 31, 2024** as compared to the same periods period in 2022. Net income from Real Estate attributable 2023, primarily due to **W. P. Carey increased** lower gain on sale of real estate.

AFFO

AFFO decreased for the three months ended March 31, 2024 as compared to the same period in 2023, primarily due to the impact of real estate acquisitions (including from properties acquired in the CPA:18 Merger on August 1, 2022), Spin-Off and Office Sale Program, as well as lower other lease-related income, partially offset by higher interest expense. In addition, we recognized a higher gain on sale the impact of real estate for the three net investment activity and nine months ended September 30, 2023 as compared to the same periods in 2022 ([Note 6](#), [Note 15](#)). We recognized a gain on change in control of interests during the prior year periods in connection with the CPA:18 Merger ([Note 3](#)). We also recognized an impairment charge on goodwill within our Investment Management segment during the prior year periods ([Note 9](#)), rent escalations.

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AFFO

AFFO increased for the three and nine months ended September 30, 2023 as compared to the same periods in 2022, primarily due to investment activity and rent escalations, as well as the accretive impact of the CPA:18 Merger, partially offset by higher interest expense. AFFO for the nine months ended September 30, 2023 also included certain non-recurring items that resulted in lower non-reimbursed property expenses (due to the reversal of certain property tax accruals) and a higher provision for income taxes (due to the settlement a tax audit on a portfolio of properties in Europe). In addition, AFFO from Investment Management attributable to W. P. Carey decreased primarily due to the cessation of fees and distributions previously earned from CPA:18 – Global prior to the CPA:18 Merger.

Portfolio Overview

Our portfolio is comprised of operationally-critical, commercial real estate assets net leased to tenants located primarily in the United States and Northern and Western Europe. We invest in high-quality single tenant industrial, warehouse, **retail**, and **self-storage** **retail** properties subject to long-term net leases with built-in rent escalators. Portfolio information is provided on a pro rata basis, unless otherwise noted below, to better illustrate the economic impact of our various net-leased jointly owned investments. See Terms and Definitions below for a description of pro rata amounts.

Portfolio Summary

	September 30, 2023	December 31, 2022
Net-leased Properties		
ABR (in thousands)	\$ 1,459,174	\$ 1,381,899
Number of net-leased properties	1,472	1,449
Number of tenants	395	392
Total square footage (in thousands)	179,232	175,957
Occupancy	98.9 %	98.8 %
Weighted-average lease term (in years)	11.0	10.8
Operating Properties		
Number of operating properties:	98	87
Number of self-storage operating properties	86	84
Number of hotel operating properties ^(a)	10	1
Number of student housing operating properties	2	2
Occupancy (self-storage operating properties)	90.5 %	91.0 %
Number of countries	26	26
Total assets (in thousands)	\$ 18,630,239	\$ 18,102,035
Net investments in real estate (in thousands)	15,916,731	15,488,898

	Nine Months Ended September 30,	
	2023	2022
Acquisition volume (in millions) ^(b)	\$ 944.5	\$ 1,107.8
Construction projects completed (in millions)	34.5	147.3
Average U.S. dollar/euro exchange rate	1.0830	1.0652

Average U.S. dollar/British pound sterling exchange rate	1.2439	1.2589
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	March 31, 2024	December 31, 2023
ABR (in thousands)	\$ 1,279,391	\$ 1,339,352
Number of net-leased properties	1,282	1,424
Number of tenants	335	336
Total square footage (in thousands)	168,401	172,668
Occupancy	99.1 %	98.1 %
Weighted-average lease term (in years)	12.2	11.7
Operating Properties		
Number of operating properties:		
Number of self-storage operating properties	96	96
Number of hotel operating properties	89	89
Number of student housing operating properties	5	5
Occupancy (self-storage operating properties)	2	2
Number of countries	90.4 %	90.3 %
Total assets (in thousands)	\$ 17,611,507	\$ 17,976,783
Net investments in real estate (in thousands)	14,082,224	14,913,899

	Three Months Ended March 31,	
	2024	2023
Acquisition volume (in millions) ^(a)	\$ 266.5	\$ 157.8
Construction projects completed (in millions)	14.7	20.6
Average U.S. dollar/euro exchange rate	1.0858	1.0720
Average U.S. dollar/British pound sterling exchange rate	1.2681	1.2137

(a) During the first quarter of 2023, the master lease expired on certain hotel properties previously classified as net-leased properties, which converted to operating properties. As a result, during the nine months ended September 30, 2023, we reclassified 12 consolidated hotel properties from net leases to operating properties (Note 5). We sold three of these hotel properties during the third quarter of 2023 (Note 15).

(b) Amounts for the nine months ended September 30, 2023 March 31, 2024 and 2022 2023 include \$36.6 million \$1.8 million and \$65.2 million \$13.7 million, respectively, of funding for a construction loan (Note 87). Amount for the nine months ended September 30, 2022 excludes properties acquired in the CPA:18 Merger March 31, 2024 includes \$83.9 million of sale-leasebacks classified as loans receivable (Note 35).

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Net-Leased Portfolio

The tables below represent information about our net-leased portfolio at September 30, 2023 March 31, 2024 on a pro rata basis and, accordingly, exclude all operating properties. See Terms and Definitions below for a description of pro rata amounts and ABR.

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Top Ten Tenants by ABR (dollars in thousands)

Top Ten Tenants by ABR (dollars in thousands)
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Tenant/Lease Guarantor	Description	Number of Properties	ABR	ABR Percent	Weighted-Average Lease Term (Years)
U-Haul Moving Partners Inc. and Mercury Partners, LP ^(a)	Net lease self-storage properties in the U.S.	78	\$ 38,751	2.6 %	0.5
Apotex Pharmaceutical Holdings Inc. ^(b)	Pharmaceutical R&D and advanced manufacturing properties in Canada	11	31,528	2.2 %	19.5
State of Andalucía ^(c)	Government office properties in Spain	70	31,196	2.1 %	11.2
Metro Cash & Carry Italia S.p.A. ^(c)	Business-to-business wholesale stores in Italy and Germany	20	29,099	2.0 %	5.0
Hellweg Die Profi-Baumärkte GmbH & Co. KG ^(c)	Do-it-yourself retail properties in Germany	35	28,937	2.0 %	13.4
Extra Space Storage, Inc.	Net lease self-storage properties in the U.S.	27	25,036	1.7 %	20.6
ABC Technologies Holdings Inc. ^{(b) (d)}	Automotive component manufacturing properties in North America	23	24,251	1.7 %	19.6
OBI Group ^(c)	Do-it-yourself retail properties in Poland	26	23,738	1.6 %	7.7
Nord Anglia Education, Inc.	K-12 private schools in the U.S.	3	22,245	1.5 %	20.0
Fortenova Grupa d.d. ^(c)	Grocery stores and warehouses in Croatia	19	21,444	1.5 %	10.6
Total		312	\$ 276,225	18.9 %	12.2

Tenant/Lease Guarantor	Description	Number of Properties	ABR	ABR Percent	Weighted-Average Lease Term (Years)
Apotex Pharmaceutical Holdings Inc. ^(a)	Pharmaceutical R&D and manufacturing properties in the Greater Toronto Area leased to generic drug manufacturer	11	\$ 31,528	2.5 %	19.0
Metro Cash & Carry Italia S.p.A. ^(b)	Business-to-business retail stores in Italy and Germany leased to cash and carry wholesaler	20	29,867	2.3 %	4.3
Extra Space Storage, Inc.	Net lease self-storage properties in the U.S. leased to publicly traded self-storage REIT	27	25,808	2.0 %	20.1
Hellweg Die Profi-Baumärkte GmbH & Co. KG ^{(b) (c)}	Retail properties in Germany leased to German DIY retailer	35	25,205	2.0 %	19.9
OBI Group ^(b)	Retail properties in Poland leased to German DIY retailer	26	24,926	2.0 %	7.2
Fortenova Grupa d.d. ^(b)	Grocery stores and warehouses in Croatia leased to European food retailer	19	24,831	1.9 %	10.1
ABC Technologies Holdings Inc. ^{(a) (d)}	Automotive parts manufacturing properties in the U.S., Canada and Mexico leased to OEM supplier	23	24,251	1.9 %	19.1
Fedrigoni S.p.A. ^(b)	Industrial and warehouse facilities in Germany, Italy and Spain leased to global manufacturer of premium packaging and labels	16	22,919	1.8 %	19.7
Nord Anglia Education, Inc.	K-12 private schools in Orlando, Miami and Houston leased to international day and boarding school operator	3	22,245	1.7 %	19.5
Eroski Sociedad Cooperativa ^(b)	Grocery stores and warehouses in Spain leased to Spanish food retailer	63	21,349	1.7 %	12.0
		243	\$ 252,929	19.8 %	14.9

(a) As of September 30, 2023, Mercury Partners, LP (a related party of U-Haul Moving Partners Inc.) provided notice that it intends to exercise its option to repurchase the 78 properties it is leasing ([Note 6](#)).

(b) ABR from these properties is denominated in U.S. dollars.

(c) (b) ABR amounts are subject to fluctuations in foreign currency exchange rates.

(c) During the first quarter of 2024, we entered into a lease restructuring with Hellweg Die Profi-Baumärkte GmbH & Co. KG ("Hellweg"), which included (i) abated rent from January 1, 2024 to March 31, 2024, (ii) a €4.0 million reduction in annual base rent, and (iii) a seven-year lease extension, with a new lease maturity of February 2044.

(d) Of the 23 properties leased to ABC Technologies Holdings Inc., nine are located in Canada, eight are located in the United States, and six are located in Mexico.

Portfolio Diversification by Geography
(in thousands, except percentages)

Region	Region	Square Footage			Region	ABR	ABR	Percent	Square Footage (a)	Squa Foota Perce	
		ABR	Percent	Footage (a)							
United States	United States										
Midwest											
Midwest											
Midwest											
Illinois											
Illinois											
Illinois											
Ohio					Ohio						
Indiana					Indiana						
Michigan					Michigan						
Wisconsin					Wisconsin						
Other (b)					Other (b)						
Total Midwest					Total Midwest						
						209,791		16.4 %	36,678	21.8	
South	South										
Texas											
Texas											
Texas	Texas	\$ 120,554	8.3 %	12,613	7.0 %	79,309	6.2	6.2 %	10,426	6.2	
Florida	Florida	53,283	3.7 %	4,380	2.4 %	35,905	2.8	2.8 %	3,134	1.9	
Georgia	Georgia	28,088	1.9 %	4,385	2.4 %	25,299	2.0	2.0 %	4,067	2.4	
Tennessee	Tennessee	26,912	1.8 %	4,296	2.4 %	23,596	1.8	1.8 %	3,868	2.3	
Alabama	Alabama	21,515	1.5 %	3,346	1.9 %	21,917	1.7	1.7 %	3,282	1.9	
Other (b)	Other (b)	16,223	1.1 %	2,402	1.3 %	15,783	1.2	1.2 %	2,300	1.4	
Total South	Total South	266,575	18.3 %	31,422	17.4 %	Total South	201,809	15.7	15.7 %	27,077	16.1
Midwest											
Illinois											
Minnesota											
Ohio											
Indiana											
Michigan											
Wisconsin											
Other (b)											
Total Midwest		264,320	18.1 %	40,207	22.5 %						
East	East										
North Carolina											
North Carolina											
North Carolina	North Carolina	39,651	2.7 %	8,404	4.7 %	36,377	2.8	2.8 %	8,226	4.9	
Pennsylvania	Pennsylvania	33,531	2.3 %	3,569	2.0 %	30,763	2.4	2.4 %	3,375	2.0	
New York	New York	20,200	1.4 %	2,257	1.2 %	20,468	1.6	1.6 %	2,220	1.3	
South Carolina	South Carolina	18,739	1.3 %	4,949	2.8 %	19,219	1.5	1.5 %	4,952	2.9	
Kentucky											
Massachusetts	Massachusetts	18,607	1.3 %	1,387	0.8 %	18,130		1.4 %	2,983	1.8	
Kentucky		17,740	1.2 %	2,980	1.7 %	Massachusetts	16,189	1.3	1.3 %	1,188	0.7
Virginia		15,347	1.1 %	1,854	1.0 %						

