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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2024

OR

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

Commission File No.: 001-14469

(Simon Property Group, Inc.)

Commission File No: 001-36110

(Simon Property Group, L.P.)

SIMON PROPERTY GROUP, INC.
SIMON PROPERTY GROUP, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(Simon Property Group, Inc.)

04-6268599
(Simon Property Group, Inc.)

Delaware
(Simon Property Group, L.P.)
(State or other jurisdiction of
incorporation or organization)

34-1755769
(Simon Property Group, L.P.)
(I.R.S. Employer
Identification No.)

225 West Washington Street
Indianapolis, Indiana 46204

(Address of principal executive offices) (ZIP Code)

(317) 636-1600

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, \$ 0.0001 par value	SPG	New York Stock Exchange
8 3/8 % Series J Cumulative Redeemable Preferred Stock, \$ 0.0001 par value	SPGJ	New York Stock Exchange

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

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

Simon Property Group, Inc. Yes No

Simon Property Group, L.P. Yes No

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

Simon Property Group, Inc. Yes No

Simon Property Group, L.P. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Simon Property Group, Inc. Yes No

Simon Property Group, L.P. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Simon Property Group, Inc. Yes No

Simon Property Group, L.P. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Simon Property Group, Inc.:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

Simon Property Group, L.P.:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

Simon Property Group, Inc.

Simon Property Group, L.P.

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

Simon Property Group, Inc.

Simon Property Group, L.P.

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

Simon Property Group, Inc.

Simon Property Group, L.P.

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

Simon Property Group, Inc.

Simon Property Group, L.P.

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

Simon Property Group, Inc. Yes No

Simon Property Group, L.P. Yes No

The aggregate market value of shares of common stock held by non-affiliates of Simon Property Group, Inc. was approximately \$ 49,060 million based on the closing sale price on the New York Stock Exchange for such stock on June 30, 2024.

As of January 31, 2025, Simon Property Group, Inc. had 326,270,138 and 8,000 shares of common stock and Class B common stock outstanding, respectively.

Simon Property Group, L.P. had no publicly-traded voting equity as of June 30, 2024. Simon Property Group, L.P. has no common stock outstanding.

Documents Incorporated By Reference

Portions of Simon Property Group, Inc.'s Proxy Statement in connection with its 2025 Annual Meeting of Stockholders are incorporated by reference in Part III.

EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the annual period ended December 31, 2024 of Simon Property Group, Inc., a Delaware corporation, and Simon Property Group, L.P., a Delaware limited partnership. Unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership.

Simon is a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. We are structured as an umbrella partnership REIT under which substantially all of our business is conducted through the Operating Partnership, Simon's majority-owned partnership subsidiary, for which Simon is the general partner. As of December 31, 2024, Simon owned an approximate 86.5% ownership interest in the Operating Partnership, with the remaining 13.5% ownership interest owned by limited partners. As the sole general partner of the Operating Partnership, Simon has exclusive control of the Operating Partnership's day-to-day management.

We operate Simon and the Operating Partnership as one business. The management of Simon consists of the same members as the management of the Operating Partnership. As general partner with control of the Operating Partnership, Simon consolidates the Operating Partnership for financial reporting purposes, and Simon has no material assets or liabilities other than its investment in the Operating Partnership. Therefore, the assets and liabilities of Simon and the Operating Partnership are the same on their respective financial statements.

We believe that combining the annual reports on Form 10-K of Simon and the Operating Partnership into this single report provides the following benefits:

- enhances investors' understanding of Simon and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined presentation since substantially all of the disclosure in this report applies to both Simon and the Operating Partnership; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

We believe it is important for investors to understand the few differences between Simon and the Operating Partnership in the context of how we operate as a consolidated company. The primary difference is that Simon itself does not conduct business, other than acting as the general partner of the Operating Partnership and issuing equity or equity-related instruments from time to time. In addition, Simon itself does not incur any indebtedness, as all debt is incurred by the Operating Partnership or entities/subsidiaries owned or controlled by the Operating Partnership.

The Operating Partnership holds, directly or indirectly, substantially all of our assets, including our ownership interests in our joint ventures. The Operating Partnership conducts substantially all of our business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity issuances by Simon, which are contributed to the capital of the Operating Partnership in exchange for, in the case of common stock issuances by Simon, common units of partnership interest in the Operating Partnership, or units, or, in the case of preferred stock issuances by Simon, preferred units of partnership interest in the Operating Partnership, or preferred units, the Operating Partnership, directly or indirectly, generates the capital required by our business through its operations, the incurrence of indebtedness, proceeds received from the disposition of certain properties and joint ventures and the issuance of units or preferred units to third parties.

The presentation of stockholders' equity, partners' equity and noncontrolling interests are the main areas of difference between the consolidated financial statements of Simon and those of the Operating Partnership. The differences between stockholders' equity and partners' equity result from differences in the equity issued at the Simon and Operating Partnership levels. The units held by limited partners in the Operating Partnership are accounted for as partners' equity in the Operating Partnership's financial statements and as noncontrolling interests in Simon's financial statements. The noncontrolling interests in the Operating Partnership's financial statements include the interests of unaffiliated partners in various consolidated partnerships. The noncontrolling interests in Simon's financial statements include the same noncontrolling interests at the Operating Partnership level and, as previously stated, the units held by limited partners of the Operating Partnership. Although classified differently, total equity of Simon and the Operating Partnership is the same.

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To help investors understand the differences between Simon and the Operating Partnership, this report provides:

- separate consolidated financial statements for Simon and the Operating Partnership;
- a single set of notes to such consolidated financial statements that includes separate discussions of noncontrolling interests and stockholders' equity or partners' equity, accumulated other comprehensive income (loss) and per share and per unit data, as applicable;
- a combined Management's Discussion and Analysis of Financial Condition and Results of Operations section that also includes discrete information related to each entity; and
- separate Part II, Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities sections related to each entity.

This report also includes separate Part II, Item 9A. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of Simon and the Operating Partnership in order to establish that the requisite certifications have been made and that Simon and the Operating Partnership are each compliant with Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 and 18 U.S.C. §1350. The separate discussions of Simon and the Operating Partnership in this report should be read in conjunction with each other to understand our results on a consolidated basis and how management operates our business.

In order to highlight the differences between Simon and the Operating Partnership, the separate sections in this report for Simon and the Operating Partnership specifically refer to Simon and the Operating Partnership. In the sections that combine disclosure of Simon and the Operating Partnership, this report refers to actions or holdings of Simon and the Operating Partnership as being "our" actions or holdings. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and joint ventures, holds assets and incurs debt, we believe that references to "we," "us" or "our" in this context is appropriate because the business is one enterprise and we operate substantially all of our business through the Operating Partnership.

**Simon Property Group, Inc.
Simon Property Group, L.P.
Annual Report on Form 10-K
December 31, 2024**

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Part I

Item 1. Business

Simon Property Group, Inc. is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. REITs will generally not be liable for U.S. federal corporate income taxes as long as they distribute not less than 100% of their REIT taxable income. Simon Property Group, L.P. is our majority-owned Delaware partnership subsidiary that owns directly or indirectly all of our real estate properties and other assets. Unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership. According to the amended and restated Operating Partnership's partnership agreement, the Operating Partnership is required to pay all expenses of Simon.

We own, develop and manage premier shopping, dining, entertainment and mixed-use destinations, which consist primarily of malls, Premium Outlets®, and The Mills®. As of December 31, 2024, we owned or held an interest in 194 income-producing properties in the United States, which consisted of 92 malls, 70 Premium Outlets, 14 Mills, six lifestyle centers, and 12 other retail properties in 37 states and Puerto Rico. We also own an 88% noncontrolling interest in The Taubman Realty Group, LLC, or TRG, which has an interest in 22 regional, super-regional, and outlet malls in the U.S. and Asia. Internationally, as of December 31, 2024, we had ownership interests in 35 Premium Outlets and Designer Outlet properties primarily located in Asia, Europe and Canada. As of December 31, 2024, we also owned a 22.4% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company, which owns, or has an interest in, shopping centers located in 14 countries in Europe. We also have interests in investments in retail operations (such as Catalyst Brands LLC); an e-commerce venture (Rue Gilt Groupe, or RGG, which operates shop.simon.com), and Jamestown (a global real estate investment and management company), collectively, our other platform investments.

For a description of our operational strategies and developments in our business during 2024, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

Other Policies

The following is a discussion of our investment policies, financing policies, conflict of interest policies and policies with respect to certain other activities. One or more of these policies may be amended or rescinded from time to time without a stockholder vote.

Investment Policies

While we emphasize equity real estate investments, we may also provide secured financing to or invest in equity or debt securities of other entities engaged in real estate activities or securities of other issuers consistent with Simon's qualification as a REIT. However, any of these investments would be subject to the percentage ownership limitations and gross income tests necessary for REIT qualification. These REIT limitations mean that Simon cannot make an investment that would cause its real estate assets and certain other qualifying assets (such as cash) to be less than 75% of its total assets. Simon must also derive at least 75% of its gross income directly or indirectly from investments relating to real property or mortgages on real property, including "rents from real property," dividends from other REITs and, in certain circumstances, interest from certain types of temporary investments. In addition, Simon must also derive at least 95% of its gross income from such real property investments, and from dividends, interest and gains from the sale or dispositions of stock or securities or from other combinations of the foregoing.

Subject to Simon's REIT limitations, we may invest in the securities of other issuers in connection with acquisitions of indirect interests in real estate. Such an investment would normally be in the form of general or limited partnership or membership interests in special purpose partnerships and limited liability companies that own one or more properties. We may, in the future, acquire all or substantially all of the securities or assets of other REITs, management companies or similar entities where such investments would be consistent with our investment policies. Additionally we have and may in the future make investments in entities engaged in non-real estate activities, primarily through a taxable REIT subsidiary, similar to the investments we currently hold in certain retail operations.

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Financing Policies

Because Simon's REIT qualification requires Simon to distribute at least 90% of its REIT taxable income, we regularly access the debt markets to raise the funds necessary to finance acquisitions, develop and redevelop properties, and refinance maturing debt. We must comply with the covenants contained in our financing agreements that limit our ratio of debt to total assets or market value, as defined. The Operating Partnership has a \$5.0 billion unsecured revolving credit facility, or the Credit Facility, and a \$3.5 billion supplemental unsecured revolving credit facility, or Supplemental Facility, or together, the Credit Facilities. The Credit Facilities and the indentures for the Operating Partnership's debt securities contain covenants that restrict the total amount of debt of the Operating Partnership to 65%, or 60% in relation to certain debt, of total assets, as defined under the related agreements, and secured debt to 50% of total assets. In addition, these agreements contain other covenants requiring compliance with financial ratios. Furthermore, the amount of debt that we may incur is limited as a practical matter by our desire to maintain acceptable ratings for the debt securities of the Operating Partnership. We strive to maintain investment grade ratings at all times for various business reasons, including their effect on our ability to access attractive capital, but we cannot assure you that we will be able to do so in the future.

If Simon's Board of Directors determines to seek additional capital, we may raise such capital by offering equity or incurring debt, creating joint ventures with existing ownership interests in properties, entering into joint venture arrangements for new development projects, retaining cash flows or a combination of these methods. If Simon's Board of Directors determines to raise equity capital, it may, without stockholder approval, issue additional shares of common stock or other capital stock. Simon's Board of Directors may issue a number of shares up to the amount of our authorized capital or may issue units in any manner and on such terms and for such consideration as it deems appropriate. We may also raise additional capital by issuing common units of partnership interest in the Operating Partnership, or units. Such securities also may include additional classes of Simon's preferred stock or preferred units of partnership interest in the Operating Partnership, or preferred units, which may be convertible into common stock or units, as the case may be. Existing stockholders and unitholders have no preemptive right to purchase shares or units in any subsequent issuances of securities by us. Any issuance of equity could dilute a stockholder's investment in Simon or a limited partner's investment in the Operating Partnership.

We expect most future borrowings will be made through the Operating Partnership or its subsidiaries. We might, however, incur borrowings through other entities that would be reloaned to the Operating Partnership. Borrowings may be in the form of bank borrowings, publicly and privately placed debt instruments, or purchase money obligations to the sellers of properties. Any such indebtedness may be secured or unsecured. Any such indebtedness may also have full or limited recourse to the borrower or be cross-collateralized with other debt, or may be fully or partially guaranteed by the Operating Partnership. We issue unsecured debt securities through the Operating Partnership, but we may issue other debt securities which may be convertible into common or preferred stock or be accompanied by warrants to purchase common or preferred stock. We also may sell or securitize our lease receivables. Although we may borrow to fund the payment of dividends, we currently have no expectation that we will regularly do so.

The Credit Facility can be increased in the form of additional commitments in an aggregate amount not to exceed \$1.0 billion, for a total aggregate size of \$6.0 billion, subject to obtaining additional lender commitments and satisfying certain customary conditions precedent. The initial maturity date of the Credit Facility is June 30, 2027. The Credit Facility can be extended for two additional six-month periods to June 30, 2028, at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Credit Facility bear interest, at our election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment and if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by our corporate credit rating of between 0.650% and 1.400% or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.500% or Adjusted Term SOFR Rate for one month plus 1.000%) (the "Base Rate"), plus a margin determined by our corporate credit rating of between 0.000% and 0.400%. The Credit Facility includes a facility fee determined by our corporate credit rating of between 0.100% and 0.300% on the aggregate revolving commitments under the Credit Facility. Based upon our current credit ratings, the interest rate on the Credit Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

The Supplemental Facility's initial borrowing capacity of \$3.5 billion may be increased to \$4.5 billion during its term subject to obtaining additional lender commitments and satisfying certain customary conditions precedent. The initial maturity date of the Supplemental Facility is January 31, 2029 and can be extended for an additional year to January 31, 2030 at our sole option, subject to our continued compliance with the terms thereof.

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Borrowings under the Supplemental Facility bear interest, at the Company's election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, the Adjusted Term CORRA Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment, if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, and if denominated in Canadian Dollars, Daily Simple CORRA plus a benchmark adjustment or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by the Company's corporate credit rating of between 0.650% and 1.400% or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the NYFRB Rate plus 0.500% or Adjusted Term SOFR Rate for one month plus 1.000%) (the "Base Rate"), plus a margin determined by the Company's corporate credit rating of between 0.000% and 0.400%. The Supplemental Facility includes a facility fee determined by the Company's corporate credit rating of between 0.100% and 0.300% on the aggregate revolving commitments under the Supplemental Facility. Based upon our current credit ratings, the interest rate on the Supplemental Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for transition from LIBOR to SOFR.

The Operating Partnership also has available a global unsecured commercial paper note program, or Commercial Paper program, of \$2.0 billion, or the non-U.S. dollar equivalent thereof. The Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euro and other currencies. Notes issued in non-U.S. currencies may be issued by one or more subsidiaries of the Operating Partnership and are guaranteed by the Operating Partnership. Notes are sold under customary terms in the U.S. and Euro commercial paper note markets and rank (either by themselves or as a result of the guarantee described above) *pari passu* with the Operating Partnership's other unsecured senior indebtedness. The Commercial Paper program is supported by the Credit Facilities and, if necessary or appropriate, we may make one or more draws under the Credit Facilities to pay amounts outstanding from time to time on the Commercial Paper program.

We may also finance our business through the following:

- issuance of shares of common stock or preferred stock or warrants to purchase the same;
- issuance of additional units;
- issuance of preferred units;
- issuance of other securities, including unsecured notes and mortgage debt;
- draws on our Credit Facilities;
- borrowings under the Commercial Paper program; or
- sale or exchange of ownership interests in properties.

The Operating Partnership may also issue units to contributors of properties or other partnership interests which may permit the contributor to defer tax gain recognition under the Internal Revenue Code.

We do not have a policy limiting the number or amount of mortgages that may be placed on any particular property.

Mortgage financing instruments, however, typically limit additional indebtedness on such properties. Additionally, the Credit Facilities, our unsecured note indentures and other contracts may limit our ability to borrow and contain limits on mortgage indebtedness we may incur as well as certain financial covenants we must maintain.

Typically, we invest in or form special purpose entities to assist us in obtaining secured permanent financing at attractive terms. Permanent financing may be structured as a mortgage loan on a single property, or on a group of properties, and generally requires us to provide a mortgage lien on the property or properties in favor of an institutional third party, as a joint venture with a third party, or as a securitized financing. For securitized financings, we create special purpose entities to own the properties. These special purpose entities, which are common in the real estate industry, are structured so that they would not be consolidated in a bankruptcy proceeding involving a parent company. We decide upon the structure of the financing based upon the best terms then available to us and whether the proposed financing is consistent with our other business objectives. For accounting purposes, we include the outstanding securitized debt of special purpose entities owning consolidated properties as part of our consolidated indebtedness.

Conflict of Interest Policies

We maintain policies and have entered into agreements designed to reduce or eliminate potential conflicts of interest. Simon has adopted governance principles governing the function, conduct, selection, orientation and duties of its

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subsidiaries and Simon's Board of Directors and the Company, as well as written charters for each of the standing Committees of Simon's Board of Directors. In addition, Simon's Board of Directors has a Code of Business Conduct and Ethics, which applies to all of its officers, directors, and employees and those of its subsidiaries. At least a majority of the members of Simon's Board of Directors must qualify, and do qualify, as independent under the listing standards of the New York Stock Exchange, or NYSE, and cannot be affiliated with the Simon family, who are significant stockholders in Simon and/or unitholders in the Operating Partnership. In addition, the Audit and Compensation and Human Capital Committees of Simon's Board of Directors are comprised entirely of independent members who meet the additional independence and financial expert requirements of the NYSE as required.

The sale by the Operating Partnership of any property that it owns may have an adverse tax impact on the Simon family or other limited partners of the Operating Partnership. Any transaction between us and the Simon family, including property acquisitions, service and property management agreements and retail space leases, must be approved by the Company's Audit Committee.

In order to avoid any conflict of interest, the Simon charter requires that at least three-fourths of Simon's independent directors must authorize and require the Operating Partnership to sell any property it owns. Any such sale is subject to applicable agreements with third parties. A noncompetition agreement executed by Herbert Simon, Simon's Chairman Emeritus, and a noncompetition agreement executed by David Simon, Simon's Chairman, Chief Executive Officer and President, which remains in effect notwithstanding the expiration of David Simon's employment agreement in 2019, contain covenants limiting their ability to participate in certain shopping center activities.