New Jersey		New Jersey	13,578	1.1 %	773	0.5					
Other (b)	Other (b)	Other (b)	33,167	2.6	2.6 %	5,184	3.1				
Total East	Total East	Total East	187,891	14.7	14.7 %	28,901	17.2				
West	West										
California	California	66,042	4.5 %	6,100	3.4 %						
California											
California			60,795	4.8 %	5,889	3.5					
Arizona	Arizona	30,884	2.1 %	3,437	1.9 %	Arizona	16,192	1.3	1.3 %	2,238	1.3
Utah	Utah	15,155	1.0 %	2,085	1.2 %	Utah	14,731	1.2	1.2 %	2,021	1.2
Colorado		14,793	1.0 %	1,106	0.6 %						
Other (b)	Other (b)	44,893	3.1 %	4,040	2.3 %	Other (b)	49,096	3.8	3.8 %	4,274	2.5
Total West	Total West	171,767	11.7 %	16,768	9.4 %	Total West	140,814	11.1	11.1 %	14,422	8.5
United States Total	United States Total	905,079	62.0 %	118,459	66.1 %	United States Total	740,305	57.9	57.9 %	107,078	63.6
International	International										
Germany	Germany	72,778	5.0 %	6,839	3.8 %						
Spain		61,825	4.2 %	5,179	2.9 %						
Germany						Germany	67,326	5.3 %	6,535	3.9	
The Netherlands	The Netherlands	59,680	4.1 %	7,054	3.9 %	The Netherlands	61,438	4.8	4.8 %	7,054	4.2
Poland	Poland	58,416	4.0 %	8,635	4.8 %	Poland	60,048	4.7	4.7 %	8,158	4.8
Italy						Italy	59,296	4.6 %	8,213	4.9	
Canada (c)						Canada (c)	50,987	4.0 %	5,107	3.0	
United Kingdom	United Kingdom	51,602	3.5 %	4,742	2.7 %	United Kingdom	47,416	3.7	3.7 %	4,272	2.5
Canada (c)		50,807	3.5 %	5,087	2.8 %						
Italy		32,056	2.2 %	3,354	1.9 %						
Spain						Spain	35,427	2.8 %	3,073	1.8	
Croatia						Croatia	25,663	2.0 %	2,063	1.2	
Denmark	Denmark	24,364	1.7 %	3,039	1.7 %	Denmark	24,794	1.9	1.9 %	3,002	1.8
Croatia		22,239	1.5 %	2,063	1.2 %						
France	France	21,111	1.4 %	1,679	0.9 %	France	21,759	1.7	1.7 %	1,679	1.0
Norway		15,330	1.1 %	742	0.4 %						
Lithuania						Lithuania	13,470	1.1 %	1,640	1.0	
Mexico						Mexico	13,296	1.0 %	2,489	1.5	
Other (d)	Other (d)	83,887	5.8 %	12,360	6.9 %	Other (d)	58,166	4.5	4.5 %	8,038	4.8
International Total	International Total	554,095	38.0 %	60,773	33.9 %	International Total	539,086	42.1	42.1 %	61,323	36.4
Total	Total	\$1,459,174	100.0 %	179,232	100.0 %	Total	\$1,279,391	100.0	100.0 %	168,401	100.0

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Portfolio Diversification by Property Type
(in thousands, except percentages)

Property Type	Property Type	ABR	Square Footage (a)	ABR Percent	Square Footage (a) Percent	Property Type	ABR	ABR Percent	Square Footage (a)	Square Footage Percent

Industrial	Industrial	\$ 426,720	29.2 %	67,519	37.7 %	Industrial	\$ 447,830	35.0	35.0 %	71,136	42.2	42.2 %
Warehouse	Warehouse	342,735	23.5 %	62,942	35.1 %	Warehouse	357,935	28.0	28.0 %	65,300	38.8	38.8 %
Retail (e)	Retail (e)	244,935	16.8 %	20,256	11.3 %	Retail (e)	277,153	21.7	21.7 %	21,065	12.5	12.5 %
Office		226,567	15.5 %	15,244	8.5 %							
Self Storage (net lease)		63,786	4.4 %	5,810	3.2 %							
Other (f)	Other (f)	154,431	10.6 %	7,461	4.2 %	Other (f)	196,473	15.3	15.3 %	10,900	6.5	6.5 %
Total	Total	\$1,459,174	100.0 %	179,232	100.0 %	Total	\$ 1,279,391	100.0	100.0 %	168,401	100.0	100.0 %

(a) Includes square footage for any vacant properties.

(b) Other properties within **Midwest** include assets in Minnesota, Iowa, Kansas, Missouri, Nebraska, South Dakota, and North Dakota. Other properties within **South** include assets in Louisiana, Arkansas, Oklahoma, and Mississippi. Other properties within **Midwest** include assets in Iowa, Missouri, Kansas, Nebraska, South Dakota, and North Dakota. Other properties within **East** include assets in New Jersey, Virginia, Connecticut, Maryland, Connecticut, West Virginia, New Hampshire, and Maine. Other properties within **West** include assets in Oregon, Nevada, Colorado, Hawaii, Washington, Hawaii, Idaho, Montana, Nevada, Wyoming, and New Mexico, and Wyoming, Mexico.

(c) \$46.8 million (92%) of ABR from properties in Canada is denominated in U.S. dollars, with the balance denominated in Canadian dollars.

(d) Includes assets in Mexico, Lithuania, Finland, Belgium, Hungary, Norway, Mauritius, Slovakia, Portugal, the Czech Republic, Austria, Finland, Sweden, Latvia, Japan, and Estonia.

(e) Includes automotive dealerships.

(f) Includes ABR from tenants within the following property types: education facility, office, specialty, self storage (net lease), laboratory, hotel (net lease), research and development, specialty, fitness facility, student housing (net lease), theater, funeral home, restaurant, land, parking, and outdoor advertising land.

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Portfolio Diversification by Tenant Industry
(in thousands, except percentages)

Industry Type	Industry Type	Square			Industry Type	Square			Industry Type	Square		
		ABR	Percent	Footage		ABR	Percent	Footage		ABR	Percent	Footage
Retail Stores (a)	Retail Stores (a)	\$ 290,733	19.9 %	36,172	20.2 %	Retail Stores (a)	\$ 303,253	23.7	23.7 %	37,237	22.1	22.1 %
Beverage and Food					Beverage and Food	113,101	8.8	8.8 %	16,129	9.6	9.6 %	
Consumer Services	Consumer Services	126,851	8.7 %	8,507	4.8 %	Consumer Services	102,938	8.0	8.0 %	5,690	3.4	3.4 %
Beverage and Food		109,282	7.5 %	15,759	8.8 %							
Automotive	Automotive	95,253	6.5 %	14,648	8.2 %	Automotive	95,608	7.5	7.5 %	14,502	8.6	8.6 %
Grocery					Grocery	84,927	6.6	6.6 %	7,406	4.4	4.4 %	
Healthcare and Pharmaceuticals	Healthcare and Pharmaceuticals	91,104	6.2 %	7,740	4.3 %	Pharmaceuticals	71,313	5.6	5.6 %	6,594	3.9	3.9 %
Grocery		86,876	6.0 %	8,404	4.7 %							
Containers, Packaging, and Glass					Containers, Packaging, and Glass	60,247	4.7	4.7 %	10,319	6.1	6.1 %	
Capital Equipment					Capital Equipment	49,442	3.9	3.9 %	8,805	5.2	5.2 %	
Cargo Transportation	Cargo Transportation	65,070	4.5 %	9,550	5.3 %	Cargo Transportation	47,479	3.7	3.7 %	7,723	4.6	4.6 %
Capital Equipment		56,457	3.9 %	8,238	4.6 %							
Business Services		51,729	3.5 %	4,115	2.3 %							
Containers, Packaging, and Glass		49,920	3.4 %	8,266	4.6 %							
Construction and Building	Construction and Building	48,434	3.3 %	9,158	5.1 %	Construction and Building	47,461	3.7	3.7 %	9,035	5.4	5.4 %
Durable Consumer Goods	Durable Consumer Goods	47,583	3.3 %	10,299	5.7 %	Durable Consumer Goods	46,001	3.6	3.6 %	9,870	5.9	5.9 %
Sovereign and Public Finance		44,927	3.1 %	3,560	2.0 %							

Hotel and Leisure	Hotel and Leisure	41,443	2.8 %	2,024	1.1 %	Hotel and Leisure	41,486	3.2	3.2 %	2,053	1.2	1.2 %
Chemicals, Plastics, and Rubber						Chemicals, Plastics, and Rubber	33,003	2.6	%	5,929	3.5	%
Non-Durable Consumer Goods						Non-Durable Consumer Goods	32,675	2.6	%	6,805	4.0	%
Business Services						Business Services	28,195	2.2	%	2,983	1.8	%
Metals						Metals	28,158	2.2	%	4,895	2.9	%
High Tech Industries	High Tech Industries	35,839	2.5 %	3,486	1.9 %	High Tech Industries	23,617	1.9	1.9 %	4,177	2.5	2.5 %
Chemicals, Plastics, and Rubber		35,383	2.4 %	6,186	3.5 %							
Insurance		30,917	2.1 %	1,961	1.1 %							
Non-Durable Consumer Goods		26,258	1.8 %	5,971	3.3 %							
Metals		25,863	1.8 %	4,515	2.5 %							
Telecommunications	Telecommunications	17,615	1.2 %	1,686	0.9 %	Telecommunications	13,906	1.1	1.1 %	1,500	0.9	0.9 %
Banking		15,618	1.1 %	1,008	0.6 %							
Other (b)	Other (b)	66,019	4.5 %	7,979	4.5 %	Other (b)	56,581	4.4	4.4 %	6,749	4.0	4.0 %
Total	Total	\$1,459,174	100.0 %	179,232	100.0 %	Total	\$1,279,391	100.0	100.0 %	168,401	100.0	100.0 %

(a) Includes automotive dealerships.

(b) Includes ABR from tenants in the following industries: aerospace and defense, wholesale, insurance, sovereign and public finance, banking, environmental industries, media: advertising, printing, and publishing, oil and gas, media: broadcasting and subscription, utilities: electric, environmental industries, consumer transportation, forest products and paper, electricity, finance, and real estate. electricity. Also includes square footage for vacant properties.

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Lease Expirations

(in thousands, except percentages, number of leases, and number of tenants)

Year of Lease	Expiration (a) (a)	Number of Tenants						Year of Lease	Number of Leases	Number of Tenants with Leases	ABR	Percent	Square Footage	
		Year of Lease	Number of Leases	Number of Leases with ABR	ABR	Percent	Square Footage							
		Expiring	Expiring	Expiring	ABR	Percent	Footage							
Remaining 2023		14	12	\$ 14,883	1.0 %	2,588	1.5 %							
2024 (b)		40	34	89,193	6.1 %	10,927	6.1 %							
Remaining 2024								Remaining 2024	19	18	\$ 17,380	1.4 %		3,373
2025	2025	53	33	64,663	4.4 %	7,101	4.0 %	2025	36	17	17	44,707	3.5	3.5 %
2026	2026	46	37	67,566	4.6 %	9,089	5.1 %	2026	37	28	28	59,497	4.6	4.6 %
2027	2027	56	33	83,173	5.7 %	8,639	4.8 %	2027	43	26	26	62,370	4.9	4.9 %
2028	2028	50	32	71,890	4.9 %	5,425	3.0 %	2028	41	25	25	54,473	4.2	4.2 %
2029	2029	57	29	70,023	4.8 %	8,470	4.7 %	2029	57	30	30	77,078	6.0	6.0 %
2030	2030	34	30	69,601	4.8 %	5,719	3.2 %	2030	32	28	28	36,665	2.9	2.9 %
2031	2031	37	21	72,202	5.0 %	8,749	4.9 %	2031	36	20	20	67,983	5.3	5.3 %
2032	2032	41	22	46,043	3.2 %	6,200	3.5 %	2032	38	19	19	41,704	3.2	3.2 %
2033	2033	29	22	79,474	5.5 %	11,115	6.2 %	2033	28	21	21	71,616	5.6	5.6 %
2034	2034	50	19	91,985	6.3 %	9,023	5.0 %	2034	51	20	20	65,492	5.1	5.1 %
2035	2035	16	15	31,218	2.1 %	5,059	2.8 %	2035	19	16	16	35,364	2.8	2.8 %
2036	2036	46	19	70,654	4.8 %	10,995	6.1 %	2036	45	19	19	71,358	5.6	5.6 %
Thereafter (>2036)		281	120	536,606	36.8 %	68,173	38.0 %							

2037	2037	24	12	30,482	2.4 %	3,298
Thereafter	Thereafter					
(>2037)	(>2037)	266	112	543,222	42.5 %	71,242
Vacant	Vacant	—	—	—	—	—
Total	Total	850	\$1,459,174	100.0 %	179,232	100.0 %
				Total	772	\$
					\$ 1,279,391	100.0
						100.0

(a) Assumes tenants do not exercise any renewal options or purchase options.

(b) Includes ABR of \$38.8 million from Mercury Partners, LP (a related party of U-Haul Moving Partners Inc.) that as of September 30, 2023 provided notice of its intention to exercise its option to repurchase the 78 properties it is leasing ([Note 6](#)).

Terms and Definitions

Pro Rata Metrics — The portfolio information above contains certain metrics prepared on a pro rata basis. We refer to these metrics as pro rata metrics. We have certain investments in which our economic ownership is less than 100%. On a full consolidation basis, we report 100% of the assets, liabilities, revenues, and expenses of those investments that are deemed to be under our control or for which we are deemed to be the primary beneficiary, even if our ownership is less than 100%. Also, for all other jointly owned investments, which we do not control, we report our net investment and our net income or loss from that investment. On a pro rata basis, we generally present our proportionate share, based on our economic ownership of these jointly owned investments, of the portfolio metrics of those investments. Multiplying each of our jointly owned investments' financial statement line items by our percentage ownership and adding or subtracting those amounts from our totals, as applicable, may not accurately depict the legal and economic implications of holding an ownership interest of less than 100% in our jointly owned investments.

ABR — ABR represents contractual minimum annualized base rent for our net-leased properties and reflects exchange rates as of **September 30, 2023** **March 31, 2024**. If there is a rent abatement, we annualize the first monthly contractual base rent following the free rent period. ABR is not applicable to operating properties. properties and is presented on a pro rata basis.

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Results of Operations

We operate in two Effective January 1, 2024, we no longer separately analyze our business between real estate operations and investment management operations, and instead view the business as one reportable segments: Real Estate and Investment Management. segment. As a result of this change, we have conformed prior period segment information to reflect how we currently view our business ([Note 1](#)).

We evaluate our results of operations with a primary focus on increasing and enhancing the value, quality, and number of properties in our Real Estate segment. properties. We focus our efforts on accretive investing and improving portfolio quality through re-leasing efforts, including negotiation of lease renewals, or selectively selling assets in order to increase value in our real estate portfolio. Through our Investment Management segment, we expect to continue to earn fees and other income from the management of the portfolio of CESH until it reaches the end of its life cycle. Refer to

[Note 16](#) **W. P. Carey 3/31/2024 10-Q** for tables presenting the comparative results of our Real Estate and Investment Management segments. – 39

Real Estate

Revenues

The following table presents revenues within our Real Estate segment (in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Change	2023	2022	Change
Three Months Ended March 31,						
Three Months Ended March 31,						
Three Months Ended March 31,						
2024						

2024											
Real Estate Revenues											
Real Estate Revenues		Real Estate Revenues									
Lease revenues from:	Lease revenues from:										
Lease revenues from:											
Existing net-leased properties	Existing net-leased properties										
Existing net-leased properties	Existing net-leased properties	\$ 303,483	\$ 279,982	\$ 23,501	\$ 902,162	\$ 851,847	\$ 50,315				
Recently acquired net-leased properties	Recently acquired net-leased properties	43,690	15,964	27,726	106,667	24,237	82,430				
Net-leased properties acquired in the CPA:18 Merger		20,296	13,297	6,999	62,029	13,297	48,732				
Net-leased properties sold, held for sale, or reclassified to operating properties or sales-type leases		1,690	22,659	(20,969)	19,761	64,600	(44,839)				
Recently acquired net-leased properties											
Recently acquired net-leased properties											
Net-leased properties sold, held for sale, derecognized, or reclassified to operating properties											
Net-leased properties sold, held for sale, derecognized, or reclassified to operating properties											
Net-leased properties sold, held for sale, derecognized, or reclassified to operating properties											
Total lease revenues (includes reimbursable tenant costs)											
Total lease revenues (includes reimbursable tenant costs)											
Total lease revenues (includes reimbursable tenant costs)	Total lease revenues (includes reimbursable tenant costs)	369,159	331,902	37,257	1,090,619	953,981	136,638				
Income from finance leases and loans receivable	Income from finance leases and loans receivable	27,575	20,637	6,938	75,641	56,794	18,847				
Income from finance leases and loans receivable											
Income from finance leases and loans receivable											
Operating property revenues from:	Operating property revenues from:										
Operating properties acquired in the CPA:18 Merger		23,559	15,415	8,144	70,428	15,415	55,013				

Operating properties sold or held for sale		9,750	—	9,750	29,648	—	29,648
Operating property revenues from:							
Operating property revenues from:							
Existing operating properties							
Existing operating properties							
Existing operating properties							
Operating properties recently reclassified from net-leased properties or recently acquired	Operating properties recently reclassified from net-leased properties or recently acquired	9,291	—	9,291	22,888	—	22,888
Existing operating properties		6,618	5,935	683	17,816	14,864	2,952
Operating properties recently reclassified from net-leased properties or recently acquired							
Operating properties recently reclassified from net-leased properties or recently acquired							
Operating properties sold, held for sale, or derecognized							
Operating properties sold, held for sale, or derecognized							
Operating properties sold, held for sale, or derecognized							
Total operating property revenues							
Total operating property revenues							
Total operating property revenues	Total operating property revenues	49,218	21,350	27,868	140,780	30,279	110,501
Other lease-related income	Other lease-related income	2,310	8,192	(5,882)	20,723	24,905	(4,182)
		\$ 448,262	\$ 382,081	\$ 66,181	\$ 1,327,763	\$ 1,065,959	\$ 261,804
Other lease-related income							
Other lease-related income							
Investment Management Revenues							
Investment Management Revenues							
Investment Management Revenues							
Asset management revenue							
Asset management revenue							
Asset management revenue							
Other advisory income and reimbursements							
Other advisory income and reimbursements							
Other advisory income and reimbursements							
		\$	\$	\$	\$	\$	\$
		=====	=====	=====	=====	=====	=====
		=====	=====	=====	=====	=====	=====
		=====	=====	=====	=====	=====	=====

Lease Revenues

"Existing net-leased properties" are those that we acquired or placed into service prior to **January 1, 2022** **January 1, 2023** and that were not sold, or held for sale, derecognized, or reclassified to operating properties during the periods presented. For the periods presented, there were **1,079** 1,099 existing net-leased properties.

For the three and nine months ended **September 30, 2023** **March 31, 2024** as compared to the same periods period in **2022**, **2023**, lease revenues from existing net-leased properties increased due to the following items (in millions):

(a) Excludes fixed minimum rent increases, which are reflected as straight-line rent adjustments within lease revenues.

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(b) Primarily comprised During the first quarter of higher reimbursable maintenance costs at certain properties, 2024, we entered into a lease restructuring with our tenant Hellweg, which included abated rent from January 1, 2024 to March 31, 2024 and the reclassification of 13 properties leased to this tenant from direct financing leases to operating leases ([Note 5](#)).

"Recently acquired net-leased properties" are those that we acquired or placed into service subsequent to **December 31, 2021** **December 31, 2022** and that were not sold or held for sale during the periods presented. Since **January 1, 2022** **January 1, 2023**, we acquired **28** 15 investments (comprised of **172** 79 properties) and placed two properties into service.

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"Net-leased properties acquired in the CPA:18 Merger" on August 1, 2022 ([Note 3](#)) consisted of 37 net-leased properties that were not sold or held for sale during the periods presented..

"Net-leased properties sold, held for sale, derecognized, or reclassified to operating properties or sales-type leases" properties" include:

- **14** 153 net-leased properties disposed of during the **nine** **three** months ended **September 30, 2023**;
- three net-leased properties classified as held for sale at **September 30, 2023**, all of which were sold in **October 2023** ([Note 17](#)) **March 31, 2024**;
- 23 net-leased properties disposed of during the year ended **December 31, 2022** **December 31, 2023**;
- 59 net-leased properties derecognized in connection with the Spin-Off ([Note 1](#)); and
- a portfolio of 12 net-leased hotel properties that converted to operating properties in the first quarter of 2023 upon expiration of the master lease with the Marriott Corporation, after which we began recognizing operating property revenues and expenses from these properties ([Note 5](#)) (three of these properties were sold during the third quarter and fourth quarters of 2023 and five were held for sale as of September 30, 2023); and
- a portfolio of 78 net-leased self-storage properties that were reclassified to net investments in sales-type leases in the first quarter of 2023, since the tenant provided notice of its intention to exercise its option to repurchase the properties; following this transaction, we began recognizing earnings from these properties within income from finance leases and loans receivable in the consolidated financial statements ([Note 6](#)) 2023).

Our dispositions are more fully described in [Note 15](#) [14](#).

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Income from Finance Leases and Loans Receivable

For the three and nine months ended **September 30, 2023** **March 31, 2024** as compared to the same periods period in **2022**, **2023**, income from finance leases and loans receivable increased due to the following items (in millions):

(a) We sold our U-Haul and State of Andalusia portfolios during the first quarter of 2024. Such investments were previously reclassified to net investments in sales-type leases during 2023 ([Note 5](#)).

W. P. Carey 9/30/2023 10-Q (b) During the first quarter of 2024, we entered into a lease restructuring with our tenant Hellweg, which resulted in the reclassification of 13 properties leased to this tenant from direct financing leases to operating leases ([Note 554](#)).