Policies With Respect To Certain Other Activities

We intend to make investments which are consistent with Simon's qualification as a REIT, unless Simon's Board of Directors determines that it is no longer in Simon's best interests to so qualify as a REIT. Simon's Board of Directors may make such a determination because of changing circumstances or changes in the REIT requirements. Simon has authority to issue shares of its capital stock or other securities in exchange for property. We also have authority to repurchase or otherwise reacquire Simon's shares, the Operating Partnership's units, or any other securities. On May 9, 2022, Simon's Board of Directors authorized a common stock repurchase plan commencing on May 16, 2022. Under the program, the Company could purchase up to \$2.0 billion of its common stock during the two-year period ending May 16, 2024 in open market or privately negotiated transactions, at prices that the Company deemed appropriate and subject to market conditions, applicable law, and other factors deemed relevant in the Company's sole discretion. On February 8, 2024, Simon's Board of Directors authorized a new common stock repurchase program which replaced the prior repurchase program immediately, where the Company may purchase up to \$2.0 billion of its common stock over the next 24 months. As Simon repurchases shares under these programs, the Operating Partnership repurchases an equal number of units from Simon. Simon may also issue shares of its common stock, or pay cash at its option, to holders of units in future periods upon exercise of such holders' rights under the partnership agreement of the Operating Partnership. Our policy prohibits us from making any loans to the directors or executive officers of Simon for any purpose. We may make loans to the joint ventures in which we participate. Additionally, we may make or buy interests in loans secured by real estate properties owned by others or make investments in companies that own real estate assets.

Competition

The retail real estate industry is dynamic and competitive. We compete with numerous merchandise distribution channels, including malls, outlet centers, community/lifestyle centers, and other shopping centers in the United States and abroad. We also compete with internet retailing sites and catalogs, including our tenants, which provide retailers with distribution options beyond existing brick and mortar retail properties. The existence of competitive alternatives could have a material adverse effect on our ability to lease space and on the level of rents we can obtain. This results in competition for both the tenants to occupy the properties that we develop and manage as well as for the acquisition of prime sites (including land for development and operating properties). We believe that there are numerous factors that make our properties highly desirable to retailers, including:

- the quality, location and variety of tenants of our properties;
- our management and operational expertise;
- our extensive experience and relationships with tenants, lenders and suppliers;
- our marketing initiatives and consumer focused strategic corporate alliances; and
- the efficiency and immediacy of physical retail.

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Certain Activities

During the past three years, we have:

- issued 57,680 shares of Simon common stock upon the exchange of units in the Operating Partnership;
- issued 871,680 restricted shares of Simon common stock and 689,202 long-term incentive performance units, or LTIP units, net of forfeitures, under the Simon Property Group, L.P. 2019 Stock Incentive Plan, or the 2019 Plan;
- purchased 3,103,755 shares of Simon common stock in the open market at an average price of \$103.42 per share for \$321.0 million pursuant to our repurchase program;
- issued 3,297,500 units in the Operating Partnership as part of the consideration for the acquisition of additional interests in TRG, bringing our noncontrolling ownership interest in TRG to 88%;
- redeemed 417,331 units in the Operating Partnership for \$57.7 million at an average price of \$138.18 per unit in cash;
- amended, restated, extended, and increased our existing \$4.0 billion unsecured revolving credit facility on March 14, 2023 with a new \$5.0 billion unsecured revolving credit facility.
- amended, restated, and extended our existing \$3.5 billion unsecured revolving credit facility on September 19, 2024;
- borrowed a maximum amount of \$325.1 million under the Credit Facilities; the outstanding amount of borrowings under the Credit Facility was \$323.7 million as of December 31, 2024. There were no borrowings under the Supplemental Facility as of December 31, 2024;
- there were no outstanding borrowings of Commercial Paper notes as of December 31, 2024; and
- provided annual reports containing financial statements audited by our independent registered public accounting firm and quarterly reports containing unaudited financial statements to our security holders.

Human Capital

At December 31, 2024, we and our affiliates employed approximately 3,000 persons at various properties and offices throughout the United States, of which approximately 400 were part-time. Approximately 1,000 of these employees were located at our corporate headquarters in Indianapolis, Indiana.

We believe our employees are the driving force behind our success. To ensure we continue to attract, develop and retain the best talent across the organization, we invest in our employees and provide equal opportunities. We offer a variety of ongoing talent programs that foster continual development, high performance and overall organizational effectiveness, including a series of leadership development programs. We conduct an annual talent-assessment process for selected business functions within our corporate and field organizations that includes plans for individual employee career development and long-term leadership succession, and also conduct an annual performance appraisal process for all regular employees.

We are focused on providing a work environment that is free from any form of discrimination or harassment for any protected class and also embraces a code of conduct. We have an internal policy of targeted solutions for employees and an annual process of assessment, action and evaluation led by our human resources department.

Our compensation program is designed to, among other things, attract, retain and motivate talented and experienced individuals using a mix of competitive salaries, bonuses, equity based awards and other benefits.

Government Regulations Affecting Our Properties

We are subject to federal, state and local environmental regulations that apply generally to the ownership of real property and the operations conducted on real property. As of December 31, 2024, we are not aware of any environmental conditions or material costs of complying with environmental or other regulations that would have a material adverse effect on our overall business, financial condition, or results of operations. However, it is possible that we are not aware of, or may become subject to, potential environmental liabilities or material costs of complying with governmental regulations that could be material. See further discussion in Item 1A. Risk Factors.

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Corporate Headquarters

Our corporate headquarters are located at 225 West Washington Street, Indianapolis, Indiana 46204, and our telephone number is (317) 636-1600.

Available Information

Simon is a large accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended, or the Exchange Act) and is required, pursuant to Item 101 of Regulation S-K, to provide certain information regarding our website and the availability of certain documents filed with or furnished to the Securities and Exchange Commission, or the SEC. Our Internet website address is www.simon.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available or may be accessed free of charge through the "About Simon/Investor Relations" section of our Internet website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our Internet website and the information contained therein or connected thereto are not, and are not intended to be, incorporated into this Annual Report on Form 10-K.

The following corporate governance documents are also available through the "About Simon/Investor Relations/ Governance" section of our Internet website or may be obtained in print form by request of our Investor Relations Department: Governance Principles, Code of Business Conduct and Ethics, Audit Committee Charter, Compensation and Human Capital Committees Charter, and Governance and Nominating Committee Charter.

In addition, we intend to disclose on our Internet website any amendments to, or waivers from, our Code of Business Conduct and Ethics that are required to be publicly disclosed pursuant to rules of the SEC and the NYSE.

Information about our Executive Officers

The following table sets forth certain information with respect to Simon's executive officers as of February 21, 2025.

Name	Age	Position
David Simon	63	Chairman of the Board, Chief Executive Officer and President
John Rulli	68	Chief Administrative Officer
Steven E. Fivel	64	General Counsel and Secretary
Brian J. McDade	45	Executive Vice President and Chief Financial Officer
Adam J. Reuille	50	Senior Vice President and Chief Accounting Officer
Donald G. Frey	49	Treasurer and Executive Vice President
Kevin M. Kelly	44	Assistant General Counsel and Assistant Secretary

The executive officers of Simon serve at the pleasure of Simon's Board of Directors.

Mr. Simon has served as the Chairman of Simon's Board of Directors since 2007, Chief Executive Officer of Simon or its predecessor since 1995 and assumed the position of President in 2019. Mr. Simon has also been a director of Simon or its predecessor since its incorporation in 1993. Mr. Simon was the President of Simon's predecessor from 1993 to 1996.

Mr. Rulli serves as Simon's Chief Administrative Officer. Mr. Rulli joined Melvin Simon & Associates, Inc., or MSA, in 1988 and held various positions with MSA and Simon thereafter. Mr. Rulli became Chief Administrative Officer in 2007 and was promoted to Senior Executive Vice President in 2011.

Mr. Fivel serves as Simon's General Counsel and Secretary. Prior to rejoining Simon in 2011 as Assistant General Counsel and Assistant Secretary, Mr. Fivel served as Executive Vice President, General Counsel and Secretary of Brightpoint, Inc. Mr. Fivel was previously employed by MSA from 1988 until 1993 and then by Simon from 1993 to 1996. Mr. Fivel was promoted to General Counsel and Secretary in 2017.

Mr. McDade serves as Simon's Executive Vice President and Chief Financial Officer. Mr. McDade joined Simon in 2007 as the Director of Capital Markets and was promoted to Senior Vice President of Capital Markets in 2013 and Treasurer in 2014. He was promoted to Executive Vice President and Chief Financial Officer in 2018.

Mr. Reuille serves as Simon's Senior Vice President and Chief Accounting Officer and prior to that as Simon's Vice President and Corporate Controller. Mr. Reuille joined Simon in 2009 and was promoted to Senior Vice President and Chief Accounting Officer in 2018.

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Mr. Frey serves as Simon's Treasurer and Executive Vice President. Mr. Frey joined Simon in 2010 and most recently served as Simon's Assistant Treasurer and Senior Vice President prior to his current position which he was promoted to in 2022. Before joining Simon, Mr. Frey was an attorney with Alston & Bird LLP and Dechert LLP.

Mr. Kelly serves as Simon's Assistant General Counsel and Assistant Secretary. Mr. Kelly joined Simon in 2015 as Senior Finance Counsel and was promoted to Senior Associate, General Counsel in 2020 prior to his current position which he was promoted to in 2022. Prior to joining Simon, Mr. Kelly was an attorney with Sidley Austin, LLP and Fried, Frank, Harris, Shriver & Jacobson.

Item 1A. Risk Factors

The following factors, among others, could cause our actual results to differ materially from those expressed or implied in forward-looking statements made in this Annual Report on Form 10-K and presented elsewhere by our management from time to time. These factors may have a material adverse effect on our business, financial condition, liquidity, results of operations, funds from operations, or FFO, and prospects, which we refer to herein as a material adverse effect on us or as materially and adversely affecting us, and you should carefully consider them. Additional risks and uncertainties not presently known to us or which are currently not believed to be material may also affect our actual results. We may update these factors in our future periodic reports.

Summary of Risk Factors

The following summarizes our material risk factors. However, this summary is not intended to be a comprehensive and complete list of all risk factors identified by the Company. Refer to the following pages of this section for additional details regarding these summarized risk factors and other additional risk factors identified by the Company.

- Conditions that adversely affect the general retail environment could materially and adversely affect us.
- Some of our properties depend on anchor stores or other large nationally recognized tenants to attract shoppers and we could be materially and adversely affected by the loss of one or more of these anchors or tenants.
- We face potential adverse effects from tenant bankruptcies.
- Vacant space at our properties could materially and adversely affect us.
- We may not be able to lease newly developed properties to or renew leases and relet space at existing properties with an appropriate mix of tenants or at desired rents, if at all.
- Acts of violence, civil unrest or criminal activity, actual or threatened terrorist attacks and inappropriate and unacceptable behavior by consumers at our properties could adversely affect our business operations.
- We face a wide range of competition that could affect our ability to operate profitably, including e-commerce, and the evolution of consumer preferences and purchasing habits.
- Epidemics, pandemics or other public health crisis, and governmental reactions thereto, could have a significant negative impact on our and our tenants' business, financial condition, results of operations, cash flow and liquidity and our ability to access the capital markets, satisfy our debt service obligations and make distributions to our shareholders.
- Some of our properties are subject to potential natural or other disasters.
- We face risks associated with climate change.
- Some of our potential losses may not be covered by insurance.
- As owners of real estate, we can face liabilities for environmental contamination, and our efforts to identify environmental liabilities may not be successful.
- We face risks associated with the acquisition, development, redevelopment and expansion of properties.
- Real estate investments are relatively illiquid.
- Simon and certain subsidiaries of the Operating Partnership have elected to be taxed as REITs in the United States. The failure to maintain Simon's or the Subsidiary REITs' qualifications as REITs or changes in applicable tax laws or regulations could result in adverse tax consequences.
- If the Operating Partnership fails to qualify as a partnership for federal income tax purposes, Simon will cease to qualify as a REIT and suffer other adverse consequences.

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- Complying with REIT requirements might cause us to forgo otherwise attractive acquisition opportunities or liquidate otherwise attractive investments.
- Our ownership of TRSs is subject to certain restrictions, and we will be required to pay a 100% penalty tax on certain income or deductions if our transactions with our TRSs are not conducted on arm's-length terms.
- Dividends payable by REITs generally do not qualify for the reduced tax rates available for some dividends, which may negatively affect the value of our shares.
- The tax imposed on REITs engaging in "prohibited transactions" may limit our ability to engage in transactions which would be treated as sales for U.S. federal income tax purposes.
- REIT distribution requirements could adversely affect our liquidity and our ability to execute our business plan.
- Partnership tax audit rules could have a material adverse effect on us.
- Legislative, administrative, regulatory or other actions affecting REITs, including positions taken by the IRS, could have a material adverse effect on us and our investors.
- Provisions in Simon's charter and by-laws and in the Operating Partnership's partnership agreement could prevent a change of control.
- We have a substantial debt burden that could affect our future operations.
- The agreements that govern our indebtedness contain various covenants that impose restrictions on us that might affect our ability to operate freely.
- Disruption in the capital and credit markets may increase the cost of capital and may adversely affect our ability to access external financings for our growth and ongoing debt service requirements.
- Adverse changes in our credit ratings could affect our borrowing capacity and borrowing terms.
- An increase in interest rates would increase our interest costs on variable rate debt and could adversely impact our ability to refinance existing debt on attractive terms, or at all; our hedging interest rate protection arrangements may not effectively limit our interest rate risk.
- We have limited control with respect to some properties that are partially owned or managed by third parties, which may adversely affect our ability to sell or refinance them.
- The Operating Partnership guarantees debt or otherwise provides support for a number of joint venture properties.
- Our success depends, in part, on our ability to attract, motivate, retain and develop talented employees, and our failure to do so, including the loss of any one of our key personnel, could adversely impact our business.
- Artificial generative intelligence technologies present risks related to the control of our proprietary business information, keeping such information confidential, and emerging regulatory risk, any or all of which may adversely affect our business and results of operations.
- We face risks associated with security breaches through cyber-attacks, cyber intrusions or otherwise, as well as other significant disruptions of our computer systems, hardware, technology infrastructure, online sites and related systems.
- Our international activities may subject us to risks that are different from or greater than those associated with our domestic operations.

Risks Related to Tenant Operations at Our Properties

Conditions that adversely affect the general retail environment could materially and adversely affect us.

Our primary source of revenue is derived from retail tenants which means that we could be materially and adversely affected by conditions that materially and adversely affect the retail environment generally, including, without limitation:

- domestic issues, such as government policies and regulations, tariffs, energy prices, market dynamics, rising interest rates, inflation and limited growth in consumer income as well as from actual or perceived changes in economic conditions, which can result from global events such as international trade disputes, a foreign debt crisis, foreign currency volatility, natural disasters, war, such as the war in Ukraine and the conflict in Israel,

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Gaza and surrounding areas, epidemics and pandemics, the fear of spread of contagious diseases, civil unrest and terrorism;

- levels of consumer spending, changes in consumer confidence, income levels, and fluctuations in seasonal spending in the United States and internationally;
- supply chain disruptions and labor shortages;
- consumers avoiding in-person shopping generally, or at certain properties, due to a heightened level of concern for safety in public places, whether due to consumer perception of increased risk of criminal activity and civil unrest, including acts of terrorism, riots, random acts of violence, mass shootings, organized retail crime or inappropriate or unacceptable behavior of other patrons, or due to heightened sensitivity to risks associated with transmission of disease;
- consumer perceptions of the safety, convenience and attractiveness of our properties;
- the impact on our retail tenants and demand for retail space at our properties from the increasing use of the Internet by retailers and consumers;
- the creditworthiness of our retail tenants and the availability of new creditworthy tenants and the related impact on our occupancy levels and lease income;
- local real estate conditions, such as an oversupply of, or reduction in demand for, retail space or retail goods, decreases in rental rates and declines in real estate values;
- the willingness of retailers to lease space in our properties at attractive rents, or at all;
- changes in regional and local economies, which may be affected by increased rates of unemployment, increased foreclosures, higher taxes, decreased tourism, industry slowdowns, adverse weather conditions, and other factors;
- increased operating costs and capital expenditures, whether from acquisitions, developments, redevelopments, replacing tenants or otherwise;
- reductions in international travel and tourism, resulting in fewer international retail consumers;
- changes in government policies and applicable laws and regulations, including tax, environmental, safety and zoning and political inefficiencies; and
- epidemics, pandemics or other public health crises and the governmental reaction thereto.

To the extent that any or a portion of these conditions occur, they are likely to impact the retail industry, our retail tenants, the emergence of new tenants, our own investments in certain retailers and brands, the demand for retail space, market rents and rent growth, the vacancy levels at our properties, the value of our properties, which could directly or indirectly materially and adversely affect our financial condition, operating results and overall asset value.

Additionally, a portion of our lease income is derived from overage rents based on reported sales over a stated base amount that directly depend on the reported sales volume of our retail tenants. Accordingly, declines in our tenants' reported sales performance could reduce the income produced by our properties. Over time, declines in our tenants' reported sales performance can also negatively impact our ability to sign new and renewal leases at desired rents.

Some of our properties depend on anchor stores or other large nationally recognized tenants to attract shoppers and we could be materially and adversely affected by the loss of one or more of these anchors or tenants.

Our properties are typically anchored by department stores and other large nationally recognized tenants. Certain of our anchors and other tenants have ceased their operations, downsized their brick-and-mortar presence or failed to comply with their contractual obligations to us and others.

Sustained adverse pressure on the results of department stores and other national retailers may have a similarly sustained adverse impact upon our own results. Certain department stores and other national retailers have experienced, and may continue to experience for the foreseeable future (given uncertainty with respect to current and future macroeconomic conditions and consumer confidence levels), considerable decreases in customer traffic in their retail stores, increased competition from alternative retail options such as those accessible via the Internet and other forms of pressure on their business models. As pressure on these department stores and other national retailers increases, their ability to maintain their stores, meet their obligations both to us and to their external lenders and suppliers, withstand takeover attempts or avoid bankruptcy and/or liquidation may be impaired and result in closures of their stores or their

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seeking of a lease modification with us. Any lease modification could be unfavorable to us as the lessor and could decrease current or future effective rents or expense recovery charges. Certain other tenants are entitled to modify the economic or other terms of, or terminate, their existing leases with us in the event of such closures. Additionally, corporate merger or consolidation activity among department stores and other national retailers typically results in the closure of duplicate or geographically overlapping store locations.