Operating Property Revenues and Expenses

"Operating properties Existing operating properties" are those that we acquired in the CPA:18 Merger" consisted of 65 self-storage properties or placed into service prior to January 1, 2023 and two student housing properties, which contributed operating property revenues, depreciation and amortization, and operating property expenses since August 1, 2022, the date of the CPA:18 Merger ([Note 3](#)).

"Operating properties that were not sold or held for sale" are sale during the periods presented. For the periods presented, we recorded operating property revenues from 78 existing operating properties, comprised of 75 self-storage operating properties (which excludes nine self-storage properties accounted for under the three equity method), two student housing operating properties, and one hotel operating properties sold during the three months ended September 30, 2023 and five hotel operating properties classified as held for sale as of September 30, 2023, three of which were sold in October 2023 ([property](#)).

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"Operating properties recently reclassified from net-leased properties or recently acquired" include (i) four net-leased hotel properties that converted to operating properties in the first quarter of 2023 (after which we began recognizing operating property revenues and expenses from these properties ([Note 5](#))) properties and (ii) two five self-storage operating properties acquired during the nine months ended September 30, 2023 ([Note 5](#)), 2023.

"Existing operating properties" are those that we acquired or placed into service prior to January 1, 2022 and that were not Operating properties sold, or held for sale, during the periods presented. For the periods presented, we recorded operating property revenues from 11 existing or derecognized" are comprised of (i) eight hotel operating properties comprised disposed of ten self-storage operating properties (which excludes nine self-storage properties accounted for under the equity method) during 2023 and one hotel operating property, as well as (ii) a parking garage attached to one of our existing a net-leased properties. For our existing hotel operating property revenues and expenses increased by (i) \$0.6 million and \$0.4 million, respectively, for that was derecognized in connection with the three months ended September 30, 2023 as compared to the same period in 2022, and (ii) \$1.9 million and \$1.2 million, respectively, for the nine months ended September 30, 2023 as compared to the same period in 2022, reflecting higher occupancy. Spin-Off.

Other Lease-Related Income

Other lease-related income is described in [Note 54](#).

Asset Management Revenue

During the periods presented, we earned asset management revenue from (i) NLOP (upon closing of the Spin-Off on November 1, 2023) and (ii) CESH ([Note 3](#)). Asset management revenues from NLOP and CESH are expected to decline as assets are sold (CESH owns one remaining build-to-suit project).

Other Advisory Income and Reimbursements

Other advisory income and reimbursements are comprised of (i) fixed administrative fees earned from NLOP (upon closing of the Spin-Off on November 1, 2023) and (ii) reimbursable costs from CESH ([Note 3](#)).

Operating Expenses

Depreciation and Amortization

For the three and nine months ended **September 30, 2023** **March 31, 2024** as compared to the same periods period in **2022**, depreciation and amortization expense **increased** **decreased** primarily due to the impact of **net** the Spin-Off, the Office Sale Program, and other dispositions, partially offset by the impact of property acquisition activity (including properties acquired in the CPA:18 Merger) activity.

General and Administrative

All general and administrative expenses are attributed to our Real Estate segment.

For the three and nine months ended **September 30, 2023** **March 31, 2024** as compared to the same periods period in **2022**, general and administrative expenses increased by **\$1.0 million** and **\$8.3 million** **\$1.3 million**, respectively, primarily due to higher compensation expense **increased** and employee benefits **expense**, increased professional fees and expenses resulting from the assets acquired in the CPA:18 Merger ([Note 1](#)), and no longer receiving reimbursements from CPA:18 – Global expense.

Impairment Charges — Real Estate

Our impairment charges on real estate are more fully described in [Note 9](#).

Property Expenses, Excluding Reimbursable Tenant Costs Stock-based Compensation Expense

For the three months ended **September 30, 2023** **March 31, 2024** as compared to the same periods period in **2022**, property expenses, excluding reimbursable tenant costs, **2023**, stock-based compensation expense increased by **\$1.8 million** **\$1.1 million**, primarily due to the recovery **higher** amortization of property taxes in the prior year period due to a successful court ruling **restricted** share units and **higher** property expenses related to certain properties acquired in the CPA:18 Merger.

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For the nine months ended September 30, 2023 as compared to the same periods in 2022, property expenses, excluding reimbursable tenant costs, decreased by **\$5.7 million** primarily due to the reimbursement for previously incurred legal fees and the release of real estate taxes accrued for a cash basis tenant during the current year period. The tenant was previously not current on real estate taxes due, and repaid the outstanding amount in the second quarter of 2023. These decreases were partially offset by the recovery of property taxes in the prior year period due to a successful court ruling and higher property expenses related to certain properties acquired in the CPA:18 Merger.

Stock-based Compensation Expense

Stock-based compensation expense is fully recognized within our Real Estate segment.

For the three and nine months ended September 30, 2023 as compared to the same periods in 2022, stock-based compensation expense increased by **\$3.5 million** and **\$2.7 million**, respectively, primarily due to changes in the projected payout for performance share units.

Merger and Other Expenses

For the three and nine months ended **September 30, 2023** **March 31, 2024**, merger and other expenses are primarily comprised of costs incurred the write-off of a value added tax receivable that was previously recorded in connection with the Spin-Off transaction that was announced in September 2023 and completed in November 2023 ([Note 17](#)).

For the three and nine months ended September 30, 2022, merger and other expenses are primarily comprised of costs incurred in connection with the CPA:18 Merger ([Note 3](#)) that was completed in August 2022 an international investment.

Other Income and (Expenses), Expenses, and Provision for Income Taxes

Interest Expense

For the three and nine months ended **September 30, 2023** **March 31, 2024** as compared to the same periods period in **2022**, **2023**, interest expense increased by **\$18.0 million** and **\$68.2 million**, respectively, **\$1.5 million** primarily due to (i) **\$8.3 million** and **\$29.1 million** of interest expense incurred during the three and nine months ended September 30, 2023, respectively, related to non-recourse mortgage loans assumed in the CPA:18 Merger, (ii) higher outstanding balances and interest rates on our Senior Unsecured Credit Facility (iii) and (iv) our Unsecured Term Loan due 2026 that we entered into in April 2023 ([Note 11](#)), and (iv) two senior unsecured notes issuances totaling **\$334.8 million** (based on the exchange rate of the euro on the dates of issuance) with a weighted-average interest rate of 3.6% completed in September 2022, partially offset by (i) the reduction of our mortgage debt outstanding by prepaying or repaying at or close to maturity a total of **\$441.4 million** **\$433.0 million** of non-recourse mortgage loans with a weighted-average interest rate of

4.7% 4.9% since January 1, 2022 January 1, 2023 (Note 11 10), and (ii) the derecognition of non-recourse mortgage loans with an aggregate carrying value totaling \$164.7 million in connection with the Spin-Off on November 1, 2023 (Note 1).

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The following table presents certain information about our outstanding debt (dollars in thousands):

		Three Months Ended September 30,			Nine Months Ended September 30,		
		2023	2022		2023	2022	
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		2024					
		2024					
		2024					
Average outstanding debt balance							
Average outstanding debt balance							
Average outstanding debt balance	Average outstanding debt balance	\$ 8,595,115	\$ 7,827,346		\$ 8,473,580	\$ 7,193,779	
Weighted-average interest rate	Weighted-average interest rate	3.3 %	2.6 %		3.2 %	2.5 %	
Weighted-average interest rate							
Weighted-average interest rate							

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Earnings from Equity Method Investments in Gain on Sale of Real Estate, Net

Our equity method investments in Gain on sale of real estate, are net, consists of gains and losses on the sale of properties that were (i) disposed of or (ii) subject to the exercise of a purchase option during the reporting period, as more fully described in Note 84, Note 5 and Note 14. The following table presents earnings from equity method investments in real estate (in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Change	2023	2022	Change
Earnings from Equity Method Investments in Real Estate						
Existing Equity Method Investments:						
Earnings from Las Vegas Retail Complex (a)	\$ 3,201	\$ 2,860	\$ 341	\$ 9,069	\$ 6,228	\$ 2,841
Earnings from Johnson Self Storage	1,204	1,163	41	3,428	3,190	238
Earnings from Kesko Senkai	360	1,902	(1,542)	1,433	3,132	(1,699)
Earnings from Harmon Retail Center	213	258	(45)	639	789	(150)
	4,978	6,183	(1,205)	14,569	13,339	1,230
Equity Method Investments Consolidated after the CPA:18 Merger:						
Proportionate share of impairment charge recognized on Bank						
Pekao	—	—	—	—	(4,610)	4,610
Other	—	264	(264)	—	1,460	(1,460)
	—	264	(264)	—	(3,150)	3,150
	\$ 4,978	\$ 6,447	\$ (1,469)	\$ 14,569	\$ 10,189	\$ 4,380

(a) Increases for the three and nine months ended September 30, 2023 as compared to the same periods in 2022 are primarily due to funding of this construction loan since January 1, 2022, which has an interest rate of 6.0%.

(b) Decreases for the three and nine months ended September 30, 2023 as compared to the same periods in 2022 are primarily due to higher rent collections at these retail properties during the prior year periods, where certain rents were previously disputed and subsequently collected.

Non-Operating Income

Non-operating income primarily consists of interest income on our cash deposits, realized gains and losses on derivative instruments, and dividends from securities, and interest income on our loans to affiliates and cash deposits, equity securities.

The following table presents non-operating income within our Real Estate segment (in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Change	2023	2022	Change
Non-Operating Income						
Realized gains on foreign currency collars (Note 10)	\$ 3,739	\$ 8,724	\$ (4,985)	\$ 11,591	\$ 17,970	\$ (6,379)
Interest income related to our loans to affiliates and cash deposits	1,123	540	583	2,393	591	1,802
Cash dividends from our investment in Lineage Logistics (Note 9)	—	—	—	—	4,308	(4,308)
Cash dividends from our investment in preferred shares of WLT (Note 9)	—	—	—	—	912	(912)
	<u>\$ 4,862</u>	<u>\$ 9,264</u>	<u>\$ (4,402)</u>	<u>\$ 13,984</u>	<u>\$ 23,781</u>	<u>\$ (9,797)</u>

	Three Months Ended March 31,		
	2024	2023	Change
Non-Operating Income			
Interest income on our cash deposits (a)	\$ 9,356	\$ 521	\$ 8,835
Realized gains on foreign currency collars (Note 9)	3,117	4,105	(988)
Cash dividends from our investment in Lineage (Note 8)	3,032	—	3,032
	<u>\$ 15,505</u>	<u>\$ 4,626</u>	<u>\$ 10,879</u>

Gain on Sale of Real Estate, Net

Gain on sale (a) Increase for the three months ended March 31, 2024 as compared to the same period in 2023 is due to higher cash deposit balances as a result of real estate, net, consists of gains the Spin-Off, the Office Sale Program, and losses on the sale of properties that were (i) disposed of, (ii) subject to a purchase option, or (iii) included in assets held for sale and subject to a revised estimated purchase price, during the reporting period, as more fully described in [Note 5](#), [Note 6](#) and [Note 15](#), other dispositions.

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Other Gains and (Losses)

Other gains and (losses) primarily consists of gains and losses on (i) foreign currency exchange rate movements, (ii) extinguishment of debt, and (iii) the mark-to-market fair value of equity securities, (ii) extinguishment of debt, and (iii) foreign currency exchange rate movements, as well as changes in the allowance for credit losses on finance receivables. The timing and amount of such gains or losses cannot always be estimated and are subject to fluctuation. Certain of our foreign currency-denominated unsecured debt instruments were designated as net investment hedges during the three and nine three months ended September 30, 2023 March 31, 2024 and 2022 2023. Therefore, no gains and losses on foreign currency exchange rate movements were recognized on the remeasurement of such instruments during those periods ([Note 10](#)).

The following table presents other gains and (losses) within our Real Estate segment (in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Change	2023	2022	Change
Other Gains and (Losses)						

Other Gains and (Losses)								
Change in allowance for credit losses on finance receivables (Note 6)	\$ 2,484	\$ 16,184	\$ (13,700)	\$ 6,113	\$ 17,164	\$ (11,051)		
Net realized and unrealized (losses) gains on foreign currency exchange rate movements ^(a)	(364)	(36,288)	35,924	1,010	(84,392)	85,402		
(Loss) gain on extinguishment of debt	(275)	2,342	(2,617)	2,387	1,301	1,086		
Gain on repayment of secured loan receivable ^(b)	—	10,613	(10,613)	—	10,613	(10,613)		
Write-off of an insurance receivable acquired as part of a prior merger ^(c)	—	(9,358)	9,358	—	(9,358)	9,358		
Non-cash unrealized gains related to an increase in the fair value of our investment in common shares of WLT (Note 9)	—	—	—	—	43,397	(43,397)		
Realized gains in connection with the redemption of our investment in preferred shares of WLT (Note 9)	—	—	—	—	18,688	(18,688)		
Other	335	2,547	(2,212)	(634)	2,890	(3,524)		
	\$ 2,180	\$ (13,960)	\$ 16,140	\$ 8,876	\$ 303	\$ 8,573		

Other Gains and (Losses)	Three Months Ended March 31,		
	2024	2023	Change
Gain on repayment of secured loan receivable ^(a)	\$ 10,650	\$ —	\$ 10,650
Change in allowance for credit losses on finance receivables (Note 5)	4,003	3,420	583
Net realized and unrealized (losses) gains on foreign currency exchange rate movements ^(b)	(1,107)	2,481	(3,588)
(Loss) gain on extinguishment of debt	(95)	2,753	(2,848)
Other	388	(554)	942
	\$ 13,839	\$ 8,100	\$ 5,739

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(a) We acquired a secured loan receivable with a fair value of \$13.3 million in our merger with a former affiliate, Corporate Property Associates 17 – Global Incorporated, in October 2018, for which the outstanding principal of \$24.0 million was fully repaid to us in March 2024 [\(Note 5\)](#). Therefore, we recorded a \$10.7 million gain on repayment of this secured loan receivable.

(b) Remeasurement of certain monetary assets and liabilities that are held by our subsidiaries in currencies other than their functional currency are included in other gains and (losses). This includes foreign currency-denominated intercompany loans to our foreign subsidiaries that are scheduled for settlement. Beginning in the first quarter of 2023, our intercompany loans subject to remeasurement were hedged by certain of our foreign currency-denominated unsecured debt that we de-designated as net investment hedges.

(b) We acquired a secured loan receivable with a fair value of \$23.4 million in our merger with a former affiliate, Corporate Property Associates 17 – Global Incorporated, in October 2018 ("CPA:17 Merger"), for which the outstanding principal of \$34.0 million was fully repaid to us in September 2022. Therefore, we recorded a \$10.6 million gain on repayment of this secured loan receivable.

(c) This insurance receivable was acquired in the CPA:17 Merger.

Gain on Change in Control of Interests Earnings from Equity Method Investments

In connection with the CPA:18 Merger, during the three and nine months ended September 30, 2022, we acquired the remaining interests Our equity method investments are more fully described in four investments in which we already had a joint interest and accounted for under the equity method. Due to the change in control of these four jointly owned investments, we recorded a gain on change in control of interests of \$11.4 million reflecting the difference between our carrying values and the preliminary estimated fair values of our previously held equity interests on August 1, 2022. Subsequent to the CPA:18 Merger, we consolidated these wholly owned investments [\(Note 37\)](#). The following table presents earnings from equity method investments (in thousands):

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	Three Months Ended March 31,		
	2024	2023	Change

Earnings from Equity Method Investments

Earnings from Las Vegas Retail Complex	\$	3,095	\$	3,292	\$	(197)
Provision from Income Taxes		1,136		1,105		31
Earnings from Kesko Senukai		417		623		(206)

For the three and nine months ended September 30, 2023 March 31, 2024 as compared to the same periods period in 2022, provision for income taxes within our Real Estate segment increased decreased by \$1.5 million and \$14.2 million \$6.4 million, respectively, primarily due to (i) deferred tax benefits recognized during the prior year periods related to the release of valuation allowances on certain foreign properties, (ii) higher current taxes as a result of rent increases driven by CPI adjustments at existing international properties, (iii) the impact of international property acquisitions, and (iv) the release of deferred tax assets in connection with the tax restructuring of certain international properties during the nine months ended September 30, 2023.

Investment Management

We earn revenue as the advisor to the Managed Programs. For the periods presented, we acted as advisor to the following Managed Programs: CPA:18 – Global (through August 1, 2022) and CESH. Upon completion of the CPA:18 Merger on August 1, 2022, the advisory agreement with CPA:18 – Global was terminated, and we ceased earning revenue from CPA:18 – Global.

Upon closing of the Spin-Off on November 1, 2023, we externally manage NLOP and earn revenue for certain asset management, property disposition support, and various related services ([Note 17](#)).

Revenues

The following table presents revenues within our Investment Management segment (in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Change	2023	2022	Change
Investment Management Revenues						
Asset management revenue						
CESH	\$ 194	\$ 346	\$ (152)	\$ 836	\$ 1,128	\$ (292)
CPA:18 – Global	—	851	(851)	—	6,956	(6,956)
	<u>194</u>	<u>1,197</u>	<u>(1,003)</u>	<u>836</u>	<u>8,084</u>	<u>(7,248)</u>
Reimbursable costs from affiliates						
CESH	97	78	19	322	374	(52)
CPA:18 – Global	—	266	(266)	—	2,040	(2,040)
	<u>97</u>	<u>344</u>	<u>(247)</u>	<u>322</u>	<u>2,414</u>	<u>(2,092)</u>
	<u><u>\$ 291</u></u>	<u><u>\$ 1,541</u></u>	<u><u>\$ (1,250)</u></u>	<u><u>\$ 1,158</u></u>	<u><u>\$ 10,498</u></u>	<u><u>\$ (9,340)</u></u>

Asset Management Revenue

During the periods presented, we earned asset management revenue from (i) CPA:18 – Global (prior to the CPA:18 Merger) based on the value of its real estate-related assets under management prior year period and (ii) CESH based on its gross assets under management at fair value. For 2023, we earned asset management revenue from CESH in cash. Asset management revenues from CESH are expected to decline as assets are sold.

Other Income and (Expenses) and (Provision for) Benefit from Income Taxes

Gain on Change in Control the impact of Interests

In connection with the CPA:18 Merger, during the three and nine months ended September 30, 2022, we recognized a gain on change in control of interests of \$22.5 million within our Investment Management segment related to the difference between the carrying value and the preliminary estimated fair value of our previously held equity interest in shares of CPA:18 – Global's common stock ([Note 3](#)).

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Earnings from Equity Method Investments in the Managed Programs

The following table presents the details of our earnings from equity method investments in the Managed Programs ([Note 8](#)) (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Earnings from equity method investments in the Managed Programs:				
Distributions of Available Cash from CPA:18 – Global ^(a)	\$ —	\$ 3,345	\$ —	\$ 8,746
Earnings from equity method investments in the Managed Programs ^(a)	—	1,512	—	4,542
Earnings from equity method investments in the Managed Programs	\$ —	\$ 4,857	\$ —	\$ 13,288

(a) As a result of the completion of the CPA:18 Merger on August 1, 2022, we no longer recognize equity income from our investment in shares of common stock of CPA:18 – Global or receive distributions of Available Cash from CPA:18 – Global.

Provision for (Benefit from) Income Taxes

For the three and nine months ended September 30, 2023 as compared to the same periods in 2022, provision for (benefit from) income taxes within our Investment Management segment decreased by \$4.6 million and \$5.5 million, respectively, primarily due to one-time current taxes incurred during the prior year periods upon the recognition of taxable income associated with the accelerated vesting of shares previously issued by CPA:18 – Global to us for asset management services performed, in connection with the CPA:18 Merger, international office property dispositions.

Liquidity and Capital Resources

Sources and Uses of Cash During the Period

We use the cash flow generated from our investments primarily to meet our operating expenses, service debt, and fund dividends to stockholders. Our cash flows fluctuate periodically due to a number of factors, which may include, among other things: the timing of our equity and debt offerings; the timing of purchases and sales of real estate; the timing of the repayment of mortgage loans, our Senior Unsecured Notes, and our Unsecured Term Loans; the timing of our receipt of lease revenues; the timing and amount of other lease-related payments; the timing of settlement of foreign currency transactions; changes in foreign currency exchange rates; and the timing of distributions from equity method investments. We no longer receive certain fees and distributions from CPA:18 – Global following the completion of the CPA:18 Merger on August 1, 2022 (Note 1). Despite these fluctuations, we believe that we will generate sufficient cash from operations to meet our normal recurring short-term and long-term liquidity needs. We may also use existing cash resources, available capacity under our Senior Unsecured Credit Facility, proceeds from term loans or other bank debt, proceeds from dispositions of properties (including expected proceeds from the exercise of purchase options and the Office Sale Program (Note 1)), and the issuance of additional debt or equity securities, such as issuances of common stock through our ATM Forwards Program (Note 13.12), in order to meet these our short-term and long-term liquidity needs. We assess our ability to access capital on an ongoing basis. Our sources and uses of cash during the period are described below.

Operating Activities — Net cash provided by operating activities increased by \$110.2 million \$752.8 million during the nine three months ended September 30, 2023 March 31, 2024 as compared to the same period in 2022, 2023, primarily due to an increase \$807.5 million of proceeds received from the sales of net investments in cash flow generated from sales-types leases during the current year period (Note 5), net investment activity, (including properties acquired in the CPA:18 Merger (Note 1)) and scheduled rent increases at existing properties, partially offset by higher interest expense, the impact of the Spin-Off and Office Sale Program (Note 1).

Investing Activities — Our investing activities are generally comprised of real estate-related transactions (purchases and sales) and funding for build-to-suit activities and other capital expenditures on real estate. We also received \$24.0 million from the repayment of a loan receivable (Note 5).