If a department store or large nationally recognized tenant were to close its stores at our properties, we may experience difficulty and delay and incur significant expense in re-tenanting the space, as well as in leasing spaces in areas adjacent to the vacant store, at attractive rates, or at all. Additionally, department store or tenant closures may result in decreased customer traffic, which could lead to decreased sales at our properties. If the reported sales of stores operating in our properties were to decline significantly due to the closing of anchor stores or other national retailers, adverse economic conditions or other reasons, tenants may be unable to pay their minimum rents or expense recovery charges. In the event of any default by a tenant, we may not be able to fully recover, and/or may experience delays and costs in enforcing our rights as landlord to recover, amounts due to us under the terms of our leases with such parties.

We face potential adverse effects from tenant bankruptcies.

Bankruptcy filings by retailers can occur regularly in the course of our operations. Although we have not seen a significant increase in tenant bankruptcies in the last few years, in previous years a number of companies in the retail industry, including certain of our tenants, declared bankruptcy. If a tenant files for bankruptcy, the tenant may have the right to reject and terminate one or more of its leases with us, and we cannot be sure that it will affirm one or more of its leases and continue to make rental payments to us in a timely manner. A bankruptcy filing by, or relating to, one of our tenants would generally prohibit us from evicting this tenant, and bar all efforts by us to collect pre-bankruptcy debts from that tenant, or from their property, unless we receive an order permitting us to do so from the bankruptcy court. In addition, we cannot evict a tenant solely because of its bankruptcy. If a lease is assumed by the tenant in bankruptcy, all pre-bankruptcy balances due under the lease must be paid to us in full. If a lease is rejected, the unsecured claim we hold against a bankrupt tenant might be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims, and there are restrictions under bankruptcy laws that limit the amount of the claim we can make if a lease is rejected. As a result, it is likely that we would recover substantially less than the full value of any unsecured claims we hold. In addition, we may make lease modifications either pre- or post-bankruptcy for certain tenants undergoing significant financial distress in order for them to continue as a going concern. Furthermore, we may be required to incur significant expense in re-tenanting the space formerly leased to the bankrupt tenant. We continually seek to re-lease vacant spaces resulting from tenant terminations. The bankruptcy of a tenant, particularly an anchor tenant or a national tenant with multiple locations, may require a substantial redevelopment of its space, the success of which cannot be assured, and may make the re-tenanting of its space difficult and costly. Any such bankruptcies also make it more difficult to lease the remainder of the space at the affected property or properties. Future tenant bankruptcies may strain our resources and impact our ability to successfully execute our re-leasing strategy and could materially and adversely affect us.

Vacant space at our properties could materially and adversely affect us.

Certain of our properties have had vacant space available for prospective tenants, and those properties may continue to experience, and other properties may commence experiencing, such oversupply in the future. Among other causes, (1) an increased number of bankruptcies of anchor stores and other national retailers, as well as store closures may occur, and (2) there may be lower demand from retail tenants for space, due to certain retailers increasing their use of e-commerce websites to distribute their merchandise. As a result of the increased bargaining power of creditworthy retail tenants, there may be downward pressure on our rental rates and occupancy levels, and this increased bargaining power may also result in us having to increase our spend on tenant improvements and potentially make other lease modifications in order to attract or retain tenants, any of which, in the aggregate, could materially and adversely affect us.

We may not be able to lease newly developed properties to or renew leases and relet space at existing properties with an appropriate mix of tenants or at desired rents, if at all.

We may not be able to lease new properties to an appropriate mix of tenants that generates optimal customer traffic. Also, when leases for our existing properties expire, the premises may not be relet or the terms of reletting, including the cost of allowances and concessions to tenants, may be less favorable than the current lease terms. Tenant preferences for properties may also change over time, like recent trends towards right-sizing portfolios, repositioning space and locations and pursuing new store concepts, and our properties may no longer align with such preferences. If we fail to identify and secure the right blend of tenants at our newly developed and existing properties that offer diversified categories and uses, such as retail, specialty entertainment, restaurants, and health and wellness, and that keep up with evolving customer preferences, our properties may not appeal to the communities they serve. If we elect to pursue a "mixed use"

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redevelopment we expose ourselves to risks associated with each non-retail use (e.g., office, residential, hotel and entertainment), and the performance of our retail tenants in such properties may be negatively impacted by delays in opening and/or the performance of such non-retail uses. Additionally, an oversupply of space in the trade areas in which our properties operate could reduce market rents, negatively impacting the terms upon which we lease our properties. To the extent that our leasing goals are not achieved, we could be materially and adversely affected.

Acts of violence, civil unrest or criminal activity, actual or threatened terrorist attacks and inappropriate and unacceptable behavior by consumers at our properties could adversely affect our business operations.

Because our properties are open to the public, they are exposed to risks related to acts of violence, civil unrest and criminal activity as well as actual or threatened terrorist attacks that may be beyond our control or ability to prevent, and recently there has been an increased risk of organized retail crime and physical violence, the severity and frequency of which varies by market and location. If any of these incidents were to occur, the relevant property could face material damage physically and reputationally, and the revenue generated by such property could be negatively impacted. Consumers may also perceive a heightened threat of these risks due to increased crime in certain markets and negative media attention. Concern around safety risk may impact the willingness of consumers, tenants and tenants' employees to shop and/or work at our properties, which could result in decreased consumer foot traffic and decreased reported sales at our properties, directly and indirectly impacting our revenue and overall asset value.

We face a wide range of competition that could affect our ability to operate profitably, including e-commerce, and the evolution of consumer preferences and purchasing habits.

Our properties compete with other forms of retailing such as pure online retail websites as well as other types of retail properties such as single user freestanding discounters (Costco, Walmart and Target). In addition, many of our tenants are omni-channel retailers who also distribute their products through online sales and provide options to consumers like buy online pick up in store, buy online ship to store or buy online return to store. Our business currently is predominantly reliant on consumer demand for shopping at physical stores, and our business could be materially and adversely affected if we are unsuccessful in adapting our business to evolving consumer purchasing habits. The increased popularity of digital and mobile technologies has accelerated the transition of a percentage of market share from shopping at physical stores to web-based shopping. Although a brick-and-mortar presence may have a positive impact on retailers' online sales, the increased utilization of pure online shopping may lead to the closure of underperforming stores by retailers, which could impact our occupancy levels and the rates that tenants are willing to pay to lease our space. Additionally, the increase in online shopping may result in certain tenants underreporting sales at our properties which may materially and adversely impact our collection of overage rent. Examples may include, retailers and restaurants not reporting curbside pick-up sales or online sales fulfilled with store inventory, and tenants reducing reported store sales by including online returns processed in the store.

Epidemics, pandemics or other public health crisis, and governmental reactions thereto, could have a significant negative impact on our and our tenants' business, financial condition, results of operations, cash flow and liquidity and our ability to access the capital markets, satisfy our debt service obligations and make distributions to our shareholders.

Epidemics, pandemics or other health crises could have, a material negative impact on economic and market conditions around the world and an adverse impact on economic activity in retail real estate. Governments and other authorities could respond to epidemics, pandemics or other health crises, by imposing or re-imposing measures intended to control the spread of disease, including restrictions on freedom of movement, group gatherings and business operations such as travel bans, border closings, business closures, quarantines, stay-at-home, shelter-in-place orders, density limitations and social distancing measures. Although we cannot determine the severity of any such measures in the future, which depend on the government's recognition of the negative impacts on local communities and infrastructure resulting from future mandates and associated government responses, any restrictions could negatively impact us, our tenants and consumer behavior.

Demand for retail space and the profitability of our properties depends, in part, on the ability and willingness of tenants to enter into and perform obligations under leases, and the willingness of customers to visit our properties. Even without strict governmental restrictions, the willingness of consumers to visit our properties may be reduced and our tenants' businesses adversely affected, based upon many factors, including local transmission rates of disease, the development, availability, distribution, effectiveness and acceptance of existing and new vaccines, the effectiveness and availability of cures or treatments, and overall sensitivity to risks associated with the transmission of diseases. In addition, some of our properties are located at or within a close proximity to tourist destinations, and these properties and our tenants' businesses may be heavily and adversely impacted by reductions in travel and tourism resulting from travel bans or restrictions and general concern regarding the risk of travel.

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Additionally, the impact of epidemics, pandemics or other public health crises, and governmental reactions thereto, on our business, financial condition, results of operations, cash flows, liquidity and ability to satisfy our debt service obligations and make distributions to our shareholders could depend on additional factors, including:

- the financial condition and viability of our tenants, and their ability or willingness to pay rent in full;
- state, local, federal and industry-initiated tenant relief efforts that may adversely affect landlords, including us, and their ability to collect rent and/or enforce remedies for the failure to pay rent;
- the increased popularity and further utilization of e-commerce;
- our ability to renew leases or re-lease available space in our properties on favorable terms or at all, including as a result of a deterioration in the economic and market conditions in the markets in which we own properties or due to restrictions intended to prevent the spread of disease, including any government mandated closures of businesses that frustrate our leasing activities;
- a severe and prolonged disruption and instability in the global financial markets, including the debt and equity capital markets, which may affect our or our tenants' ability to access capital necessary to fund our or their respective business operations or repay, refinance or renew maturing liabilities on a timely basis, on attractive terms, or at all and may adversely affect the valuation of financial assets and liabilities, any of which could affect our and our tenants' ability to meet liquidity and capital expenditure requirements;
- a refusal or failure of one or more lenders under our existing or future credit facilities to fund their respective financing commitment to us may affect our ability to access capital necessary to fund our business operations and to meet our liquidity and capital expenditure requirements;
- a reduction in the cash flows generated by our properties and the values of our properties that could result in impairments or limit our ability to dispose of them at attractive prices or obtain debt financing secured by our properties;
- the complete or partial closure of one or more of our tenants' manufacturing facilities or distribution centers, temporary or long-term disruption in our tenants' supply chains from local and international suppliers and/or delays in the delivery of our tenants' inventory, any of which could reduce or eliminate our tenants' sales, cause the temporary closure of our tenants' businesses, and/or result in their bankruptcy or insolvency;
- a negative impact on consumer discretionary spending caused by high unemployment levels, reduced economic activity or a severe or prolonged recession;
- our and our tenants' ability to manage our respective businesses to the extent our and their management or personnel (including on-site employees) are impacted in significant numbers or are otherwise not willing, available or allowed to conduct work, including any impact on our tenants' ability to deliver timely information to us that is necessary for us to make effective decisions; and
- our and our tenants' ability to ensure business continuity in the event our or our tenants' continuity of operations plan is (i) not effective or improperly implemented or deployed or (ii) compromised due to increased cyber and remote access activity during such epidemic, pandemic or other public health crisis.

To the extent any of these risks and uncertainties adversely impact us in the ways described above or otherwise, they may also have the effect of heightening many of the other risks described herein.

Risks Related to Real Estate Holdings and Operations

Some of our properties are subject to potential natural or other disasters.

A material amount of our share of NOI is derived in states such as Florida, California, Texas and New York which are located in areas which may be subject to a higher risk of natural disasters such as tornados, floods, blizzards, hurricanes, heatwaves, fires, drought, earthquakes or tsunamis. The occurrence of natural disasters at any of our properties, which could occur more frequently, increase in intensity and may become more volatile in light of climate change, can adversely impact operations and development/redevelopment projects at our properties, increase investment costs to repair or replace damaged properties, increase future property insurance costs and negatively impact our tenants and the tenant demand for lease space. If insurance is unavailable to us or is unavailable on acceptable terms, or our insurance is not adequate to cover losses from these events, we could be materially and adversely affected. Additionally, the occurrence of natural disasters at our corporate headquarters or one of our satellite offices could affect our ability to carry on business functions that are critical to our financial and operational viability.

We face risks associated with climate change.

Due to changes in weather patterns caused by climate change, our properties in certain markets including Florida, California, Texas and New York, where we derive a material amount of our share of NOI could experience increases in storm intensity, storm frequency and be impacted by rising sea levels. Over time, climate change could result in population migration or volatile or decreased demand for retail space at certain of our properties or, in extreme cases, our inability to operate the properties at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) insurance on favorable terms, or at all, increasing the cost of energy at our properties or requiring us to spend funds to repair and protect our properties against such risks.

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

We maintain insurance coverage with third-party carriers who provide a portion of the coverage for specific layers of potential losses, including commercial general liability, fire, flood, extended coverage and rental loss insurance on all of our properties in the United States as well as cyber coverage. The initial portion of coverage, excess of policy deductibles, not provided by third-party carriers is either insured through our wholly-owned captive insurance company or other financial arrangements controlled by us. A third party carrier has, in turn, agreed to provide, if required, evidence of coverage for this layer of losses under the terms and conditions of the carrier's policy. A similar policy either written through our captive insurance company or other financial arrangements controlled by us also provides initial coverage for property insurance and certain windstorm risks at the properties located in coastal windstorm locations.

There are some types of losses, including lease and other contract claims, which generally are not insured or are subject to large deductibles. Additionally, insurance costs and availability may be impacted in the future by factors outside of our control, like inflationary pressures or cybersecurity events. If an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue it could generate but may remain obligated for any mortgage debt or other financial obligation related to the property.

We currently maintain insurance coverage against acts of terrorism on all of our properties in the United States on an "all risk" basis in the amount of up to \$1 billion. Despite the existence of this insurance coverage, any threatened or actual terrorist attacks where we operate could materially and adversely affect our property values, revenues, consumer traffic and tenant sales.

As owners of real estate, we can face liabilities for environmental contamination, and our efforts to identify environmental liabilities may not be successful.

Many of our properties contain, or at one time contained, asbestos containing materials or underground storage tanks (primarily related to auto service center establishments or emergency electrical generation equipment), and as a result we may be subject to regulatory action in connection with U.S. federal, state and local laws and regulations relating to hazardous or toxic substances. We may also be held liable to third parties for personal injury or property damage incurred by the parties in connection with any such substances. The costs of investigation, removal or remediation of hazardous or toxic substances, and related liabilities, may be substantial and could materially and adversely affect us. The presence of hazardous or toxic substances, or the failure to remediate the related contamination, may also adversely affect our ability to sell, lease or redevelop a property or to borrow money using a property as collateral.

Although we believe that our portfolio is in substantial compliance with U.S. federal, state and local environmental laws and regulations regarding hazardous or toxic substances, this belief is based on limited testing. Nearly all of our U.S. properties have been subjected to Phase I or similar environmental audits. These environmental audits have not revealed, nor are we aware of, any environmental liability that we believe is reasonably likely to have a material adverse effect on us. However, we cannot assure you that:

- previous environmental studies with respect to the portfolio reveal all potential environmental liabilities;
- any previous owner, occupant or tenant of a property did not create any material environmental condition not known to us;
- the current environmental condition of the portfolio will not be affected by tenants and occupants, by the condition of nearby properties, or by other unrelated third parties; or
- future uses or conditions (including, without limitation, changes in applicable environmental laws and regulations or the interpretation thereof) will not result in environmental liabilities.

We face risks associated with the acquisition, development, redevelopment and expansion of properties.

We regularly acquire and develop new properties and redevelop and expand existing properties, and these activities are subject to various risks. Acquisition or construction costs of a project may be higher than projected, potentially making the project unfeasible or unprofitable, and development, redevelopment or expansions may take considerably longer than expected, delaying the commencement and amount of income from the property. These risks, and the potential impact thereof, may be exacerbated by the volume and complexity of such activity, as well as inflationary pressures, rising interest rates, supply chain disruptions and labor shortages. We may not be successful in pursuing acquisition, development or redevelopment/expansion opportunities. In addition, newly acquired, developed or redeveloped/expanded properties may not perform as well as expected, impacting our anticipated return on investment. We are subject to other risks in connection with any acquisition, development and redevelopment/expansion activities, including the following:

- we may not be able to obtain financing or to refinance loans on favorable terms, or at all;
- we may be unable to obtain zoning, occupancy or other governmental approvals;
- occupancy rates and rents may not meet our projections and the project may not be accretive;
- we may need the consent of third parties such as department stores, anchor tenants, mortgage lenders and joint venture partners, and those consents may be withheld;
- development, redevelopment or expansions may fail to appeal to the demographics of the communities they are intended to serve, including a failure to incorporate the appropriate blend of available space for tenants;
- we may not be able to integrate an acquisition into our existing operations successfully; and
- acquisitions of new properties will expose us to the liabilities of those properties, some of which we may not be aware of at the time of the acquisition.

If a development or redevelopment/expansion project is unsuccessful, either because it is not meeting our expectations when operational or was not completed according to the project planning, we could lose our investment in the project. Further, if we guarantee the property's financing, our loss could exceed our investment in the project.

In the event that these risks were realized at the same time at multiple properties, we could be materially and adversely affected.

Real estate investments are relatively illiquid.

Our properties represent a substantial portion of our total consolidated assets. These investments are relatively illiquid. As a result, our ability to sell one or more of our properties or investments in real estate in response to any changes in economic, industry, or other conditions may be limited. The real estate market is affected by many factors, such as general economic conditions, availability and terms of financing, interest rates and other factors, including supply and demand for space, that are beyond our control. If we want to sell a property, we cannot assure you that we will be able to dispose of it in the desired time period, or at all, or that the sales price of a property will be attractive at the relevant time or exceed the carrying value of our investment. Moreover, if a property is mortgaged, we may not be able to obtain a release of the lien on that property without the payment of the associated debt and/or a substantial prepayment penalty, which could restrict our ability to dispose of the property, even though the sale might otherwise be desirable.

Risks Relating to Income Taxes and REIT Rules

Simon and certain subsidiaries of the Operating Partnership have elected to be taxed as REITs in the United States. The failure to maintain Simon's or the Subsidiary REITs' qualifications as REITs or changes in applicable tax laws or regulations could result in adverse tax consequences.

In the United States, Simon and certain subsidiaries of the Operating Partnership have elected to be taxed as REITs under Sections 856 through 860 of the Internal Revenue Code. We believe that Simon and these subsidiaries, or the Subsidiary REITs, have been organized and have operated in a manner which allows them to qualify for taxation as REITs under the Internal Revenue Code. We intend to continue to operate in this manner. However, qualification and taxation as REITs depend upon the ability of Simon and the Subsidiary REITs to satisfy several requirements (some of which are outside our control), including tests related to our annual operating results, asset diversification, distribution levels and stock ownership. The various REIT qualification tests required by the Internal Revenue Code are highly technical and complex. Accordingly, there can be no assurance that Simon or any of the Subsidiary REITs has operated in accordance with these requirements or will continue to operate in a manner so as to qualify or remain qualified as a REIT.