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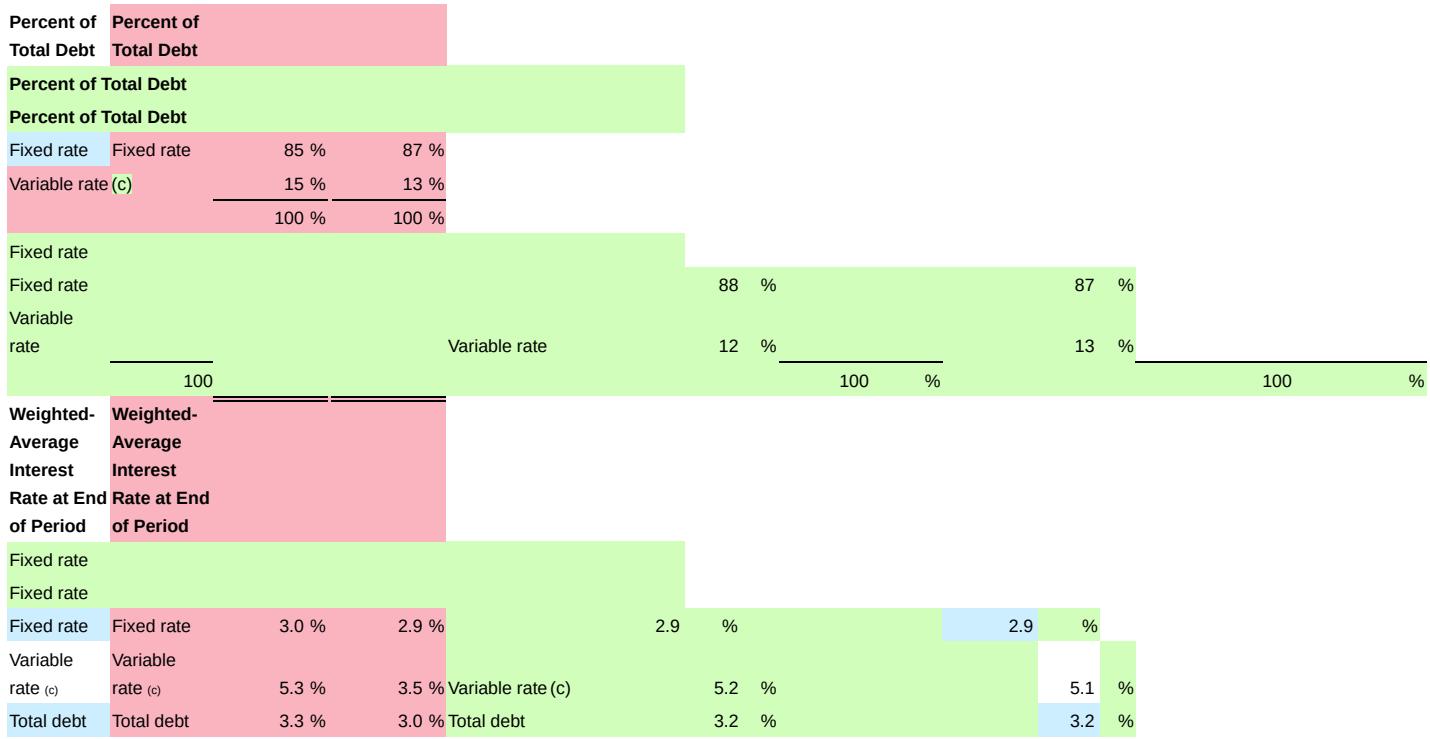
Financing Activities — Our financing activities are generally comprised of borrowings and repayments under our Unsecured Revolving Credit Facility and Unsecured Term Loans, issuances and repayments of the Senior Unsecured Notes, payments and prepayments of non-recourse mortgage loans, issuances of common equity, and payments of dividends to stockholders. In addition to these types of transactions, during the nine months ended September 30, 2023, we received \$249.8 million in net proceeds from the issuance of common stock under our ATM Forwards (Note 13).

Summary of Financing

The table below summarizes our Senior Unsecured Notes, our non-recourse mortgages, and our Senior Unsecured Revolving Credit Facility and our Unsecured Term Loans (dollars in thousands):

September 30, 2023	December 31, 2022	March 31, 2024	March 31, 2024	December 31, 2023
March 31, 2024				

Carrying Value	Carrying Value		
Fixed rate:	Fixed rate:		
Fixed rate:	Fixed rate:		
Senior	Senior		
Unsecured	Unsecured		
Notes (a)	Notes (a)	\$5,902,854	\$5,916,400
Senior Unsecured			
Notes (a)			
Senior Unsecured			
Notes (a)			
Unsecured			
Term			
Loans			
subject to			
interest			
rate swaps			
(a)			
Non-recourse	Non-recourse		
mortgages	mortgages		
(a) (b)	(a) (b)	645,767	907,303
Unsecured Term Loans			
subject to interest rate			
swaps (a)		525,943	—
		7,074,564	6,823,703
		6,948,817	
Variable	Variable		
rate:	rate:		
Unsecured	Unsecured		
Term	Term		
Loans (a)	Loans (a)	557,654	552,539
Unsecured Term Loans			
(a)			
Unsecured Term Loans			
(a)			
Unsecured	Unsecured		
Revolving	Revolving		
Credit	Credit		
Facility	Facility	516,513	276,392
Non-recourse			
mortgages (a):			
Floating interest rate			
mortgage loans		138,983	213,958
Amount subject to			
interest rate caps		—	11,156
		1,213,150	1,054,045
		\$8,287,714	\$7,877,748
Non-			
recourse			
mortgages			
(a)			
		924,398	
		\$	



(a) Aggregate debt balance includes unamortized discount, net, totaling \$31.5 million \$29.0 million and \$35.9 million \$31.8 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, and unamortized deferred financing costs totaling \$22.5 million \$20.0 million and \$26.0 million \$21.5 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

(b) Includes non-recourse mortgages subject to variable-to-fixed interest rate swaps totaling \$44.6 million \$44.4 million and \$83.0 million \$45.0 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

(c) The impact of our interest rate caps is reflected in the weighted-average interest rates.

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Cash Resources

At September 30, 2023 March 31, 2024, our cash resources consisted of the following:

- cash and cash equivalents totaling \$136.4 million \$777.0 million. Of this amount, \$112.7 million \$171.0 million, at then-current exchange rates, was held in foreign subsidiaries, and we could be subject to restrictions or significant costs should we decide to repatriate these amounts;
- funds totaling \$283.8 million that are held by an intermediary and have been designated for future 1031 Exchange transactions (Note 2);
- our Unsecured Revolving Credit Facility, with available capacity of approximately \$1.3 billion \$1.7 billion (net of amounts reserved for standby letters of credit totaling \$1.9 million \$5.9 million);
- available proceeds under our ATM Forwards of approximately \$383.6 million, which were fully settled in October 2023 (Note 17); and
- unleveraged properties that had an aggregate asset carrying value of approximately \$14.3 billion \$12.9 billion at September 30, 2023 March 31, 2024, although there can be no assurance that we would be able to obtain financing for these properties.

We may also access the capital markets through additional debt (denominated in both U.S. dollars and euros) and equity offerings, as well as term loans and other bank debt.

Our cash resources can be used for working capital needs and other commitments and may be used for future investments.

Cash Requirements and Liquidity

As of **September 30, 2023** **March 31, 2024**, we had (i) **\$136.4 million** **\$777.0 million** of cash and cash equivalents, (ii) **\$283.8 million** of funds that are held by an intermediary and have been designated for future 1031 Exchange transactions ([Note 2](#)), and (iii) approximately **\$1.3 billion** **\$1.7 billion** of available capacity under our Unsecured Revolving Credit Facility (net of amounts reserved for standby letters of credit totaling **\$1.9 million**), and (iii) available proceeds under our ATM Forwards of approximately **\$383.6 million**, which were fully settled in October 2023 ([Note 17](#)). In addition, in September 2023, NLOP entered into a new \$455 million debt facility, which was executed by NLOP and funded upon the closing of the Spin-Off on November 1, 2023. Approximately \$350 million of this amount (net of transaction expenses) was retained by us in connection with the Spin-Off ([Note 11](#), [Note 17](#)). Our Senior Unsecured Credit Facility includes a \$1.8 billion Unsecured Revolving Credit Facility and Unsecured Term Loans outstanding totaling \$557.7 million as of September 30, 2023 ([Note 11](#)), and is scheduled to mature on February 20, 2025 ([Note 11](#)). Our Unsecured Term Loan due 2026 had \$525.9 million outstanding as of September 30, 2023, and is scheduled to mature on April 24, 2026. **\$5.9 million**). As of **September 30, 2023** **March 31, 2024**, scheduled debt principal payments total **\$111.2 million** through December 31, 2023 and **\$1.3 billion** through December 31, 2024 **\$1.2 billion** during the remainder of 2024 (including \$500 million of senior notes that were repaid in April 2024 ([Note 11](#) [15](#)) and \$704.7 million during 2025 ([Note 10](#)).

During the next 12 months following **September 30, 2023** **March 31, 2024** and thereafter, we expect that our significant cash requirements will include:

- paying dividends to our stockholders;
- funding acquisitions of new investments ([Note 5](#) [4](#));
- funding future capital commitments ([Note 4](#)) and tenant improvement allowances ([Note 5](#)); allowances;
- making scheduled principal and balloon payments on our debt obligations, including (i) \$500 million of senior notes due that were repaid in April 2024 and ([Note 15](#)), (ii) €500 million of senior notes due in July 2024, and (iii) \$450 million of senior notes due in February 2025 ([Note 11](#) [10](#));
- making scheduled interest payments on our debt obligations (future interest payments total **\$841.2 million** **\$856.0 million**, with **\$245.8 million** **\$215.7 million** due during the next 12 months; interest on unhedged variable-rate debt obligations was calculated using the applicable annual variable interest rates and balances outstanding at **September 30, 2023** **March 31, 2024**); and
- other normal recurring operating expenses.

We expect to fund these cash requirements through cash generated from operations, cash received from dispositions of properties, the use of our cash reserves or unused amounts on our Unsecured Revolving Credit Facility (as described above), proceeds from term loans or other bank debt, issuances of common stock through our ATM Program ([Note 13](#) [12](#)), and potential issuances of additional debt or equity securities. We may also choose to prepay certain of our non-recourse mortgage loan obligations, depending on our capital needs and market conditions at that time.

Our liquidity could be adversely affected by unanticipated costs and greater-than-anticipated operating expenses. To the extent that our working capital reserve is insufficient to satisfy our cash requirements, additional funds may be provided from cash from operations to meet our normal recurring short-term and long-term liquidity needs. We may also use existing cash resources, available capacity under our Unsecured Revolving Credit Facility, mortgage loan proceeds, and the issuance of additional debt or equity securities to meet these needs.

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Certain amounts disclosed above are based on the applicable foreign currency exchange rate at **September 30, 2023** **March 31, 2024**.

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Supplemental Financial Measures

In the real estate industry, analysts and investors employ certain non-GAAP supplemental financial measures in order to facilitate meaningful comparisons between periods and among peer companies. Additionally, in the formulation of our goals and in the evaluation of the effectiveness of our strategies, we use Funds from Operations ("FFO") and AFFO, which are non-GAAP measures defined by our management. We believe that these measures are useful to investors to consider because they may assist them to better understand and measure the performance of our business over time and against similar companies. A description of FFO and AFFO and reconciliations of these non-GAAP measures to the most directly comparable GAAP measures are provided below.

Funds from Operations and Adjusted Funds from Operations

Due to certain unique operating characteristics of real estate companies, as discussed below, the National Association of Real Estate Investment Trusts ("NAREIT"), an industry trade group, has promulgated a non-GAAP measure known as FFO, which we believe to be an appropriate supplemental measure, when used in addition to and in conjunction with results presented in accordance with GAAP, to reflect the operating performance of a REIT. The use of FFO is recommended by the REIT industry as a supplemental non-GAAP measure. FFO is not equivalent to, nor a substitute for, net income or loss as determined under GAAP.

We define FFO, a non-GAAP measure, consistent with the standards established by the White Paper on FFO approved by the Board of Governors of NAREIT, as restated in December 2018. The White Paper defines FFO as net income or loss computed in accordance with GAAP, excluding gains or losses from **sales** the **sale** of **property**, **certain real estate**, impairment charges on real estate or other assets incidental to the company's main business, gains or losses on changes in control of interests in real estate, and depreciation and amortization from real estate assets; and after adjustments for unconsolidated partnerships and jointly owned investments. Adjustments for unconsolidated partnerships and jointly owned investments are calculated to reflect **FFO**, **FFO on the same basis**.