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If Simon or any of the Subsidiary REITs fail to comply with those provisions, Simon or any such Subsidiary REIT may be subject to monetary penalties or ultimately to possible disqualification as REITs. If such events occur, and if available relief provisions do not apply:

- Simon or any such subsidiary will not be allowed a deduction for distributions to stockholders in computing taxable income;
- Simon or any such subsidiary will be subject to corporate-level income tax on taxable income at the corporate rate;
- Simon may be subject to the one-percent excise tax on stock repurchases imposed by the 2022 Inflation Reduction Act;
- Simon or any such subsidiary could be subject to a federal alternative minimum tax for taxable years prior to 2018 or for taxable years commencing after December 31, 2022; and
- unless entitled to relief under relevant statutory provisions, Simon or any such subsidiary will also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost.

Any such corporate tax liability could be substantial and would reduce the amount of cash available for, among other things, our operations and distributions to stockholders. In addition, if Simon fails to qualify as a REIT, it will not be required to make distributions to its stockholders. Moreover, a failure by any Subsidiary REIT could also cause Simon to fail to qualify as a REIT, and the same adverse consequences would apply to such Subsidiary REIT and its stockholders. Failure by Simon or any of the Subsidiary REITs to qualify as a REIT also could impair our ability to expand our business and raise capital, which could materially and adversely affect us. Additionally, we are subject to certain income-based taxes, both domestically and internationally, and other taxes, including state and local taxes, franchise taxes, and withholding taxes on dividends from certain of our international investments. We currently follow local tax laws and regulations in various domestic and international jurisdictions. Should these laws or regulations change, the amount of taxes we pay may increase accordingly.

If the Operating Partnership fails to qualify as a partnership for federal income tax purposes, Simon will cease to qualify as a REIT and suffer other adverse consequences.

We believe that the Operating Partnership is treated as a partnership for federal income tax purposes. As a partnership, the Operating Partnership is not subject to federal income tax on its income. Instead, each of its partners, including Simon, is allocated, and may be required to pay tax with respect to, such partner's share of its income. We cannot assure you that the Internal Revenue Service, or the IRS, will not challenge the status of the Operating Partnership, or any other subsidiary partnership or limited liability company in which we own an interest, as a disregarded entity or partnership for federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating the Operating Partnership or any such other subsidiary as an entity taxable as a corporation for federal income tax purposes, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, accordingly, Simon would likely cease to qualify as a REIT. Also, the failure of the Operating Partnership or any subsidiary partnership or limited liability company to qualify as a disregarded entity or partnership for applicable income tax purposes could cause it to become subject to federal and state corporate income tax, which would reduce significantly the amount of cash available for debt service and for distribution to its partners or members, including Simon.

Complying with REIT requirements might cause us to forgo otherwise attractive acquisition opportunities or liquidate otherwise attractive investments.

To qualify to be taxed as REITs for U.S. federal income tax purposes, Simon and the Subsidiary REITs must ensure that, at the end of each calendar quarter, at least 75% of the value of their respective assets consist of cash, cash items, government securities and "real estate assets" (as defined in the Internal Revenue Code), including certain mortgage loans and securities. The remainder of their respective investments (other than government securities, qualified real estate assets and securities issued by a taxable REIT subsidiary, or TRS) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer.

Additionally, in general, no more than 5% of the value of Simon's and the Subsidiary REITs' total assets (other than government securities, qualified real estate assets and securities issued by a TRS) can consist of the securities of any one issuer, and no more than 20% of the value of their respective total assets can be represented by securities of one or more TRSs. If Simon or any of the Subsidiary REITs fails to comply with these requirements at the end of any calendar quarter, Simon or any such Subsidiary REIT must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing its REIT qualification and suffering adverse tax consequences. As a

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result, we might be required to liquidate or forgo otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to equity holders. Moreover, if Simon or the Subsidiary REITs are compelled to liquidate their investments to meet any of the asset, income or distribution tests, or to repay obligations to lenders, Simon or such subsidiaries may be unable to comply with one or more of the requirements applicable to REITs or may be subject to a 100% tax on any resulting gain if such sales constitute prohibited transactions.

In addition to the asset tests set forth above, to qualify to be taxed as REITs, Simon and the Subsidiary REITs must continually satisfy tests concerning, among other things, the sources of their respective income, the amounts they distribute to equity holders and the ownership of their respective shares. We might be unable to pursue investments that would be otherwise advantageous to us in order to satisfy the source-of-income or asset-diversification requirements for qualifying as REITs. Thus, compliance with the REIT requirements may hinder our ability to make certain attractive investments.

Our ownership of TRSs is subject to certain restrictions, and we will be required to pay a 100% penalty tax on certain income or deductions if our transactions with our TRSs are not conducted on arm's-length terms.

We own securities in TRSs and may acquire securities in additional TRSs in the future. A TRS is a corporation other than a REIT in which a REIT directly or indirectly holds stock, and that has made a joint election with such REIT to be treated as a taxable REIT subsidiary. If a TRS owns more than 35% of the total voting power or value of the outstanding securities of another corporation, such other corporation will also be treated as a TRS. Other than some activities relating to lodging and health care facilities, a TRS may generally engage in any business, including the provision of customary or non-customary services to tenants of its parent REIT. A TRS is subject to federal income tax as a regular C corporation. In addition, a 100% excise tax will be imposed on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

A REIT's ownership of securities of a TRS is not subject to the 5% or 10% asset tests applicable to REITs. Not more than 25% of the value of Simon's or any Subsidiary REIT's total assets may be represented by securities (including securities of TRSs), other than those securities includable in the 75% asset test, and not more than 20% of the value of our total assets or the assets of any Subsidiary REIT may be represented by securities of TRSs. We anticipate that the aggregate value of the stock and securities of any TRS and other nonqualifying assets that Simon or each such Subsidiary REIT owns will be less than 25% (or, in the case of securities of TRSs, 20%) of the value of Simon's or such subsidiary's total assets, and we will monitor the value of these investments to ensure compliance with applicable ownership limitations. In addition, we intend to structure transactions with any TRSs that we own to ensure that they are entered into on arm's-length terms to avoid incurring the 100% excise tax described above. There can be no assurance, however, that we will be able to comply with the above limitations or to avoid application of the 100% excise tax discussed above.

Dividends payable by REITs generally do not qualify for the reduced tax rates available for some dividends, which may negatively affect the value of our shares.

Income from "qualified dividends" payable to U.S. stockholders that are individuals, trusts and estates are generally subject to tax at preferential rates, currently at a maximum federal rate of 20%. Dividends payable by REITs, however, generally are not eligible for the preferential tax rates applicable to qualified dividend income. U.S. stockholders that are individuals, trusts and estates generally may deduct up to 20% of the ordinary dividends (e.g., dividends not designated as capital gain dividends or qualified dividend income) received from a REIT for taxable years beginning before January 1, 2026. Although this deduction reduces the effective tax rate applicable to certain dividends paid by REITs (generally to 29.6% assuming the shareholder is subject to the 37% maximum rate), such tax rate is still higher than the tax rate applicable to corporate dividends that constitute qualified dividend income. Accordingly, investors who are individuals, trusts and estates may perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could materially and adversely affect the value of the shares of REITs, including the per share trading price of our common stock.

The tax imposed on REITs engaging in "prohibited transactions" may limit our ability to engage in transactions which would be treated as sales for U.S. federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% penalty tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. Although we do not intend to hold any properties that would be characterized as held for sale to customers in the ordinary course of our business, such characterization is a factual determination (unless a sale or disposition qualifies under certain statutory safe harbors), and no guarantee can be given that the IRS would agree with our characterization of our properties or that we will always be able to make use of the available safe harbors.

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

In order for Simon and the Subsidiary REITs to qualify to be taxed as REITs, and assuming that certain other requirements are also satisfied, each such entity generally must distribute at least 90% of its REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains, to their respective equity holders each year. To the extent that Simon or any such Subsidiary REIT satisfies this distribution requirement and qualifies for taxation as a REIT, but distributes less than 100% of its REIT taxable income, Simon or such subsidiary will be subject to U.S. federal corporate income tax on its undistributed net taxable income and could be subject to a 4% nondeductible excise tax if the actual amount that is distributed to equity holders in a calendar year is less than the minimum required distribution amount. We intend to make distributions to the equity holders of Simon and the Subsidiary REITs to comply with the REIT requirements of the Internal Revenue Code.

From time to time, Simon and the Subsidiary REITs might generate taxable income greater than their respective cash flow as a result of differences in timing between the recognition of taxable income and the actual receipt of cash or the effect of nondeductible capital expenditures, the creation of reserves, or required debt or amortization payments. If the applicable REIT does not have other funds available in these situations, it could be required to access capital on unfavorable terms (the receipt of which cannot be assured), sell assets at disadvantageous prices, distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt, or make taxable distributions of capital stock or debt securities to make distributions sufficient to enable it to pay out enough of its REIT taxable income to satisfy the REIT distribution requirement and avoid corporate income tax and the 4% excise tax in a particular year. These alternatives could increase costs or reduce our equity. Further, amounts distributed will not be available to fund the growth of our business. Thus, compliance with the REIT requirements may adversely affect our liquidity and our ability to execute our business plan.

Partnership tax audit rules could have a material adverse effect on us.

Under the rules applicable to U.S. federal income tax audits of partnerships, subject to certain exceptions, any audit adjustment to items of income, gain, loss, deduction, or credit of a partnership (and any partner's distributive share thereof) is determined, and taxes, interest, or penalties attributable thereto could be assessed and collected, at the partnership level. Absent available elections, it is possible that a partnership in which we directly or indirectly invest could be required to pay additional taxes, interest and penalties as a result of an audit adjustment, and we, as a direct or indirect partner of these partnerships, could be required to bear the economic burden of those taxes, interest, and penalties even though Simon and the Subsidiary REITs, as REITs, may not otherwise have been required to pay additional corporate-level taxes had they owned the assets of the partnership directly. The partnership tax audit rules apply to the Operating Partnership and its subsidiaries that are classified as partnerships for U.S. federal income tax purposes. There can be no assurance that these rules will not have a material adverse effect on us.

Legislative, administrative, regulatory or other actions affecting REITs, including positions taken by the IRS, could have a material adverse effect on us and our investors.

The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process, and by the IRS and the U.S. Department of the Treasury, or the Treasury. Changes to the tax laws or interpretations thereof by the IRS and the Treasury, with or without retroactive application, could materially and adversely affect us and our investors. We cannot predict how changes in the tax laws might affect our investors and us. New legislation, Treasury regulations, administrative interpretations or court decisions could significantly and negatively affect the ability of Simon and the Subsidiary REITs to qualify to be taxed as REITs and/or the U.S. federal income tax consequences to us and our investors of such qualification. Moreover, the law relating to the tax treatment of other entities, or an investment in other entities, could change, making an investment in such other entities more attractive relative to an investment in a REIT.

Provisions in Simon's charter and by-laws and in the Operating Partnership's partnership agreement could prevent a change of control.

Simon's charter contains a general restriction on the accumulation of shares in excess of 8% of its capital stock. The charter permits the members of the Simon family and related persons to own up to 18% of Simon's capital stock. Ownership for such purpose is determined based on the number of outstanding shares, voting power or value controlled, whichever is most restrictive. Simon's Board of Directors may, by majority vote, permit exceptions to those levels in circumstances where it determines that Simon's ability to qualify as a REIT will not be jeopardized. These restrictions on ownership may have the effect of delaying, deferring or preventing a transaction or a change in control that might otherwise be in the best interest of Simon's stockholders or the Operating Partnership's unitholders or preferred unitholders. Other

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provisions of Simon's charter and by-laws could have the effect of delaying or preventing a change of control even if some of Simon's stockholders or the Operating Partnership's unitholders or preferred unitholders deem such a change to be in their best interests. These include provisions preventing holders of Simon's common stock from acting by written consent and requiring that up to four directors in the aggregate may be elected by holders of Class B common stock. In addition, certain provisions of the Operating Partnership's partnership agreement could have the effect of delaying or preventing a change of control. These include a provision requiring the consent of a majority in interest of units in order for Simon, as general partner of the Operating Partnership, to, among other matters, engage in a merger transaction or sell all or substantially all of its assets.

Risks Related to Indebtedness and the Financial Markets

We have a substantial debt burden that could affect our future operations.

As of December 31, 2024, our consolidated mortgages and unsecured indebtedness, excluding related premium, discount and debt issuance costs, totaled \$24.5 billion. As a result of this indebtedness, we are required to use a substantial portion of our cash flows for debt service, including selected repayment at scheduled maturities, which limits our ability to use those cash flows to fund the growth of our business. We are also subject to the risks normally associated with debt financing, including the risk that our cash flows from operations will be insufficient to meet required debt service or that we will be able to refinance such indebtedness on acceptable terms, or at all. Our debt service costs generally will not be reduced if developments at the applicable property, such as the entry of new competitors or the loss of major tenants, cause a reduction in the income from the property. Our indebtedness could also have other adverse consequences on us, including reducing our access to capital or increasing our vulnerability to general adverse economic, industry and market conditions. In addition, if a property is mortgaged to secure payment of indebtedness and income from such property is insufficient to pay that indebtedness, the property could be foreclosed upon by the mortgagee resulting in a loss of income and a decline in our total asset value. If any of the foregoing occurs, we could be materially and adversely affected.

The agreements that govern our indebtedness contain various covenants that impose restrictions on us that might affect our ability to operate freely.

We have a variety of unsecured debt, including the Credit Facilities, senior unsecured notes and commercial paper, and secured property level debt. Certain of the agreements that govern our indebtedness contain covenants, including, among other things, limitations on our ability to incur secured and unsecured indebtedness, sell all or substantially all of our assets and engage in mergers and certain acquisitions. In addition, certain of the agreements that govern our indebtedness contain financial covenants that require us to maintain certain financial ratios, including certain coverage ratios. These covenants may restrict our ability to pursue certain business initiatives or certain transactions that might otherwise be advantageous to us. In addition, our ability to comply with these provisions might be affected by events beyond our control. Failure to comply with any of our financing covenants could result in an event of default, which, if not cured or waived, could accelerate the related indebtedness as well as other of our indebtedness, which could have a material adverse effect on us.

Disruption in the capital and credit markets may increase the cost of capital and may adversely affect our ability to access external financings for our growth and ongoing debt service requirements.

We depend on external financings, principally debt financings, to fund the growth of our business, execute on our business model, and to ensure that we can meet ongoing maturities of our outstanding debt. Our access to financing depends on our credit ratings, the willingness of lending institutions and other debt investors to grant credit to us and conditions in the capital markets in general, which can impact both our cost of capital and, to a lesser degree, our ability to access capital. An economic recession may cause extreme volatility and disruption in the capital and credit markets. We rely upon the Credit Facilities as sources of funding for numerous transactions. Our access to these funds is dependent upon the ability of each of the participants to the Credit Facilities to meet their funding commitments to us. When markets are volatile, access to capital and credit markets could be disrupted over an extended period of time and one or more financial institutions may not have the available capital to meet their previous commitments to us. The failure of one or more participants to the Credit Facilities to meet their funding commitments to us could have a material adverse effect on us, including as a result of making it difficult to obtain the financing we may need for future growth and/or meeting our debt service requirements. Additionally, a high interest rate environment, as we are currently experiencing, and which the Company believes will continue in 2025, could prevent us from accessing capital at attractive interest rates, which could adversely impact our ability to refinance existing debt at maturity as well as our ability to fund development and/or opportunistic acquisition activities. We cannot assure you that we will be able to obtain the financing we need for the future growth of our business, execution on our business model or to meet our debt service requirements, or that a sufficient amount of financing will be available to us on favorable terms, or at all.

Adverse changes in our credit ratings could affect our borrowing capacity and borrowing terms.

The Operating Partnership's outstanding senior unsecured notes, the Credit Facilities, the Commercial Paper program, and Simon's preferred stock are periodically rated by nationally recognized credit rating agencies. The credit ratings are based on our operating performance, liquidity and leverage ratios, financial condition and prospects, and other factors viewed by the credit rating agencies as relevant to us and our industry and the economic outlook in general. Our credit ratings can affect the amount of capital we can access, as well as the terms of any financing we obtain. Since we depend primarily on debt financing to fund the growth of our business, an adverse change in our credit ratings, including actual changes and changes in outlook, or even the initiation of a review of our credit ratings that could result in an adverse change, could have a material adverse effect on us.

An increase in interest rates would increase our interest costs on variable rate debt and could adversely impact our ability to refinance existing debt on attractive terms, or at all; our hedging interest rate protection arrangements may not effectively limit our interest rate risk.

As of December 31, 2024, we had approximately \$229.4 million of outstanding consolidated indebtedness that bears interest at variable rates, and we may incur more variable rate indebtedness in the future. When interest rates increase, then so does the interest costs on our unhedged variable rate debt, which could adversely affect our cash flows and our ability to pay principal and interest on our debt and our ability to make distributions to our stockholders. Further, rising interest rates could limit our ability to refinance existing debt when it matures or significantly increase our future interest expense.

We selectively manage our exposure to interest rate risk by a combination of interest rate protection agreements to effectively fix or cap all or a portion of our variable rate debt. In addition, we refinance fixed rate debt at times when we believe rates and other terms are appropriate. Our efforts to manage these exposures may not be successful.

Our use of interest rate hedging arrangements to manage risk associated with interest rate volatility may expose us to additional risks, including a risk that a counterparty to a hedging arrangement may fail to honor its obligations or that we could be required to fund our contractual payment obligations under such arrangements in relatively large amounts or on short notice. Developing an effective interest rate risk strategy is complex and no strategy can completely insulate us from risks associated with interest rate fluctuations. There can be no assurance that our hedging activities will have the desired beneficial impact on our results of operations, liquidity and financial condition. Termination of these hedging agreements typically involves costs, such as transaction fees or breakage costs.

Risks Related to Joint Ventures

We have limited control with respect to some properties that are partially owned or managed by third parties, which may adversely affect our ability to sell or refinance them.

As of December 31, 2024, we owned interests in 99 income-producing properties with other parties. Of those, 20 properties are included in our consolidated financial statements. We apply the equity method of accounting to the other 79 properties (the joint venture properties) and our investments in Klépierre (a publicly traded, Paris-based real estate company), The Taubman Realty Group, LLC, or TRG, as well as our investments in certain entities involved in retail operations, such as Catalyst Brands LLC; an e-commerce venture Rue Gilt Groupe, or RGG, and Jamestown (a global real estate investment and management company), collectively, our other platform investments. We serve as general partner or property manager for 48 of these 79 joint venture properties; however, certain major decisions, such as approving the operating budget and selling, refinancing, and redeveloping the properties, require the consent of the other owners. Of the joint venture properties for which we do not serve as general partner or property manager, 24 are in our international joint ventures. These international properties are managed locally by joint ventures in which we share control of the properties with our partner. The other owners have participating rights that we consider substantive for purposes of determining control over the joint venture properties' assets. The remaining joint venture properties, Klépierre, TRG, and our other platform investments are managed by joint ventures in which we share control.

These investments, and other future similar investments, could involve risks that would not be present were a third party not involved, including the possibility that partners or other owners might become bankrupt, suffer a deterioration in their creditworthiness, or fail to fund their share of required capital contributions. If one of our partners or other owners in these investments were to become bankrupt, we may be precluded from taking certain actions regarding our investments without prior court approval, which at a minimum may delay the actions we would or might want to take. Additionally, partners or other owners could have economic or other business interests or goals that are inconsistent with our own business interests or goals, and could be in a position to take actions contrary to our policies or objectives.

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These investments, and other future similar investments, also have the potential risk of creating impasses on decisions, such as a sale, financing or development, because neither we nor our partner or other owner has full control over the partnership or joint venture. Disputes between us and partners or other owners might result in litigation or arbitration that could increase our expenses and prevent Simon's officers and/or directors from focusing their time and efforts on our business. Consequently, actions by, or disputes with, partners or other owners might result in subjecting properties owned by the partnership or joint venture to additional risk. In addition, we risk the possibility of being liable for the actions of our partners or other owners.

The Operating Partnership guarantees debt or otherwise provides support for a number of joint venture properties.

Joint venture debt is the liability of the joint venture and is typically secured by a mortgage on the joint venture property, which is non-recourse to us. Nevertheless, the joint venture's failure to satisfy its debt obligations could result in the loss of our investment therein. As of December 31, 2024, the Operating Partnership guaranteed joint venture-related mortgage indebtedness of \$109.8 million. A default by a joint venture under its debt obligations would expose us to liability under a guaranty. We may elect to fund cash needs of a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such fundings are not typically required contractually or otherwise.

General Risk Factors

Our success depends, in part, on our ability to attract, motivate, retain and develop talented employees, and our failure to do so, including the loss of any one of our key personnel, could adversely impact our business.

The success of our business depends, in part, on the leadership and performance of our executive management team and key employees, including our CEO, who operate without the existence of employment agreements. Many of our senior executives have extensive experience and strong reputations in the real estate industry, which aid us in identifying opportunities and negotiating with tenants. Our ability to attract, motivate and retain talented employees, and develop talent internally, could significantly impact our future performance. Competition for these individuals is intense, and we cannot assure you that we will retain our executive management team and other key employees or that we will be able to attract, motivate, retain and/or develop other highly qualified individuals for these positions in the future. Additionally, the compensation and benefits packages we may need to offer to remain competitive for these individuals could increase the cost of replacement and retention. Losing any one or more of these persons could adversely affect our business, disrupt short-term operational performance, diminish our opportunities and weaken our relationships with lenders, business partners, existing and prospective tenants and others, which could have a material adverse effect on us.

Artificial generative intelligence technologies present risks related to the control of our proprietary business information, keeping such information confidential, and emerging regulatory risk, any or all of which may adversely affect our business and results of operations.

There are risks associated with artificial intelligence ("AI"), any or all of which could adversely affect our business. Issues in the development and use of AI, combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our business operations. We have adopted certain generative AI tools into our systems for specific use cases reviewed by legal and information security. Where a generative AI or machine learning model ingests our proprietary information and makes connections using such data, those technologies may reveal other sensitive, proprietary, or confidential information generated by the model. Additionally, our vendors may incorporate generative AI tools into their services and deliverables without disclosing this use to us, and the providers of these generative AI tools may not meet existing or rapidly evolving regulatory or industry standards with respect to privacy and data protection and may inhibit our or our vendors' ability to maintain an adequate level of service and experience or confidentiality. Sensitive, proprietary, or confidential information of the Company, our tenants and employees, could be used in a generative AI or machine learning application and we may be unable to control, safeguard, or prevent the use or misuse of such information. Moreover, generative AI or machine learning models may create incomplete, inaccurate, or otherwise flawed outputs, some of which may be difficult to detect. Because of these issues, these models could lead us to make flawed decisions that could result in adverse consequences to us, including exposure to reputational and competitive harm, customer loss, and legal liability. Further, bad actors around the world use increasingly sophisticated methods, including the use of AI, to engage in illegal activities involving the theft and misuse of personal information, confidential information, and intellectual property. In addition, uncertainty in the legal regulatory regime relating to AI, including as a result of inconsistent interpretation or application, may require significant resources to modify and maintain business practices to comply with applicable law, the nature of which cannot be determined at this time. Laws or regulations may prevent or limit our ability to use AI in our business, lead to regulatory fines or penalties, or require us to change our business practices. If we cannot use AI, or if our use is restricted, our business may be less efficient, or we may be at a

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competitive disadvantage. Any of these outcomes could damage our reputation, result in the loss of valuable property and information, and adversely impact our business.

We face risks associated with security breaches through cyber-attacks, cyber intrusions or otherwise, as well as other significant disruptions of our computer systems, hardware, technology infrastructure, online sites and related systems.

We rely on computer systems, hardware, software, technology infrastructure and online sites for the operation of our business and our ability to perform day-to-day operations (collectively, "IT Systems") and, in some cases, our IT Systems may be critical to the operations of certain of our tenants. We own and manage some of these IT Systems but also rely on third parties for a range of IT Systems and related products and services. And we collect, maintain and process confidential, sensitive, and proprietary information about investors, tenants, partners, businesses, our employees, and others, including personally identifiable information, as well as confidential, sensitive, and proprietary information belonging to our business such as trade secrets (collectively, "Confidential Information"). We face numerous and evolving cybersecurity risks that threaten the confidentiality, integrity and availability of our IT Systems and Confidential Information. The risk of a cyber incident has generally increased as the number, intensity and sophistication of attempted attacks have increased globally, including by computer hackers, foreign governments, information service interruptions and cyber terrorists, opportunistic hackers and hacktivists, as well as through various attack vectors, such as social engineering/phishing, malware (including ransomware), malfeasance by insiders, human or technological error, and as a result of bugs, misconfigurations or exploited vulnerabilities in software or hardware. Techniques used in cyber incidents evolve frequently, may originate from less regulated and remote areas of the world and be difficult to detect and may not be recognized until launched against a target. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk. For example, unauthorized parties, whether within or outside the Company, may disrupt or gain access to our IT Systems, those of our tenants, or those of other third parties with whom we do business, through human error, misfeasance, fraud, trickery, or other forms of deceit, including break-ins, use of stolen credentials, social engineering, phishing, computer viruses or other malicious codes, and similar means of unauthorized and destructive tampering.

The risk of a security breach or significant disruption has generally increased due to our increased reliance on technology, a rise in the number, intensity, and sophistication of attempted attacks globally, and the permanent nature of remote work as business travel has resumed and people now routinely work remotely outside of normal business hours. A breach or significant and extended disruption in the functioning of our systems, including our primary website, could damage our reputation and cause us to lose customers, tenants and revenues, generate third party claims, cause operational disruption, result in the unintended and/or unauthorized public disclosure or the misappropriation of Confidential Information, and require us to incur significant expenses to address and remediate or otherwise resolve these kinds of issues. We may not be able to recover these expenses in whole or in any part from our service providers or responsible parties, or their or our insurers.

Additionally, cyber-attacks perpetrated against our tenants, including unauthorized access to customers' credit card data and other confidential information, could diminish consumer confidence and spending at our tenants, or negatively impact consumer perception of shopping at our properties, all of which could materially and adversely affect us.

As have many companies, we and our third party vendors have been impacted by security incidents in the past and will likely continue to experience security incidents of varying degrees. While we do not believe these incidents have had a material impact to date, as our reliance on technology increases, so do the risks of a security incident. The occurrence of any of the foregoing risks could have a material adverse effect on us.

In addition, our processing of Confidential Information, including personally identifiable information, subjects us to various federal, state and local laws, regulations and industry standards governing the collection, use, storage, sharing, transmission and other processing of personal information. The regulatory environment surrounding information security and privacy is increasingly demanding, with frequent imposition of new and changing requirements that are subject to differing interpretations. Any failure or perceived failure by us to comply with laws, regulations, policies or regulatory guidance relating to privacy or data security may result in governmental investigations and enforcement actions, litigation, fines and penalties or adverse publicity and could cause our investors to lose trust in us, which could have an adverse effect on our reputation and business.

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

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Our international activities may subject us to risks that are different from or greater than those associated with our domestic operations.

As of December 31, 2024, we held interests in consolidated and joint venture properties that operate in Austria, Canada, France, Italy, Germany, Japan, Malaysia, Mexico, the Netherlands, South Korea, Spain, Thailand, and the United Kingdom. We also have an equity stake in Klépierre, a publicly traded European real estate company which operates in 14 countries in Europe, and in TRG, which has an interest in certain retail properties in Asia. Accordingly, our operating results and the value of our international operations may be impacted by any unhedged movements in the foreign currencies in which those operations transact and in which our net investment in those international operations is held. While we occasionally enter into hedging agreements to manage our exposure to changes in foreign exchange rates, these agreements may not eliminate foreign currency risk entirely.

We may pursue additional investment, ownership, development and redevelopment/expansion opportunities outside the United States. Such international activities carry risks that are different from those we face with our domestic properties and operations. These risks include, but are not limited to:

- adverse effects of changes in exchange rates for foreign currencies;
- changes in foreign political and economic environments, regionally, nationally, and locally;
- impact from international trade disputes and the associated impact on our tenants' supply chain and consumer spending levels;
- challenges of complying with a wide variety of foreign laws, including corporate governance, operations, taxes and litigation;
- the risk that we, our employees and/or agents could violate anti-bribery, anti-corruption and international trade laws in the U.S., such as the U.S. Foreign Corrupt Practices Act, and certain foreign countries, such as the U.K. Bribery Act, which could result in criminal or civil sanctions and/or fines, negatively impact our reputation, or require us to incur significant expenses to investigate;
- differing lending practices;
- differences in cultures and consumer retail behavior;
- changes in applicable laws and regulations in the United States that affect international operations;
- changes in applicable laws and regulations in these foreign jurisdictions;
- difficulties in managing international operations;
- obstacles to the repatriation of earnings and cash; and
- labor discord, political or civil unrest, acts of terrorism, epidemics and pandemics, the fear of spread of contagious diseases, supply chain disruptions or the threat of international boycotts.

Our international activities represented approximately 5.4% of consolidated net income and 9.0% of our net operating income, or NOI, for the year ended December 31, 2024. To the extent that we expand our international activities, the above risks could increase in significance, which in turn could have a material adverse effect on us.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information. We execute a risk-based approach to identify and assess the cybersecurity threats that could affect our business and information systems. Our cybersecurity risk management program includes a cybersecurity incident response plan and dedicated cybersecurity incident response team ("CSIRT"). We do not have actual or contractual access to the systems or information maintained by our tenants, who maintain their own cybersecurity risk management programs to protect their operations from various risks from cybersecurity threats.

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We use the National Institute of Standards and Technology Cybersecurity Framework and CIS Critical Security Controls as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business. This does not imply that we meet any particular technical standards, specifications, or requirements.

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

Our cybersecurity risk management program includes the following key elements:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, services, and our broader enterprise information technology (IT) environment;
- a team comprised of IT security, infrastructure, and compliance personnel principally responsible for directing (1) our cybersecurity risk assessment processes, (2) our security processes, and (3) our response to cybersecurity incidents, supported by legal, human resources, corporate security and other internal resources;
- the use of external cybersecurity service providers , where appropriate, to assess, test or otherwise assist with aspects of our security processes, which enable us to leverage specialized knowledge and insights, with the goal of ensuring our cybersecurity strategies and processes remain at the forefront of industry best practices;
- cybersecurity awareness training of employees with access to our IT systems;
- a cybersecurity incident response plan and Security Operations Center (“SOC”) to respond to cybersecurity incidents; and
- a third-party risk management process for service providers.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us , including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See further discussion in Item 1A. Risk Factors.

Cybersecurity Governance

Our Board of Directors considers cybersecurity risk as critical to the enterprise and delegates the cybersecurity risk oversight function to the Audit Committee . The Audit Committee oversees and is regularly updated on management's design, implementation and enforcement of our cybersecurity risk management program. The Audit Committee is composed of board members with varied expertise including, risk management, technology, and finance, equipping them to oversee cybersecurity risks.

Our Chief Financial Officer periodically provides reports to the Audit Committee , and, together with our Chief Technology Officer and Director of Cybersecurity, leads the Company's overall cybersecurity function. The Audit Committee receives regular reports on our cybersecurity risks, including briefings on our cyber risk management program and cybersecurity incidents . Audit Committee members also receive periodic presentations on cybersecurity, IT and data protection topics.

Our Chief Financial Officer oversees our CSIRT, whose members have years of experience working in cybersecurity and certifications including CISSP (Certified Information Systems Security Professional), CCSP (Certified Cloud Security Professional), CGRC (Certification in Governance of Enterprise IT), GIAC (Global Information Assurance Certification) and GCED (GIAC Certified Enterprise Defender). Our CSIRT supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external cybersecurity service providers ; and alerts and reports produced by security tools deployed in the IT environment.

The CSIRT is responsible for assessing and managing our material risks from cybersecurity threats. They have primary responsibility for leading our overall cybersecurity risk management program and supervise both our internal cybersecurity personnel and our external cybersecurity service providers.

Item 2. Properties

United States Properties

Our U.S. properties primarily consist of malls, Premium Outlets, The Mills, lifestyle centers and other retail properties. These properties contain an aggregate of approximately 170.7 million square feet of gross leasable area, or GLA.

Malls typically contain at least one department store anchor or a combination of anchors and big box retailers with a wide variety of smaller stores connecting the anchors. Additional stores are usually located along the perimeter of the parking area. Our 92 malls generally range in size from approximately 280,000 to 2.7 million square feet of GLA.

Premium Outlets generally contain a wide variety of designer and manufacturer stores. Our 70 Premium Outlets range in size from approximately 150,000 to 920,000 square feet of GLA. The Premium Outlets are generally located within a close proximity to major metropolitan areas and/or tourist destinations.

The 14 properties in The Mills generally range in size from 1.2 million to 2.4 million square feet of GLA and are located in major metropolitan areas. They have a combination of traditional mall, outlet center, big box retailers and entertainment uses.

We also have interests in six lifestyle centers and 12 other retail properties. The lifestyle centers range in size from 170,000 to 950,000 square feet of GLA. The other retail properties range in size from approximately 190,000 to 1.2 million square feet of GLA and are considered non-core to our business model.

As of December 31, 2024, approximately 96.5% of the owned GLA in malls and Premium Outlets was leased and approximately 98.8% of the owned GLA for The Mills was leased.

We wholly own 130 of our properties, effectively control 12 properties in which we have a joint venture interest, and hold the remaining 52 properties through unconsolidated joint venture interests. We are the managing or co-managing general partner or member of 186 properties in the United States. Certain of our joint venture properties are subject to various rights of first refusal, buy-sell provisions, put and call rights, or other sale or marketing rights for partners which are customary in real estate partnership agreements and the industry. We and our partners in these joint ventures may initiate these provisions (subject to any applicable lock up or similar restrictions) which may result in either the sale of our interest or the use of available cash or borrowings, or the use of Operating Partnership units, to acquire the joint venture interest from our partner.

We own an 88% noncontrolling interest in TRG, which has an interest in 22 regional, super-regional, and outlet malls in the U.S. Our effective ownership in these properties, through our investment in TRG, ranges from 44% to 88%.

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The following property table summarizes certain data for our malls, Premium Outlets, The Mills, lifestyle centers and other retail properties located in the United States, including Puerto Rico, as of December 31, 2024.