We also modify the NAREIT computation of FFO to adjust GAAP net income for certain non-cash charges, such as amortization of real estate-related intangibles, deferred income tax benefits and expenses, straight-line rent and related reserves, other non-cash rent adjustments, non-cash allowance for credit losses on loans receivable and finance leases, stock-based compensation, non-cash environmental accretion expense, amortization of discounts and premiums on debt, and amortization of deferred financing costs. Our assessment of our operations is focused on long-term sustainability and not on such non-cash items, which may cause short-term fluctuations in net income but have no impact on cash flows. Additionally, we exclude non-core income and expenses, such as gains or losses from extinguishment of debt, **and** merger and acquisition **expenses**, and **spin-off** expenses. We also exclude realized and unrealized gains/losses on foreign currency exchange rate movements (other than those realized on the settlement of foreign currency derivatives), which are not considered fundamental attributes of our business plan and do not affect our overall long-term operating performance. We refer to our modified definition of FFO as AFFO. We exclude these items from GAAP net income to arrive at AFFO as they are not the primary drivers in our decision-making process and excluding these items provides investors a view of our portfolio performance over time and makes it more comparable to other REITs that are currently not engaged in acquisitions, mergers, and restructuring, which are not part of our normal business operations. AFFO also reflects adjustments for unconsolidated partnerships and jointly owned investments. We use AFFO as one measure of our operating performance when we formulate corporate goals, evaluate the effectiveness of our strategies, and determine executive compensation.

We believe that AFFO is a useful supplemental measure for investors to consider as we believe it will help them to better assess the sustainability of our operating performance without the potentially distorting impact of these short-term fluctuations. However, there are limits on the usefulness of AFFO to investors. For example, impairment charges and unrealized foreign currency losses that we exclude may become actual realized losses upon the ultimate disposition of the properties in the form of lower cash proceeds or other considerations. We use our FFO and AFFO measures as supplemental financial measures of operating performance. We do not use our FFO and AFFO measures as, nor should they be considered to be, alternatives to net income computed under GAAP, or as alternatives to net cash provided by operating activities computed under GAAP, or as indicators of our ability to fund our cash needs.

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Consolidated FFO and AFFO were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income attributable to W. P. Carey	\$ 125,040	\$ 104,928	\$ 564,040	\$ 389,601
Adjustments:				
Depreciation and amortization of real property	144,111	131,628	442,911	360,607
Impairment charges — real estate	15,173	—	15,173	26,385
(Gain) loss on sale of real estate, net ^(a)	(2,401)	4,736	(181,958)	(37,631)
Gain on change in control of interests ^{(b) (c)}	—	(33,931)	—	(33,931)
Impairment charges — Investment Management goodwill ^(d)	—	29,334	—	29,334
Proportionate share of adjustments to earnings from equity method investments ^{(e) (f)}	2,950	2,242	8,439	12,859
Proportionate share of adjustments for noncontrolling interests ^(g)	34	(189)	(533)	(197)
Total adjustments	159,867	133,820	284,032	357,426
FFO (as defined by NAREIT) attributable to W. P. Carey	284,907	238,748	848,072	747,027
Adjustments:				
Straight-line and other leasing and financing adjustments	(18,662)	(14,326)	(52,798)	(39,665)
Stock-based compensation	9,050	5,511	25,811	23,102
Above- and below-market rent intangible lease amortization, net	7,835	11,186	27,520	32,738
Amortization of deferred financing costs	4,805	5,223	15,649	11,498
Tax (benefit) expense — deferred and other	(4,349)	1,163	(2,706)	(434)
Merger and other expenses ^(h)	4,152	17,667	5,595	17,329
Other (gains) and losses ⁽ⁱ⁾	(2,859)	15,020	(9,593)	1,021
Other amortization and non-cash items	584	359	1,583	1,441
Proportionate share of adjustments to earnings from equity method investments	(691)	(2,156)	(1,872)	(2,451)
(f)				

Proportionate share of adjustments for noncontrolling interests (g)	(380)	(673)	(344)	(684)
Total adjustments	(515)	38,974	8,845	43,895
AFFO attributable to W. P. Carey	\$ 284,392	\$ 277,722	\$ 856,917	\$ 790,922
Summary				
FFO (as defined by NAREIT) attributable to W. P. Carey	\$ 284,907	\$ 238,748	\$ 848,072	\$ 747,027
AFFO attributable to W. P. Carey	\$ 284,392	\$ 277,722	\$ 856,917	\$ 790,922

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FFO and AFFO from Real Estate were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income from Real Estate attributable to W. P. Carey	\$ 124,167	\$ 111,375	\$ 562,084	\$ 381,461
Adjustments:				
Depreciation and amortization of real property	144,111	131,628	442,911	360,607
Impairment charges — real estate	15,173	—	15,173	26,385
(Gain) loss on sale of real estate, net (a)	(2,401)	4,736	(181,958)	(37,631)
Gain on change in control of interests (b)	—	(11,405)	—	(11,405)
Proportionate share of adjustments to earnings from equity method investments (e) (f)	2,950	2,242	8,439	12,859
Proportionate share of adjustments for noncontrolling interests (g)	34	(189)	(533)	(197)
Total adjustments	159,867	127,012	284,032	350,618
FFO (as defined by NAREIT) attributable to W. P. Carey — Real Estate	284,034	238,387	846,116	732,079
Adjustments:				
Straight-line and other leasing and financing adjustments	(18,662)	(14,326)	(52,798)	(39,665)
Stock-based compensation	9,050	5,511	25,811	23,102
Above- and below-market rent intangible lease amortization, net	7,835	11,186	27,520	32,738
Amortization of deferred financing costs	4,805	5,223	15,649	11,498
Tax benefit — deferred and other	(4,349)	(2,789)	(2,706)	(4,302)
Merger and other expenses (h)	4,152	17,667	5,595	17,326
Other (gains) and losses (i)	(2,180)	13,960	(8,876)	(303)
Other amortization and non-cash items	584	359	1,583	1,441
Proportionate share of adjustments to earnings from equity method investments (f)	(691)	(938)	(1,872)	(403)
Proportionate share of adjustments for noncontrolling interests (g)	(380)	(673)	(344)	(684)
Total adjustments	164	35,180	9,562	40,748
AFFO attributable to W. P. Carey — Real Estate	\$ 284,198	\$ 273,567	\$ 855,678	\$ 772,827
Summary				
FFO (as defined by NAREIT) attributable to W. P. Carey — Real Estate	\$ 284,034	\$ 238,387	\$ 846,116	\$ 732,079
AFFO attributable to W. P. Carey — Real Estate	\$ 284,198	\$ 273,567	\$ 855,678	\$ 772,827

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FFO and AFFO from Investment Management were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income (loss) from Investment Management attributable to W. P. Carey	\$ 873	\$ (6,447)	\$ 1,956	\$ 8,140
Adjustments:				
Impairment charges — Investment Management goodwill ^(d)	—	29,334	—	29,334
Gain on change in control of interests ^(c)	—	(22,526)	—	(22,526)
Total adjustments	—	6,808	—	6,808
FFO (as defined by NAREIT) attributable to W. P. Carey — Investment Management	873	361	1,956	14,948
Adjustments:				
Other (gains) and losses	(679)	1,060	(717)	1,324
Tax benefit — deferred and other	—	3,952	—	3,868
Merger and other expenses	—	—	—	3
Proportionate share of adjustments to earnings from equity method investments ^(f)	—	(1,218)	—	(2,048)
Total adjustments	(679)	3,794	(717)	3,147
AFFO attributable to W. P. Carey — Investment Management	\$ 194	\$ 4,155	\$ 1,239	\$ 18,095
Summary				
FFO (as defined by NAREIT) attributable to W. P. Carey — Investment Management	\$ 873	\$ 361	\$ 1,956	\$ 14,948
AFFO attributable to W. P. Carey — Investment Management	\$ 194	\$ 4,155	\$ 1,239	\$ 18,095

	Three Months Ended March 31,	
	2024	2023
Net income attributable to W. P. Carey	\$ 159,223	\$ 294,380
Adjustments:		
Depreciation and amortization of real property	118,113	155,868
Gain on sale of real estate, net ^(a)	(15,445)	(177,749)
Proportionate share of adjustments to earnings from equity method investments ^(b)	2,949	2,606
Proportionate share of adjustments for noncontrolling interests ^(c)	(103)	(299)
Total adjustments	105,514	(19,574)
FFO (as defined by NAREIT) attributable to W. P. Carey	264,737	274,806
Adjustments:		
Straight-line and other leasing and financing adjustments	(19,553)	(15,050)
Other (gains) and losses ^(d)	(13,839)	(8,100)
Stock-based compensation	8,856	7,766
Amortization of deferred financing costs	4,588	4,940
Merger and other expenses ^(e)	4,452	24
Above- and below-market rent intangible lease amortization, net	4,068	10,861
Tax (benefit) expense — deferred and other	(1,373)	4,366
Other amortization and non-cash items	579	472
Proportionate share of adjustments to earnings from equity method investments ^(b)	(519)	(926)
Proportionate share of adjustments for noncontrolling interests ^(c)	(104)	60
Total adjustments	(12,845)	4,413
AFFO attributable to W. P. Carey	\$ 251,892	\$ 279,219
Summary		

FFO (as defined by NAREIT) attributable to W. P. Carey	\$ 264,737	\$ 274,806
AFFO attributable to W. P. Carey	\$ 251,892	\$ 279,219

(a) Amount for the **nine** three months ended **September 30, 2023** **March 31, 2023** includes a gain on sale of real estate of \$176.2 million recognized upon **receiving notice** the reclassification of the exercise of a purchase option for a portfolio of 78 net-lease self-storage properties and the reclassification of the investment to net investments in sales-type leases. This portfolio was sold in the first quarter of 2024 ([Note 65](#)).

(b) Amounts for the three and nine months ended September 30, 2022 represent a gain recognized on the remaining interests in four investments acquired in the CPA:18 Merger, which we had previously accounted for under the equity method ([Note 3](#)).

(c) Amounts for the three and nine months ended September 30, 2022 represent a gain recognized on our previously held interest in shares of CPA:18 – Global common stock in connection with the CPA:18 Merger ([Note 3](#)).

(d) Amounts for the three and nine months ended September 30, 2022 represent an impairment charge recognized on goodwill within our Investment Management segment, since future Investment Management cash flows are expected to be minimal ([Note 9](#)).

(e) Amount for the nine months ended September 30, 2022 includes our \$4.6 million proportionate share of an impairment charge recognized on an equity method investment in real estate.

(f) Equity income, including amounts that are not typically recognized for FFO and AFFO, is recognized within Earnings (losses) from equity method investments on the consolidated statements of income. This represents adjustments to equity income to reflect FFO and AFFO on a pro rata basis.

(g) **(c)** Adjustments disclosed elsewhere in this reconciliation are on a consolidated basis. This adjustment reflects our FFO or AFFO on a pro rata basis.

(h) Amounts for the three and nine months ended September 30, 2023 are primarily comprised of costs incurred in connection with the Spin-Off ([Note 1](#), [Note 17](#)). Amounts for the three and nine months ended September 30, 2022 are primarily comprised of costs incurred in connection with the CPA:18 Merger ([Note 3](#)).