Property Name Malls	State	City (CBSA)	Ownership Interest (Expiration if Lease) (3)		Legal Ownership	Year Built or Acquired	Occupancy (5)	Total GLA	Selected Larger Retailers and Uses
			Fee	49.1 % (4)					
1. Apple Blossom Mall	VA	Winchester	Fee	56.4 % (4)	Acquired 1999	97.1 %	499,285	Macy's, Reliant Medical (14)	
3. Aventura Mall (1)	FL	Miami Beach (Miami)	Fee	33.3 % (4)	Built 1983	95.8 %	2,129,918	Bloomingdale's, Macy's (8), JCPenney, Nordstrom, Equinox Fitness Clubs, AMC Theatres	
4. Barton Creek Square	TX	Austin	Fee	100.0 %	Built 1981	96.7 %	1,450,115	Nordstrom, Macy's, Dillard's (8), JCPenney, AMC Theatres	
5. Battlefield Mall	MO	Springfield	Fee and Ground Lease (2056)	100.0 %	Built 1970	96.7 %	1,202,729	Macy's, Dillard's (8), JCPenney	
6. Bay Park Square	WI	Green Bay	Fee	100.0 %	Built 1980	95.6 %	690,365	Kohl's, Marcus Cinema 16, Dave & Buster's, Steinthal Furniture, Hy-Vee	
7. Brea Mall	CA	Brea (Los Angeles)	Fee	100.0 %	Acquired 1998	99.3 %	1,335,366	Nordstrom, Macy's (8), JCPenney, Life Time (6), Dick's Sporting Goods (6)	
8. Briarwood Mall	MI	Ann Arbor	Fee	50.0 % (4)	Acquired 2007	84.7 %	869,500	Macy's, JCPenney, Von Maur, Harvest Market (6), Hilton Garden Inn (14), Towne Place Suites by Marriott (14)	
9. Brickell City Centre (1)	FL	Miami	Fee	25.0 % (4)	Built 2016	96.8 %	474,867	Saks Fifth Avenue, Cinemax, EAST Miami Hotel (14)	
10. Broadway Square	TX	Tyler	Fee	100.0 %	Acquired 1994	99.5 %	613,158	Dillard's, JCPenney, Dick's Sporting Goods, HomeGoods	
11. Burlington Mall	MA	Burlington (Boston)	Fee and Ground Lease (2026) (7)	100.0 %	Acquired 1998	95.5 %	1,262,065	Macy's, Nordstrom, Crate & Barrel, Primark, Arhaus Furniture	
12. Cape Cod Mall	MA	Hyannis	Fee and Ground Leases (2029-2073) (7)	56.4 % (4)	Acquired 1999	91.8 %	706,332	Macy's (8), Best Buy, Marshalls, Barnes & Noble, Target, Dick's Sporting Goods, Planet Fitness, That's Entertainment (6)	
13. Casleton Square	IN	Indianapolis	Fee	100.0 %	Built 1972	99.0 %	1,363,966	Macy's, Von Maur, JCPenney, Dick's Sporting Goods, AMC Theatres	
14. Cielo Vista Mall	TX	El Paso	Fee and Ground Lease (2027) (7)	100.0 %	Built 1974	99.3 %	1,245,350	Macy's, Dillard's (8), JCPenney, Cinemark Theatres, Primark (6)	
15. Coconut Point	FL	Estero	Fee	50.0 % (4)	Built 2006	94.8 %	1,123,228	Dillard's, Barnes & Noble, Best Buy, DSW, Office Max, PetSmart, Ross, T.J. Maxx, Super Target, Michael's, Total Wine & More, JoAnn Fabrics, Home Centric, PGA TOUR Superstore, Hyatt Place Coconut Point (14), TownePlace Suites by Marriott (14)	
16. College Mall	IN	Bloomington	Fee and Ground Lease (2048) (7)	100.0 %	Built 1965	89.8 %	579,688	Target, Dick's Sporting Goods, Fresh Thyme, Dave & Buster's	
17. Columbia Center	WA	Kennewick	Fee	100.0 %	Acquired 1987	97.8 %	763,413	Macy's (8), JCPenney, Barnes & Noble, DSW, Home Goods, Dick's Sporting Goods, JoAnn Fabrics	
18. Copley Place	MA	Boston	Fee	94.4 % (10)	Acquired 2002	97.3 %	1,252,704	Neiman Marcus, Saks Fifth Avenue Men's, Boston Marriott Copley Place (14), The Westin Copley Place (14)	
19. Coral Square	FL	Coral Springs (Miami)	Fee	97.2 %	Built 1984	95.0 %	944,809	Macy's (8), JCPenney, Kohl's	
20. Cordova Mall	FL	Pensacola	Fee	100.0 %	Acquired 1998	97.1 %	936,991	Dillard's, Belk, Best Buy, Cost Plus World Market, Ross, Dick's Sporting Goods	
21. Dadeland Mall	FL	Miami	Fee	50.0 % (4)	Acquired 1997	99.0 %	1,510,891	Saks Fifth Avenue, Macy's (8), JCPenney, AC Hotel by Marriott	
22. Del Amo Fashion Center	CA	Torrance (Los Angeles)	Fee	50.0 % (4)	Acquired 2007	96.2 %	2,506,531	Nordstrom, Macy's (8), JCPenney, Marshalls, Barnes & Noble, JoAnn Fabrics, AMC Theatres, Dick's Sporting Goods, Dave & Buster's, Mitsuya Marketplace	
23. Domain, The	TX	Austin	Fee	100.0 %	Built 2006	98.3 %	1,234,018	Neiman Marcus, Macy's, Dillard's, Dick's Sporting Goods, iPic Theaters, Arhaus Furniture, Punch Bowl Social Westin Austin at The Domain, Lone Star Court (14), (15)	
24. Empire Mall	SD	Sioux Falls	Fee and Ground Lease (2033) (7)	100.0 %	Acquired 1998	92.9 %	1,169,027	Macy's, JCPenney, Hy-Vee, Dick's Sporting Goods, Crunch Fitness, Dillard's	
25. Falls, The	FL	Miami	Fee	50.0 % (4)	Acquired 2007	98.0 %	710,162	Macy's, Regal Cinema, The Fresh Market, LifeTime Athletic	
26. Fashion Centre at Pentagon City, The	VA	Arlington (Washington, DC)	Fee	42.5 % (4)	Built 1989	97.0 %	1,036,072	Nordstrom, Macy's, The Ritz-Carlton (14)	
27. Fashion Mall at Keystone, The	IN	Indianapolis	Fee and Ground Lease (2067) (7)	100.0 %	Acquired 1997	97.1 %	709,665	Nordstrom, Crate & Barrel, Keystone Art Cinema, Sheraton (14)	
28. Fashion Valley	CA	San Diego	Fee	50.0 % (4)	Acquired 2001	99.6 %	1,722,068	Neiman Marcus, Bloomingdale's, Nordstrom, Macy's, JCPenney, AMC Theatres, The Container Store	

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Property Name	State	City (CBSA)	Ownership Interest		Year Built		Total GLA	Selected Larger Retailers and Uses
			(Expiration if Lease) (3)	Fee	Legal Ownership	or Acquired		
29. Firewheel Town Center	TX	Garland (Dallas)	Fee	100.0 %	Built 2005	91.3 %	994,880	Dillard's, Macy's, Barnes & Noble, DSW, AMC Theatres, Dick's Sporting Goods, Kids Empire/Hapik, (15)
30. Florida Mall, The	FL	Orlando	Fee	50.0 % (4)	Built 1986	99.3 %	1,726,986	Macy's, Dillard's, JCPenney, H&M, Zara, American Girl, Dick's Sporting Goods, Crayola Experience, Primark, The Florida Hotel and Conference Center (14)
31. Forum Shops at Caesars Palace, The	NV	Las Vegas	Ground Lease (2050)	100.0 %	Built 1992	96.3 %	676,614	Caesars Palace Las Vegas Hotel and Casino (14)
32. Galleria, The	TX	Houston	Fee	50.4 % (4)	Acquired 2002	96.2 %	2,003,718	Saks Fifth Avenue, Neiman Marcus, Nordstrom, Macy's, The Westin Galleria (14), The Westin Oaks (14), Life Time Tennis
33. Greenwood Park Mall	IN	Greenwood (Indianapolis)	Fee	100.0 %	Acquired 1979	96.7 %	1,285,123	Macy's, Von Maur, JCPenney, Dick's Sporting Goods, Barnes & Noble, Regal Cinema, Dave & Buster's
34. Haywood Mall	SC	Greenville	Fee and Ground Lease (2067) (7)	100.0 %	Acquired 1998	96.4 %	1,251,792	Macy's, Dillard's, JCPenney, Belk
35. King of Prussia	PA	King of Prussia (Philadelphia)	Fee	100.0 %	Acquired 2003	97.6 %	2,665,604	Neiman Marcus, Bloomingdale's, Nordstrom, Macy's, Arhaus Furniture, Dick's Sporting Goods, Primark, Eatery (6), Netflix House (6)
36. La Plaza Mall	TX	McAllen	Fee and Ground Lease (2040) (7)	100.0 %	Built 1976	97.4 %	1,323,668	Macy's (8), Dillard's, JCPenney, Primark, Wingate by Wyndham (14)
37. Lakeline Mall	TX	Cedar Park (Austin)	Fee	100.0 %	Built 1995	95.4 %	1,098,836	Dillard's (8), Macy's, JCPenney, AMC Theatres
38. Lehigh Valley Mall	PA	Whitehall	Fee	50.0 % (4)	Acquired 2003	97.5 %	1,191,946	Macy's, JCPenney, Boscov's, Barnes & Noble, Michael's, Dave & Buster's, Golf Galaxy
39. Lenox Square	GA	Atlanta	Fee	100.0 %	Acquired 1998	98.8 %	1,584,380	Neiman Marcus, Bloomingdale's, Macy's, JW Marriott (14), Hyatt Centric (13)
40. Mall at Rockingham Park, The	NH	Salem (Boston)	Fee	28.2 % (4)	Acquired 1999	96.2 %	1,063,618	JCPenney, Macy's, Dick's House of Sport, Cinemark Theatre
41. Mall of Georgia	GA	Buford (Atlanta)	Fee	100.0 %	Built 1999	96.9 %	1,849,040	Dillard's, Macy's, JCPenney, Belk, Dick's Sporting Goods, Barnes & Noble, Haverty's Furniture, Regal Cinema, Von Maur
42. Mall of New Hampshire, The	NH	Manchester	Fee and Ground Lease (2027-2029) (7)	56.4 % (4)	Acquired 1999	97.0 %	803,782	Macy's, JCPenney, Best Buy, Dick's Sporting Goods, Dave & Buster's
43. McCain Mall	AR	N. Little Rock	Fee	100.0 %	Built 1973	92.1 %	789,505	Dillard's, JCPenney, Regal Cinema
44. Meadowood Mall	NV	Reno	Fee	50.0 % (4)	Acquired 2007	97.8 %	929,919	Macy's (8), JCPenney, Dick's Sporting Goods, Crunch Fitness, Round 1
45. Menlo Park Mall	NJ	Edison (New York)	Fee	100.0 %	Acquired 1997	96.5 %	1,263,066	Nordstrom, Macy's, Barnes & Noble, AMC Dine-In Theatre, Round 1 (6)
46. Miami International Mall	FL	Miami	Fee	95.0 %	Built 1982	98.9 %	1,080,692	Macy's (8), JCPenney
47. Midland Park Mall	TX	Midland	Fee	100.0 %	Built 1980	99.9 %	645,351	Dillard's (8), JCPenney, Ross, Dick's Sporting Goods
48. Miller Hill Mall	MN	Duluth	Fee	100.0 %	Built 1973	93.6 %	827,599	JCPenney, Barnes & Noble, DSW, Dick's Sporting Goods, Essentia Health West, Essentia Health East
49. North East Mall	TX	Hurst (Dallas)	Fee	100.0 %	Built 1971	96.8 %	1,547,321	Dillard's, Macy's, JCPenney, Dick's Sporting Goods, Cinemark Theatres, Primark (6)
50. Northshore Mall	MA	Peabody (Boston)	Fee	56.4 % (4)	Acquired 1999	97.0 %	1,591,420	JCPenney, Macy's (8), Barnes & Noble, Shaw's Grocery, The Container Store, Tesla Sales and Service, Life Time Athletic, L.L. Bean, Arhaus Furniture, Dick's House of Sport (6)
51. Ocean County Mall	NJ	Toms River (New York)	Fee	100.0 %	Acquired 1998	98.1 %	889,983	Macy's, Boscov's, JCPenney, LA Fitness, HomeSense, Ulta
52. Orland Square	IL	Orland Park (Chicago)	Fee	100.0 %	Acquired 1997	100.0 %	1,230,541	Macy's, JCPenney, Dave & Buster's, Von Maur
53. Penn Square Mall	OK	Oklahoma City	Ground Lease (2060)	94.5 %	Acquired 2002	98.5 %	1,082,982	Macy's, Dillard's (8), JCPenney, AMC Theatres, The Container Store
54. Pheasant Lane Mall	NH	Nashua	-	— % (11)	Acquired 2002	93.8 %	978,210	JCPenney, Target, Macy's, Dick's Sporting Goods, The Nash Casino (6)
55. Phipps Plaza	GA	Atlanta	Fee	100.0 %	Acquired 1998	94.6 %	968,041	Saks Fifth Avenue, Nordstrom, AMC Theatres, Arhaus Furniture, Legoland Discovery Center, AC Hotel by Marriott, Life Time Athletic, Life Time Work, Nobu Hotel and Restaurant, (15)
56. Plaza Carolina	PR	Carolina (San Juan)	Fee	100.0 %	Acquired 2004	91.1 %	1,156,435	JCPenney, Tiendas Capri, Econo, T.J. Maxx, Caribbean Cinemas, Burlington
57. Prien Lake Mall	LA	Lake Charles	Fee and Ground Lease (2040) (7)	100.0 %	Built 1972	91.9 %	718,224	Dillard's, JCPenney, Cinemark Theatres, Kohl's, Dick's Sporting Goods, T.J. Maxx/HomeGoods
58. Quaker Bridge Mall	NJ	Lawrenceville	Fee	50.0 % (4)	Acquired 2003	95.8 %	1,079,422	Macy's, JCPenney

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Property Name	State	City (CBSA)	Ownership Interest		Year Built		Total GLA	Selected Larger Retailers and Uses
			(Expiration if Lease) (3)	Fee	Legal Ownership	Acquired		
59. Rockaway Townsquare	NJ	Rockaway (New York)	Fee	100.0 %	Acquired 1998	97.5 %	1,242,193	Macy's, JCPenney, Raymour & Flanigan
60. Roosevelt Field	NY	Garden City (New York)	Fee and Ground Lease (2090) (7)	100.0 %	Acquired 1998	99.3 %	2,346,538	Bloomingdale's, Nordstrom, Macy's, JCPenney, Dick's Sporting Goods, AMC Entertainment, Neiman Marcus, Primark, Residence Inn by Marriott
61. Ross Park Mall	PA	Pittsburgh	Fee	100.0 %	Built 1986	97.9 %	1,185,581	JCPenney, Nordstrom, L.L. Bean, Macy's (8), Crate & Barrel, Dick's House of Sport
62. Santa Rosa Plaza	CA	Santa Rosa	Fee	100.0 %	Acquired 1998	96.9 %	697,785	Macy's, Dave & Buster's (6)
63. Shops at Chestnut Hill, The	MA	Chestnut Hill (Boston)	Fee	94.4 %	Acquired 2002	96.7 %	470,374	Bloomingdale's (8)
64. Shops at Clearfork, The	TX	Fort Worth	Fee	45.0 % (4)	Built 2017	97.8 %	556,086	Neiman Marcus, Arhaus Furniture, AMC Theatres, Pinstripes, (15)
65. Shops at Crystals, The	NV	Las Vegas	Fee	50.0 % (4)	Acquired 2016	96.9 %	279,383	Aria Resort and Casino (14)
66. Shops at Mission Viejo, The	CA	Mission Viejo (Los Angeles)	Fee	51.0 % (4)	Built 1979	95.4 %	1,261,122	Nordstrom, Macy's (8), Dick's Sporting Goods, Round 1
67. Shops at Riverside, The	NJ	Hackensack (New York)	Fee	100.0 %	Acquired 2007	96.0 %	726,812	Bloomingdale's, Barnes & Noble, Arhaus Furniture, AMC Theatres, Life Time Studio
68. Smith Haven Mall	NY	Lake Grove (New York)	Fee	100.0 %	Acquired 1995	97.4 %	1,249,052	Macy's (8), Dick's Sporting Goods, Barnes & Noble, L.L. Bean, Primark, Stony Brook Medical
69. South Hills Village	PA	Pittsburgh	Fee	100.0 %	Acquired 1997	97.7 %	1,126,902	Macy's (8), Barnes & Noble, AMC Cinemas, Dick's Sporting Goods, Target, DSW, Ulta, Von Maur, Ashley HomeStore
70. South Shore Plaza	MA	Braintree (Boston)	Fee	100.0 %	Acquired 1998	94.7 %	1,583,985	Macy's, Target, Primark, Dick's House of Sport (6)
71. Southdale Center	MN	Edina (Minneapolis)	Fee	100.0 %	Acquired 2007	89.7 %	1,160,079	Macy's, AMC Theatres, Dave & Buster's, RH Minneapolis, Life Time Athletic, Life Time Work/Sport, Kowalski's Market, PuttShack, Homewood Suites by Hilton, (15)
72. SouthPark	NC	Charlotte	Fee and Ground Lease (2040) (9)	100.0 %	Acquired 2002	98.6 %	1,705,672	Neiman Marcus, Nordstrom, Macy's, Dillard's, Belk, Dick's Sporting Goods, Crate & Barrel, The Container Store, (15)
73. Springfield Mall (1)	PA	Springfield (Philadelphia)	Fee	50.0 % (4)	Acquired 2005	92.3 %	610,120	Macy's, Target
74. St. Charles Towne Center	MD	Waldorf (Washington, DC)	Fee	100.0 %	Built 1990	92.7 %	980,164	Macy's (8), JCPenney, Kohl's, Dick Sporting Goods, AMC Theatres
75. St. Johns Town Center	FL	Jacksonville	Fee	50.0 % (4)	Built 2005	99.4 %	1,443,503	Nordstrom, Dillard's, Arhaus Furniture, Dick's Sporting Goods, Barnes & Noble, RH Jacksonville, Homewood Suites by Hilton (14), AC Hotel by Marriott
76. Stanford Shopping Center	CA	Palo Alto (San Jose)	Ground Lease (2064)	94.4 % (10)	Acquired 2003	99.3 %	1,320,750	Target, Ashley Furniture Home Store, Ross, DSW, JoAnn Fabrics, PetsMart, Marshalls
77. Stoneridge Shopping Center	CA	Pleasanton (San Francisco)	Fee	49.9 % (4)	Acquired 2007	97.3 %	1,295,917	Neiman Marcus, Bloomingdale's, Nordstrom, Macy's, Crate & Barrel, The Container Store, Wilkes Bashford, RH Palo Alto
78. Summit Mall	OH	Akron	Fee	100.0 %	Built 1965	93.7 %	774,829	Macy's (8), JCPenney, Arhaus Furniture
79. Tacoma Mall	WA	Tacoma (Seattle)	Fee	100.0 %	Acquired 1987	90.4 %	1,260,754	Nordstrom, Dillard's, Macy's, JCPenney, Dick's Sporting Goods, Nordstrom Rack, Total Wine and More, Ulta, Kohl's
80. Tippecanoe Mall	IN	Lafayette	Fee	100.0 %	Built 1973	89.3 %	864,871	Macy's, JCPenney, Kohl's, Dick's Sporting Goods, Malibu Jack's
81. Town Center at Boca Raton	FL	Boca Raton (Miami)	Fee	100.0 %	Acquired 1998	99.5 %	1,779,516	Saks Fifth Avenue, Neiman Marcus, Bloomingdale's, Nordstrom, Macy's, Crate & Barrel, The Container Store, Joseph's Classic Market, Arhaus Furniture
82. Towne East Square	KS	Wichita	Fee	100.0 %	Built 1975	99.8 %	1,157,209	Dillard's, Von Maur, JCPenney, Round 1, Scheels
83. Treasure Coast Square	FL	Jensen Beach	Fee	100.0 %	Built 1987	93.3 %	875,178	Macy's, Dillard's, JCPenney, Regal Cinema
84. Tyrone Square	FL	St. Petersburg (Tampa)	Fee	100.0 %	Built 1972	87.5 %	955,887	Macy's, Dillard's, JCPenney, DSW, Cobb 10 Luxury Theatres, Dick's Sporting Goods, Hitchcock's Green Market, PetSmart
85. University Park Mall	IN	Mishawaka	Fee	100.0 %	Built 1979	96.2 %	917,876	Macy's, JCPenney, Barnes & Noble
86. Walt Whitman Shops	NY	Huntington Station (New York)	Fee and Ground Lease (2052) (7)	100.0 %	Acquired 1998	99.1 %	1,083,140	Saks Fifth Avenue, Bloomingdale's, Macy's
87. West Town Mall	TN	Knoxville	Fee and Ground Lease (2042)	50.0 % (4)	Acquired 1991	97.5 %	1,281,340	Belk (8), Dillard's, JCPenney, Regal Cinebarre Theatre, Dick's House of Sport, Tesla Sales and Service
88. Westchester, The	NY	White Plains (New York)	Fee	40.0 % (4)	Acquired 1997	96.3 %	804,731	Neiman Marcus, Nordstrom, Crate and Barrel, Arhaus Furniture
89. White Oaks Mall	IL	Springfield	Fee	88.6 %	Built 1977	72.7 %	926,382	Macy's (12), Dick's Sporting Goods, LA Fitness, Michael's, Malibu Jack's, State of Illinois Department of Central Management Services (6)
90. Wolfchase Galleria	TN	Memphis	Fee	94.5 %	Acquired 2002	94.5 %	1,149,041	Macy's, Dillard's, JCPenney, Malco Theatres, Primark (6),