(i) **(d)** Primarily comprised of gains and losses on extinguishment of debt, the mark-to-market fair value of equity securities, and foreign currency exchange rate movements, as well as non-cash allowance for credit losses on loans receivable and finance leases.

W. P. Carey 9/30/2023 10-Q (e) – 66 Amount for the three months ended March 31, 2024 is primarily comprised of the write-off of a value added tax receivable that was previously recorded in connection with an international investment.

While we believe that FFO and AFFO are important supplemental measures, they should not be considered as alternatives to net income as an indication of a company's operating performance. These non-GAAP measures should be used in conjunction with net income as defined by GAAP. FFO and AFFO, or similarly titled measures disclosed by other REITs, may not be comparable to our FFO and AFFO measures.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market Risk

Market risk is the exposure to loss resulting from changes in interest rates, foreign currency exchange rates, and equity prices. The primary market risks that we are exposed to are interest rate risk and foreign currency exchange risk; however, we do not use derivative instruments to hedge credit/market risks or for speculative purposes. From time to time, we may enter into foreign currency collars to hedge our foreign currency cash flow exposures.

We are also exposed to further market risk as a result of tenant concentrations in certain industries and/or geographic regions, since adverse market factors can affect the ability of tenants in a particular industry/region to meet their respective lease obligations. In order to manage this risk, we view our collective tenant roster as a portfolio and we attempt to diversify such portfolio so that we are not overexposed to a particular industry or geographic region.

Interest Rate Risk

The values of our real estate and related fixed-rate debt obligations, as well as the values of our unsecured debt obligations, are subject to fluctuations based on changes in interest rates. The value of our real estate is also subject to fluctuations based on local and regional economic conditions and changes in the creditworthiness of lessees, which may affect our ability to refinance property-level mortgage debt when balloon payments are scheduled, if we do not choose to repay the debt when due. Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political conditions, and other factors beyond our control. An increase in interest rates would likely cause the fair value of our assets to decrease. Increases in interest rates may also have an impact on the credit profile of certain tenants.

We are exposed to the impact of interest rate changes primarily through our borrowing activities. To limit this exposure, we generally seek long-term debt financing on a fixed-rate basis. However, we are subject to variable-rate interest on our Unsecured Term Loans, Unsecured Revolving Credit Facility, and certain of our non-recourse mortgage debt. We have entered into, and may continue to enter into, interest rate swap agreements or interest rate cap agreements with counterparties related to certain of our variable-rate debt ([Note 11.10](#)). See [Note 10.9](#) for additional information on our interest rate swaps and caps.

Our debt obligations are more fully described in [Note 11.10](#) and [Liquidity and Capital Resources — Summary of Financing](#) in Item 2 above. The following table presents principal cash flows based upon expected maturity dates of our debt obligations outstanding at [September 30, 2023](#) [March 31, 2024](#) (in thousands):

	2023 (Remainder)	2024	2025	2026	2027	Thereafter	Total	Fair Value	2024 (Remainder)	2025	2026	2027	2028	Thereafter	Total	Fair Value
Fixed- rate debt	Fixed- rate debt															
(a) (b)	(a) (b)	\$ 13,754	\$ 1,223,399	\$ 788,492	\$ 1,509,747	\$ 530,368	\$ 3,063,067	\$ 7,128,827	\$ 6,380,480							
Variable- rate debt	Variable- rate debt															
(a)	(a)	\$ 97,420	\$ —	\$ 1,115,310	\$ —	\$ —	\$ —	\$ 1,212,730	\$ 1,211,760							

(a) Amounts are based on the exchange rate at [September 30, 2023](#) [March 31, 2024](#), as applicable.

(b) Amounts include non-recourse mortgages and unsecured term loans subject to variable-to-fixed interest rate swaps. Amounts [after 2023](#) are primarily comprised of principal payments for our Senior Unsecured Notes ([Note 11.10](#)). In April 2024, we repaid our \$500 million of 4.6% Senior Notes due 2024 at maturity ([Note 15](#)).

The estimated fair value of our fixed-rate debt and our variable-rate debt is affected by changes in interest rates. Annual interest expense on our unhedged variable-rate debt that does not bear interest at fixed rates at [September 30, 2023](#) [March 31, 2024](#) would increase or decrease by [\\$6.7 million](#) [\\$5.7 million](#) for our euro-denominated debt, by [\\$3.3 million](#) [\\$3.4 million](#) for our British pound sterling-denominated debt, by [\\$1.6 million](#) for our U.S. dollar-denominated debt, by [\\$0.4 million](#) for our Norwegian krone-denominated debt, and by [\\$0.2 million](#) for our Japanese yen-denominated debt, for each respective 1% change in annual interest rates.

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Foreign Currency Exchange Rate Risk

We own international investments, primarily in Europe, Canada, and Japan, and as a result are subject to risk from the effects of exchange rate movements in various foreign currencies, primarily the euro, the British pound sterling, the Canadian dollar, the Japanese yen, and certain other currencies which may affect future costs and cash flows. We have obtained, and may in the future obtain, non-recourse mortgage financing in the local currency. We have also completed several offerings of euro-denominated senior notes, and have borrowed under our Senior Unsecured Credit Facility and Unsecured Term Loan due 2026 in foreign currencies, including the euro, British pound sterling, and Japanese yen ([Note 11.10](#)). Volatile market conditions arising from certain macroeconomic factors may result in significant fluctuations in foreign currency exchange rates. To the extent that currency fluctuations increase or decrease rental revenues, as translated to U.S. dollars, the change in debt service (comprised of principal and interest, excluding balloon payments), as translated to U.S. dollars, will partially offset the effect of fluctuations in revenue and, to some extent, mitigate the risk from changes in foreign currency exchange rates. We estimate that, for a 1% increase or decrease in the exchange rate between the euro, British pound sterling, or Japanese yen and the U.S. dollar, there would be a corresponding change in the projected estimated cash flow (scheduled future rental revenues, net of scheduled future debt service payments for the next 12 months) for our consolidated foreign operations at [September 30, 2023](#) [March 31, 2024](#) of \$2.4 million, \$0.3 million, and less than \$0.1 million, respectively, excluding the impact of our derivative instruments.

In addition, we may use currency hedging to further reduce the exposure to our equity cash flow. We are generally a net receiver of these currencies (we receive more cash than we pay out), and therefore our foreign operations benefit from a weaker U.S. dollar and are adversely affected by a stronger U.S. dollar, relative to the foreign currency.

We enter into foreign currency collars to hedge certain of our foreign currency cash flow exposures. See [Note 10.9](#) for additional information on our foreign currency collars.

Concentration of Credit Risk

Concentrations of credit risk arise when a number of tenants are engaged in similar business activities or have similar economic risks or conditions that could cause them to default on their lease obligations to us. We regularly monitor our portfolio to assess potential concentrations of credit risk. While we believe our portfolio is well-diversified, it does contain concentrations in certain areas. There have been no material changes in our concentration of credit risk from what was disclosed in the [2022](#) [2023](#) Annual Report.

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Item 4. Controls and Procedures.*Disclosure Controls and Procedures*

Our disclosure controls and procedures include internal controls and other procedures designed to provide reasonable assurance that information required to be disclosed in this and other reports filed under the Exchange Act is recorded, processed, summarized, and reported within the required time periods specified in the SEC's rules and forms; and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosures. It should be noted that no system of controls can provide complete assurance of achieving a company's objectives and that future events may impact the effectiveness of a system of controls.

Our chief executive officer and chief financial officer, after conducting an evaluation, together with members of our management, of the effectiveness of the design and operation of our disclosure controls and procedures as of **September 30, 2023** **March 31, 2024**, have concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) were effective as of **September 30, 2023** **March 31, 2024** at a reasonable level of assurance.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II — OTHER INFORMATION**Item 1A. Risk Factors**

We are including the following additional risk factor, which should be read in conjunction with our description of risk factors provided in Part I, Item 1A. Risk Factors in our 2022 Annual Report:

We may not achieve some or all the expected benefits of the Spin-Off and the Office Sale Program.

We may not be able to achieve the full strategic and financial benefits expected to result from the Spin-Off and the Office Sale Program, or such benefits may be delayed due to a variety of circumstances, not all of which may be under our control. We may not achieve the anticipated benefits of the Spin-Off or the Office Sale Program for a variety of reasons, including, among others: (i) the transactions may not generate the anticipated improvements in our cost of or access to capital; (ii) we may be subject to unexpected costs related to the Spin-Off, including as a result of our indemnification obligations under the Separation and Distribution Agreement or obligations related to indebtedness associates with transfer of NLOP assets and any guarantees related thereto; and (iii) we may face challenges in completing the Office Sale Program at the prices in the timeframe we expect or at all. Failure to achieve some or all the benefits expected to result from the Spin-Off and the Office Sale Program, or a delay in realizing such benefits, may have a material adverse effect on our business, financial condition and results of operations.

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Item 6. Exhibits.

The following exhibits are filed with this Report. Documents other than those designated as being filed herewith are incorporated herein by reference.

Exhibit No.	Description	Method of Filing
10.1	Loan Agreement, dated September 20, 2023, by and among JPMorgan Chase Bank, N.A. and the borrowers named therein	Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed September 21, 2023
10.2	Mezzanine Loan Agreement, dated September 20, 2023, between NLO Mezzanine Borrower and JPMorgan Chase Bank, N.A.	Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed September 21, 2023
10.3	Separation and Distribution Agreement, dated October 31, 2023, between W. P. Carey Inc. and Net Lease Office Properties.	Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed November 2, 2023
10.4	Tax Matters Agreement, dated October 31, 2023, between W. P. Carey Inc. and Net Lease Office Properties.	Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed November 2, 2023
10.5	Advisory Agreement, dated November 1, 2023, between W. P. Carey Management LLC and Net Lease Office Properties.	Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed November 2, 2023
10.6	Advisory Agreement, dated November 1, 2023, between W. P. Carey & Co. B.V. and Net Lease Office Properties.	Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed November 2, 2023
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	XBRL Instance Document — the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	Filed herewith

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SIGNATURES

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

W. P. Carey Inc.

Date: November 3, 2023 May 1, 2024

By: /s/ ToniAnn Sanzone

ToniAnn Sanzone
Chief Financial Officer
(Principal Financial Officer)

Date: November 3, 2023 May 1, 2024

By: /s/ Brian Zander

Brian Zander
Chief Accounting Officer
(Principal Accounting Officer)

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101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	Filed herewith

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Jason E. Fox, certify that:

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

Date: **November 3, 2023** **May 1, 2024**

/s/ Jason E. Fox

Jason E. Fox

Chief Executive Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, ToniAnn Sanzone, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of W. P. Carey Inc.;

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

Date: **November 3, 2023** May 1, 2024

/s/ ToniAnn Sanzone
 ToniAnn Sanzone
 Chief Financial Officer

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Exhibit 32

Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of W. P. Carey Inc. on Form 10-Q for the period ended **September 30, 2023** **March 31, 2024** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of W. P. Carey Inc., does hereby certify, to the best of such officer's knowledge and belief, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: **November 3, 2023** May 1, 2024

/s/ Jason E. Fox
 Jason E. Fox
 Chief Executive Officer

Date: **November 3, 2023** May 1, 2024

/s/ ToniAnn Sanzone
 ToniAnn Sanzone
 Chief Financial Officer

The certification set forth above is being furnished as an exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the Report as a separate disclosure document of W. P. Carey Inc. or the certifying officers.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to W. P. Carey Inc. and will be retained by W. P. Carey Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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