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<u>Property Name</u>	<u>State</u>	<u>City (CBSA)</u>	<u>Ownership Interest (Expiration if Lease) (3)</u>	<u>Legal Ownership</u>	<u>Year Built or Acquired</u>	<u>Occupancy (5)</u>	<u>Total GLA</u>	<u>Selected Larger Retailers and Uses</u>
91. Woodfield Mall	IL	Schaumburg (Chicago)	Fee	50.0 % (4)	Acquired 2012	98.8 %	2,152,096	Courtyard by Marriott (13) Nordstrom, Macy's, JCPenney, Enterrium, Peppa Pig World of Play, Primark
92. Woodland Hills Mall	OK	Tulsa	Fee	94.5 %	Acquired 2002	98.7 %	1,239,067	Macy's, Dillard's, JCPenney, Scheel's, Holiday Inn Express (14), Courtyard by Marriott (14)
Total Mall GLA								<u>105,278,829</u> (17)

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Property Name Premium Outlets	State	City (CBSA)	Ownership Interest (Expiration if Lease) (3)		Legal Ownership	Year Built Or Acquired		Total GLA	Selected Tenants
			Fee	100.0 %		Acquired 2004	93.8 %		
1. Albertville Premium Outlets	MN	Albertville (Minneapolis)	Fee	100.0 %	Acquired 2004		93.8 %	301,148	Coach, Gap Outlet, Kate Spade New York, Lululemon, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Under Armour
2. Allen Premium Outlets	TX	Allen (Dallas)	Fee	100.0 %	Acquired 2004		100.0 %	548,458	Adidas, Armani Outlet, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Kate Spade New York, Levi's, Michael Kors, Nike, Polo Ralph Lauren, Staybridge Suites (13), The North Face, Tommy Hilfiger, Tory Burch, Under Armour
3. Aurora Farms Premium Outlets	OH	Aurora (Cleveland)	Fee	100.0 %	Acquired 2004		88.0 %	262,110	Calvin Klein, Coach, Gap Outlet, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger, Under Armour
4. Birch Run Premium Outlets	MI	Birch Run (Detroit)	Fee	100.0 %	Acquired 2010		96.5 %	593,452	Adidas, Calvin Klein, Coach, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Pottery Barn/Williams-Sonoma Outlet, Tommy Hilfiger, The North Face, Under Armour
5. Camarillo Premium Outlets	CA	Camarillo (Los Angeles)	Fee	100.0 %	Acquired 2004		99.3 %	691,626	Adidas, Calvin Klein, Coach, Columbia Sportswear, Giorgio Armani, H&M, Kate Spade New York, Lululemon, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, The North Face, Tommy Hilfiger, Tory Burch, Under Armour
6. Carlsbad Premium Outlets	CA	Carlsbad (San Diego)	Fee	100.0 %	Acquired 2004		100.0 %	288,567	Adidas, Calvin Klein, Coach, Gap Factory, Kate Spade New York, Michael Kors, Nike Unite, Polo Ralph Lauren, The North Face, Tommy Hilfiger, Tory Burch, Skechers, Under Armour
7. Carolina Premium Outlets	NC	Smithfield (Raleigh)	Fee	100.0 %	Acquired 2004		96.1 %	438,782	Adidas, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour
8. Charlotte Premium Outlets	NC	Charlotte	Fee	50.0 % (4)	Built 2014		98.9 %	398,384	Adidas, Coach, Columbia Sportswear, Gap Outlet, Guess, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, The North Face, Tommy Hilfiger, Under Armour
9. Chicago Premium Outlets	IL	Aurora (Chicago)	Fee	100.0 %	Built 2004		99.4 %	687,004	Adidas, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Pottery Barn Outlet, Saks Fifth Avenue Off 5th, The North Face, Tommy Hilfiger, Under Armour
10. Cincinnati Premium Outlets	OH	Monroe (Cincinnati)	Fee	100.0 %	Built 2009		99.0 %	398,922	Adidas, Calvin Klein, Coach, Gap Outlet, J.Crew, Kate Spade New York, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger, Under Armour
11. Clarksburg Premium Outlets	MD	Clarksburg (Washington, DC)	Fee	66.0 % (4)	Built 2016		96.2 %	379,470	Armani Outlet, A/X Armani Exchange, Adidas, Calvin Klein, Coach, Columbia Sportswear, Kate Spade New York, Lafayette 148 New York, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Salvatore Ferragamo, Tommy Hilfiger, Tory Burch, Under Armour, Vince
12. Clinton Premium Outlets	CT	Clinton	Fee	100.0 %	Acquired 2004		100.0 %	276,287	Adidas, Calvin Klein, Coach, Gap Outlet, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, The North Face, Tommy Hilfiger, Under Armour
13. Denver Premium Outlets	CO	Thornton (Denver)	Fee	100.0 %	Built 2018		98.3 %	328,101	Adidas, A/X Armani Exchange, Calvin Klein, Coach, Gap Outlet, H&M, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Prada, Saint Laurent, Tommy Hilfiger, Tory Burch, Under Armour, Vineyard Vines, Staybridge Suites (14)
14. Desert Hills Premium Outlets	CA	Cabazon (Palm Springs)	Fee	100.0 %	Acquired 2004		99.6 %	656,161	Alexander McQueen, Armani Outlet, Balenciaga, Bottega Veneta, Brunello Cucinelli, Burberry, Coach, Fendi, Ferragamo, Gucci, Jimmy Choo, Loro Piana, Marc Jacobs, Moncler, Neiman Marcus Last Call, Nike, Polo Ralph Lauren, Prada, Saint Laurent, Saks Fifth Avenue Off 5th, Stuart Weitzman, Tory Burch, Valentino, Zegna
15. Ellenton Premium Outlets	FL	Ellenton (Tampa)	Fee	100.0 %	Acquired 2010		99.0 %	477,331	Adidas, Calvin Klein, Coach, Columbia Sportswear, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Tommy Hilfiger, Under Armour

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Property Name	State	City (CBSA)	Ownership Interest		Year Built		Total GLA	Selected Tenants
			(Expiration if Lease) (3)	Fee	Legal Ownership	Or Acquired		
16. Finger Lakes Premium Outlets	NY	Waterloo	Fee		100.0 %	Acquired 2004	422,475	American Eagle Outfitters, Banana Republic, Brooks Brothers, Calvin Klein, Chico's, Coach, Columbia Sportswear, H&M, J.Crew, Kate Spade New York, Levi's, Loft Outlet, Michael Kors, Nike, Polo Ralph Lauren, Skechers, Tommy Hilfiger, Under Armour
17. Folsom Premium Outlets	CA	Folsom (Sacramento)	Fee		100.0 %	Acquired 2004	298,745	Adidas, Banana Republic, Calvin Klein, Coach, Gap Outlet, Kate Spade New York, Michael Kors, Nike, Tommy Hilfiger, Under Armour
18. Gilroy Premium Outlets	CA	Gilroy (San Jose)	Fee		100.0 %	Acquired 2004	509,187	Adidas, Calvin Klein, Coach, Columbia Sportswear, J.Crew, Kate Spade New York, Lululemon, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger
19. Gloucester Premium Outlets	NJ	Blackwood (Philadelphia)	Fee		66.7 %	Built 2015	378,514	Adidas, Banana Republic, Brooks Brothers, Calvin Klein, Columbia Sportswear, Gap Outlet, Guess, Levi's, J.Crew, Loft Outlet, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Skechers, Tommy Hilfiger, Under Armour, Vera Bradley
20. Grand Prairie Premium Outlets	TX	Grand Prairie (Dallas)	Fee		100.0 %	Built 2012	423,334	Banana Republic, Bloomingdale's The Outlet Store, Coach, Columbia Sportswear, Dickies, Fan Outfitters, JD Sports, Kate Spade New York, J.Crew, Michael Kors, Nike, Psycho Bunny, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Tommy Hilfiger, Under Armour, Vera Bradley
21. Grove City Premium Outlets	PA	Grove City (Pittsburgh)	Fee		100.0 %	Acquired 2010	531,033	Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger, Under Armour
22. Gulfport Premium Outlets	MS	Gulfport	Ground Lease (2059)		100.0 %	Acquired 2010	300,202	Banana Republic, Chico's, Coach, Gap Outlet, H&M, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour
23. Hagerstown Premium Outlets	MD	Hagerstown (Baltimore/Washington, DC)	Fee		100.0 %	Acquired 2010	485,714	Adidas, American Eagle Outfitters, Brooks Brothers, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, Guess, Kate Spade New York, Loft Outlet, The North Face, Under Armour
24. Houston Premium Outlets	TX	Cypress (Houston)	Fee		100.0 %	Built 2008	548,402	Ann Taylor, Armani Outlet, A/X Armani Exchange, Banana Republic, Brooks Brothers, Burberry, Calvin Klein, Coach, Gap Outlet, Holiday Inn Express (14), Kate Spade New York, Lululemon, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Tommy Hilfiger, Tory Burch, Victoria's Secret
25. Indiana Premium Outlets	IN	Edinburgh (Indianapolis)	Fee		100.0 %	Acquired 2004	378,523	Adidas, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, Guess, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour
26. Jackson Premium Outlets	NJ	Jackson (New York)	Fee		100.0 %	Acquired 2004	285,603	Adidas, American Eagle Outfitters, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, J.Crew, Loft Outlet, Kate Spade New York, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour
27. Jersey Shore Premium Outlets	NJ	Tinton Falls (New York)	Fee		100.0 %	Built 2008	434,742	Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Columbia Sportswear, J.Crew, Kate Spade New York, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour, Vineyard Vines
28. Johnson Creek Premium Outlets	WI	Johnson Creek	Fee		100.0 %	Acquired 2004	275,063	Adidas, Banana Republic, Calvin Klein, Gap Outlet, Loft Outlet, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour
29. Kittery Premium Outlets	ME	Kittery	Fee and Ground Lease (2049) (7)		100.0 %	Acquired 2004	259,557	Adidas, Ann Taylor, Banana Republic, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Kate Spade New York, Nike, Polo Ralph Lauren, Tommy Hilfiger, Tumi, Vineyard Vines (6)
30. Las Americas Premium Outlets	CA	San Diego	Fee		100.0 %	Acquired 2007	689,231	Adidas, Banana Republic, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, Guess, Kate Spade New York, Lacoste, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger, Under Armour

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			(Expiration if Lease) (3)	Fee	Legal Ownership	Or Acquired		
31. Las Vegas North Premium Outlets	NV	Las Vegas	Fee		100.0 %	Built 2003	99.8 %	675,732
32. Las Vegas South Premium Outlets	NV	Las Vegas	Fee		100.0 %	Acquired 2004	99.1 %	535,716
33. Lee Premium Outlets	MA	Lee	Fee		100.0 %	Acquired 2010	87.9 %	224,721
34. Leesburg Premium Outlets	VA	Leesburg (Washington, DC)			100.0 %	Acquired 2004	99.4 %	478,415
35. Lighthouse Place Premium Outlets	IN	Michigan City (Chicago, IL)	Fee		100.0 %	Acquired 2004	85.9 %	451,328
36. Merrimack Premium Outlets	NH	Merrimack	Fee		100.0 %	Built 2012	100.0 %	408,843
37. Napa Premium Outlets	CA	Napa	Fee		100.0 %	Acquired 2004	100.0 %	178,908
38. Norfolk Premium Outlets	VA	Norfolk	Fee		65.0 % (4)	Built 2017	95.2 %	332,288
39. North Bend Premium Outlets	WA	North Bend (Seattle)	Fee		100.0 %	Acquired 2004	82.4 %	189,132
40. North Georgia Premium Outlets	GA	Dawsonville (Atlanta)	Fee		100.0 %	Acquired 2004	95.6 %	537,610
41. Orlando International Premium Outlets	FL	Orlando	Fee		100.0 %	Acquired 2010	99.6 %	774,225
42. Orlando Vineland Premium Outlets	FL	Orlando	Fee		100.0 %	Acquired 2004	100.0 %	657,543

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			(Expiration if Lease) (3)	Fee	Legal Ownership	Or Acquired		
43. Petaluma Village Premium Outlets	CA	Petaluma (San Francisco)	Fee	100.0 %	Acquired 2004	96.9 %	201,580	Adidas, Banana Republic, Brooks Brothers, Coach, Gap Outlet, Kate Spade New York, Michael Kors, Nike, Saks Fifth Avenue Off 5th, Tommy Hilfiger
44. Philadelphia Premium Outlets	PA	Limerick (Philadelphia)	Fee	100.0 %	Built 2007	94.4 %	549,066	Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, Guess, H&M, J.Crew, Loft Outlet, Michael Kors, Nike, Polo Ralph Lauren, Rally House, The North Face, Tommy Hilfiger, Tory Burch, Under Armour
45. Phoenix Premium Outlets	AZ	Chandler (Phoenix)	Ground Lease (2077)	100.0 %	Built 2013	99.8 %	356,521	Adidas, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Columbia Sportswear, Gap Factory Store, Guess, Kate Spade New York, Michael Kors, Nike, Saks Fifth Avenue Off 5th, Tommy Bahama, Tommy Hilfiger, Tumi, Under Armour
46. Pismo Beach Premium Outlets	CA	Pismo Beach	Fee	100.0 %	Acquired 2010	100.0 %	147,603	Calvin Klein, Coach, Guess, Kate Spade New York, Levi's, Nike, Polo Ralph Lauren, Skechers, The North Face, Tommy Hilfiger
47. Pleasant Prairie Premium Outlets	WI	Pleasant Prairie (Chicago, IL/Milwaukee)	Fee	100.0 %	Acquired 2010	96.4 %	400,124	Adidas, Ann Taylor, Banana Republic, Calvin Klein, Coach, Gap Outlet, Kate Spade New York, J.Crew, Lacoste, Loft Outlet, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger, Tory Burch, Under Armour
48. Pocono Premium Outlets	PA	Tannersville	Fee and Ground Lease (2029) (7)	100.0 %	Acquired 2004	100.0 %	411,849	Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Johnny Rockets, Kate Spade New York, Loft Outlet, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger, Under Armour, Vera Bradley
49. Puerto Rico Premium Outlets	PR	Barceloneta	Fee	100.0 %	Acquired 2010	97.8 %	353,229	Adidas, Calvin Klein, Coach, Gap Outlet, Invicta, Lacoste, Michael Kors, Nike, Polo Ralph Lauren, Puma, Tommy Hilfiger
50. Queenstown Premium Outlets	MD	Queenstown (Baltimore)	Fee	100.0 %	Acquired 2010	93.9 %	289,497	Adidas, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Kate Spade New York, Loft Outlet, Michael Kors, Nike, Polo Ralph Lauren, St. John, Tommy Bahama, Under Armour
51. Rio Grande Valley Premium Outlets	TX	Mercedes (McAllen)	Fee	100.0 %	Built 2006	97.6 %	599,373	Adidas, Ann Taylor, Armani Outlet, A/X Armani Exchange, Banana Republic, Burlington, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, H&M, Kate Spade New York, Levi's, Michael Kors, Nike, Pandora, Polo Ralph Lauren, Tommy Hilfiger, Under Armour, Victoria's Secret
52. Round Rock Premium Outlets	TX	Round Rock (Austin)	Fee	100.0 %	Built 2006	99.4 %	498,519	Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Duluth Trading Company, Gap Outlet, J.Crew, Kate Spade New York, Loft Outlet, Michael Kors, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour, Embassy Suites (14), (15)
53. San Francisco Premium Outlets	CA	Livermore (San Francisco)	Fee and Ground Lease (2026) (9)	100.0 %	Built 2012	100.0 %	696,917	All Saints, Arc'teryx, A/X Armani Exchange, Bloomingdale's The Outlet Store, Bottega Veneta, Brunello Cucinelli, Burberry, CH Carolina Herrera, Coach, Ermene Gildo Zegna, Etro, Furla, Gucci, H&M, Jimmy Choo, John Varvatos, Kate Spade New York, Lacoste, Longchamp, MaxMara, Michael Kors, Nike, Polo Ralph Lauren, Prada, Roger Vivier, Saks Fifth Avenue Off 5th, Sandro & Maje, Salvatore Ferragamo, Stuart Weitzman, The North Face, Tod's, Tory Burch, Under Armour, Versace, Zadig et Voltaire
54. San Marcos Premium Outlets	TX	San Marcos (Austin/San Antonio)	Fee	100.0 %	Acquired 2010	99.3 %	729,741	Armani Outlet, Banana Republic, Burberry, CH Carolina Herrera, Dolce & Gabbana, Gucci, J. Crew, Jimmy Choo, Kate Spade New York, Lacoste, Lululemon, Neiman Marcus Last Call, Marc Jacobs, Michael Kors, Pandora, Polo Ralph Lauren, Pottery Barn, Saint Laurent Paris, Salvatore Ferragamo, Stuart Weitzman, The North Face, Tommy Bahama, Tory Burch, Versace, Vineyard Vines
55. Seattle Premium Outlets	WA	Tulalip (Seattle)	Ground Lease (2079)	100.0 %	Built 2005	98.5 %	554,531	Adidas, Ann Taylor, Arc'teryx, Armani Outlet, Banana Republic, Burberry, Calvin Klein, Coach, Columbia Sportswear, Kate Spade New York, Lululemon, Michael Kors, Nike, Polo Ralph Lauren, Stuart Weitzman, The North Face, Tommy Bahama, Tommy Hilfiger, Tory Burch, Under Armour

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Property Name	State	City (CBSA)	Ownership Interest		Year Built		Total GLA	Selected Tenants
			(Expiration if Lease) (3)	Legal Ownership	Or Acquired	Occupancy (5)		
56. Silver Sands Premium Outlets	FL	Destin	Fee	50.0 % (4)	Acquired 2012	91.0 %	448,410	Adidas, Banana Republic, Brooks Brothers, Coach, Columbia Sportswear, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Puma, Saks Fifth Avenue Off 5th, The North Face, Tommy Hilfiger, Tory Burch, Under Armour, Vera Bradley
57. St. Augustine Premium Outlets	FL	St. Augustine (Jacksonville)	Fee	100.0 %	Acquired 2004	99.7 %	328,005	Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Kate Spade New York, Lucky Brand, Nike, Polo Ralph Lauren, Puma, St. John, Tommy Hilfiger, Under Armour
58. St. Louis Premium Outlets	MO	St. Louis (Chesterfield)	Fee	60.0 % (4)	Built 2013	98.4 %	351,168	Adidas, Ann Taylor, Brooks Brothers, Coach, Gap Outlet, H&M, J.Crew, Kate Spade New York, Levi's, Michael Kors, Nike, Polo Ralph Lauren, Puma, Tommy Hilfiger, Ugg, Under Armour, Vera Bradley
59. Tampa Premium Outlets	FL	Lutz (Tampa)	Fee	100.0 %	Built 2015	100.0 %	460,391	Adidas, A/X Armani Outlet, Banana Republic, BJ's Restaurant and Brewhouse, Brooks Brothers, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Kate Spade New York, Lucky Brand, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, Puma, Saks 5th Avenue Off 5th, Tommy Hilfiger, Tumi, Under Armour
60. Tanger Outlets - Columbus (1)	OH	Sunbury (Columbus)	Fee	50.0 % (4)	Built 2016	100.0 %	354,778	Banana Republic, Brooks Brothers, Coach, Kate Spade New York, Nike, Polo Ralph Lauren, Under Armour
61. Tanger Outlets - Galveston/Houston (1)	TX	Texas City	Fee	50.0 % (4)	Built 2012	94.9 %	352,706	Banana Republic, Brooks Brothers, Coach, Gap Outlet, Kate Spade New York, Michael Kors, Nike, Tommy Hilfiger
62. Tucson Premium Outlets	AZ	Marana (Tucson)	Fee	100.0 %	Built 2015	94.0 %	367,201	Adidas, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, Guess, Levi's, Michael Kors, Nike, Polo Ralph Lauren, Saks 5th Avenue Off 5th, Skechers, Tommy Hilfiger, Under Armour
63. Tulsa Premium Outlets	OK	Jenks (Tulsa)	Fee	100.0 %	Built 2024	100.0 %	338,472	Abercrombie & Fitch, Adidas, American Eagle Outfitters, Banana Republic, Camp Pickle (6), Cavender's Boot City, Columbia Sportswear, Five Below, Five Below, JD Sports, Loft Outlet, Michael Kors, Nike, Polo Ralph Lauren, Puma, Skechers, Tory Burch, Ulta, Under Armour
64. Twin Cities Premium Outlets	MN	Eagan	Fee	35.0 % (4)	Built 2014	94.3 %	405,888	Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, J.Crew, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Talbots, Under Armour
65. Vacaville Premium Outlets	CA	Vacaville	Fee	100.0 %	Acquired 2004	95.9 %	445,002	Adidas, Banana Republic, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Kate Spade New York, Lacoste, Michael Kors, Nike, Polo Ralph Lauren, Skechers, The North Face, Tommy Hilfiger, Under Armour, West Elm Outlet
66. Waikiki Premium Outlets	HI	Waipahu (Honolulu)	Fee	100.0 %	Acquired 2004	100.0 %	219,387	Adidas, Armani Outlet, Calvin Klein, Coach, Furla, Kate Spade New York, Michael Kors, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Swarovski, Tommy Hilfiger, Tory Burch
67. Williamsburg Premium Outlets	VA	Williamsburg	Fee	100.0 %	Acquired 2010	94.4 %	513,303	Adidas, American Eagle Outfitters, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, J.Crew, Kate Spade New York, Levi's, Loft Outlet, Michael Kors, New Balance, Nike, Pandora, Polo Ralph Lauren, Puma, The North Face, Timberland, Tommy Bahama, Tommy Hilfiger, Under Armour, Vera Bradley, Vineyard Vines
68. Woodburn Premium Outlets	OR	Woodburn (Portland)	Fee	100.0 %	Acquired 2013	100.0 %	389,174	Adidas, Ann Taylor, Banana Republic, Calvin Klein, Coach, Gap Outlet, Levi's, Michael Kors, Nike, The North Face, Polo Ralph Lauren, Tommy Hilfiger, Tory Burch, Under Armour

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Simon Property Group, Inc.

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Property Table

U.S. Properties

Property Name	State	City (CBSA)	Fee	Ownership Interest		Year Built		Total GLA	Selected Tenants
				(Expiration if Lease) (3)	Legal Ownership	Or Acquired	Occupancy (5)		
69. Woodbury Common Premium Outlets	NY	Central Valley (New York)	Fee		100.0 %	Acquired 2004	99.9 %	915,925	Arcteryx, Armani Outlet, Balenciaga, Balmain, Bottega Veneta, Breitling, Brioni, Brunello Cucinelli, Burberry, Canali, Celine, Chloe, Coach, Dior, Dolce & Gabbana, Dunhill, Fendi, Givenchy, Golden Goose, Gucci, Jimmy Choo, Lacoste, Loewe, Longchamp, Loro Piana, Marc Jacobs, Michael Kors, Moncler, Mulberry, Nike, Polo Ralph Lauren, Prada, Saint Laurent, Saks Fifth Avenue Off 5th, Salvatore Ferragamo, Santoni, Shake Shack, Stone Island, Stuart Weitzman, Theory, Tod's, Tom Ford, Tory Burch, Valentino, Versace, Zegna
70. Wrentham Village Premium Outlets	MA	Wrentham (Boston)	Fee		100.0 %	Acquired 2004	98.1 %	672,966	Adidas, All Saints, Armani Outlet, Banana Republic, Bloomingdale's The Outlet Store, Brooks Brothers, Burberry, Calvin Klein, Coach, Ferragamo, Gucci, Karl Lagerfeld, Kate Spade New York, Lacoste, Lululemon, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, Pottery Barn Outlet, Puma, Saks Fifth Avenue Off 5th, Theory, Tommy Hilfiger, Tory Burch, Under Armour, Vineyard Vines
Total U.S. Premium Outlets GLA								30,741,915	

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U.S. Properties

Property Name	State	City (CBSA)	Ownership Interest		Legal Ownership	Year Built		Total GLA	Selected Tenants
			(Expiration if Lease) (3)	or Acquired		Occupancy (5)			
The Mills									
1. Arizona Mills	AZ	Tempe (Phoenix)	Fee	100.0 %	Acquired 2007	99.4 %	1,221,201	Marshalls, Burlington, Ross, Harkins Cinemas & IMAX, Sea Life Center, Legoland, Old's Discounts, Going, Going, Gone by Dick's Sporting Goods, Rainforest Café, Reclectic	
2. Arundel Mills	MD	Hanover (Baltimore)	Fee	59.3 % (4)	Acquired 2007	100.0 %	1,955,405	Bass Pro Shops Outdoor World, Burlington, Dave & Buster's, Medieval Times, Saks Fifth Avenue Off 5th, Off Broadway Shoe Warehouse, T.J. Maxx, Cinemark Egyptian 24 Theatres, Live! Casino Hotel, Ulta, Sun & Ski, Primark	
3. Colorado Mills	CO	Lakewood (Denver)	Fee	37.5 % (4)	Acquired 2007	96.8 %	1,354,643	Off Broadway Shoe Warehouse, Super Target, United Artists Theatre, Burlington, H&M, Dick's Sporting Goods, Arhaus Loft, Slick City Action Park, 2nd & Charles, Springhill Suites (14)	
4. Concord Mills	NC	Concord (Charlotte)	Fee	59.3 % (4)	Acquired 2007	99.8 %	1,368,203	Bass Pro Shops Outdoor World, Burlington, Dave & Buster's, Nike Factory Store, Off Broadway Shoes, AMC Theatres, Best Buy, Sea Life Center, H&M, Dick's Sporting Goods, Cavender's Boot City (6), Primark	
5. Grapevine Mills	TX	Grapevine (Dallas)	Fee	59.3 % (4)	Acquired 2007	99.9 %	1,781,578	Burlington, Marshalls, Saks Fifth Avenue Off 5th, AMC Theatres, Sun & Ski Sports, Neiman Marcus Last Call, Legoland Discovery Center, Sea Life Center, Ross, H&M, Round 1 Entertainment, Fieldhouse USA, Rainforest Café, Meow Wolf, Macy's Backstage, Cavender's Boot City, Primark (6), Springhill Suites (14), Hyatt Place (14), Hawthorn (14)	
6. Great Mall	CA	Milpitas (San Jose)	Fee and Ground Lease (2049) (7)	100.0 %	Acquired 2007	100.0 %	1,365,301	Camille La Vie, Kohl's, Dave & Buster's, Burlington, Marshalls, Saks Fifth Avenue Off 5th, Nike Factory Store, Century Theatres, Dick's Sporting Goods, Legoland Discovery Center, Altitude Trampoline Park (6)	
7. Gurnee Mills	IL	Gurnee (Chicago)	Fee	100.0 %	Acquired 2007	98.6 %	1,867,014	Bass Pro Shops Outdoor World, Burlington, Kohl's, Marshalls Home Goods, Marcus Cinemas, Value City Furniture, Off Broadway Shoe Warehouse, Macy's, Floor & Decor, Dick's Sporting Goods, Rainforest Café, The Room Place, 2nd & Charles, Hobby Lobby, Round 1, Primark (6)	
8. Katy Mills	TX	Katy (Houston)	Fee	62.5 % (4) (2)	Acquired 2007	99.7 %	1,681,552	Bass Pro Shops Outdoor World, Books-A-Million, Burlington, Marshalls, Saks Fifth Avenue Off 5th, Sun & Ski Sports, AMC Theatres, Tilt, Ross, H&M, Primark (6), Rainforest Café, Slick City	
9. Mills at Jersey Gardens, The	NJ	Elizabeth	Fee	100.0 %	Acquired 2015	99.7 %	1,306,597	Burlington, Cohoes, AMC Theatres, Marshalls, Nike Factory Store, Saks 5th Avenue Off 5th, H&M, Tommy Hilfiger, Bloomingdale's Outlet, Pottery Barn Outlet, Primark, Round 1 (6), Residence Inn (14), Courtyard by Marriott (14), Embassy Suites (14), Country Inn & Suites (14)	
10. Ontario Mills	CA	Ontario (Riverside)	Fee	50.0 % (4)	Acquired 2007	100.0 %	1,430,695	Burlington, Nike Factory Store, Marshalls, Saks Fifth Avenue Off 5th, Nordstrom Rack, Dave & Buster's, Camille La Vie, AMC Theatres, Uniqlo, Skechers Superstore, Rainforest Café, Pottery Barn + West Elm Outlet	
11. Opry Mills	TN	Nashville	Fee	100.0 %	Acquired 2007	98.7 %	1,174,673	Regal Cinema & IMAX, Dave & Buster's, Sun & Ski, Bass Pro Shops Outdoor World, H&M, Madame Tussauds, T.J. Maxx, Rainforest Café, Aquarium Restaurant	
12. Outlets at Orange, The	CA	Orange (Los Angeles)	Fee	100.0 %	Acquired 2007	95.5 %	870,998	Dave & Buster's, Saks Fifth Avenue Off 5th, AMC Theatres, Neiman Marcus Last Call, Nordstrom Rack, Bloomingdale's The Outlet Store, Guitar Center, Nike Factory Store	
13. Potomac Mills	VA	Woodbridge (Washington, DC)	Fee	100.0 %	Acquired 2007	99.4 %	1,567,093	Marshalls, T.J. Maxx, JCPenney, Burlington, Nordstrom Rack, Costco Warehouse, AMC Theatres, Bloomingdale's Outlet, Round 1, Primark (6)	
14. Sawgrass Mills	FL	Sunrise (Miami)	Fee	100.0 %	Acquired 2007	95 %	2,367,692	BrandsMart USA, Burlington, Marshalls, Neiman Marcus Last Call, Nordstrom Rack, Saks Fifth Avenue Off 5th, Target, T.J. Maxx, Regal Cinema, Bloomingdale's Outlet, Dick's Sporting Goods, Primark, HomeSense, AC Hotel by Marriott	
Total Mills Properties GLA								21,312,645	

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U.S. Properties

Property Name	State	City (CBSA)	Ownership Interest (Expiration if Lease) (3)	Legal Ownership	Year Built or Acquired	Occupancy (5)	Total GLA	Selected Tenants
Lifestyle Centers								
1. ABQ Uptown	NM	Albuquerque	Fee	100.0 %	Acquired 2011	96.6 %	228,827	Anthropologie, Apple, Pottery Barn
2. Hamilton Town Center	IN	Noblesville (Indianapolis)	Fee	50.0 % (4)	Built 2008	98.2 %	675,615	JCPenney, Dick's Sporting Goods, DSW, Emagine Noblesville, Total Wine & More, BJ's Wholesale, Big Blue Swim School, Ross Dress for Less, Nordstrom Rack
3. Liberty Tree Mall	MA	Danvers (Boston)	Fee	49.1 % (4)	Acquired 1999	87.9 %	861,398	Marshalls, Target, Kohl's, Best Buy, Staples, AMC Theatres, Nordstrom Rack, Off Broadway Shoes, Sky Zone, Total Wine & More, Aldi
4. Northgate Station	WA	Seattle	Fee	100.0 %	Redeveloped 2021	N/A (16)	416,839 (16)	Kraken Community Iceplex, Barnes & Noble, Nordstrom Rack, Residence Inn by Marriott (6)
5. Pier Park	FL	Panama City Beach	Fee	65.6 % (4)	Built 2008	94.2 %	947,462	Dillard's, JCPenney, Target, Grand Theatres, Ron Jon Surf Shop, Margaritaville, Marshalls, Dave & Buster's, Skywheel, Pirates Voyage (6)
6. University Park Village	TX	Fort Worth	Fee	100.0 %	Acquired 2015	99.3 %	170,308	Anthropologie, Apple, Pottery Barn
Total Lifestyle Centers GLA								<u>3,300,449</u>
Other Properties								
1 - 10. Other Properties							7,265,501	
11 - 12. TMLP					Acquired 2007		2,775,403	
Total Other GLA								<u>10,040,904 (17)</u>
Total U.S. Properties GLA								<u>170,674,742</u>

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U.S. Properties

Property Name	State	City (CBSA)	Ownership Interest (Expiration if Lease) (3)	Legal Ownership	Year Built		Total GLA	Selected Tenants
					Acquired	Occupancy (5)		
Domestic Taubman								
1. Beverly Center	CA	Los Angeles	Ground Lease (2054)	88.0 % (4)	Acquired 2020	82.6 %	795,536	Bloomingdale's, Macy's, Lucky Strike
2. Cherry Creek Shopping Center	CO	Denver	Ground Lease (2083)	44.0 % (4)	Acquired 2020	97.5 %	1,244,146	Macy's, Neiman Marcus, Nordstrom
3. City Creek Center	UT	Salt Lake City	Ground Lease (2082)	88.0 % (4)	Acquired 2020	85.1 %	689,786	Macy's, Nordstrom
4. Dolphin Mall	FL	Miami	Fee	88.0 % (4)	Acquired 2020	95.0 %	1,398,227	Bass Pro Shops, Cobb Theatres, Burlington, Dave & Busters, Vivo!
5. Gardens Mall, The	FL	Palm Beach Gardens	Fee	44.0 % (4)	Acquired 2020	94.7 %	1,399,449	Bloomingdale's, Macy's, Nordstrom, Saks Fifth Avenue
6. Gardens on El Paseo, The	CA	Palm Desert	Fee	88.0 % (4)	Acquired 2020	93.9 %	237,595	Saks Fifth Avenue
7. Great Lakes Crossing Outlets	MI	Auburn Hills	Fee	88.0 % (4)	Acquired 2020	96.8 %	1,354,708	AMC Theatre, Bass Pro Shops, Burlington, Round 1, Nordstrom Rack, Dick's Sporting Goods, Primark
8. International Market Place	HI	Waikiki (Honolulu)	Ground Lease (2091)	82.3 % (4)	Acquired 2020	91.9 %	339,414	Target, Anthropologie, Balenciaga, Burberry, StripSteak
9. International Plaza	FL	Tampa	Ground Lease (2080)	44.1 % (4)	Acquired 2020	95.9 %	1,301,180	Dillard's, Neiman Marcus, Nordstrom, Dick's House of Sport
10. Mall at Green Hills, The	TN	Nashville	Fee	88.0 % (4)	Acquired 2020	98.0 %	1,051,007	Dillard's, Macy's, Nordstrom
11. Mall at Millenia, The	FL	Orlando	Fee	44.0 % (4)	Acquired 2020	93.3 %	1,118,038	Bloomingdale's, Macy's, Neiman Marcus
12. Mall at Short Hills, The	NJ	Short Hills	Fee	88.0 % (4)	Acquired 2020	95.9 %	1,412,517	Bloomingdale's, Macy's, Neiman Marcus, Nordstrom, Industrious
13. Mall at University Town Center, The	FL	Sarasota	Fee	44.0 % (4)	Acquired 2020	97.6 %	867,108	Dillard's, Macy's, Saks Fifth Avenue
14. Mall of San Juan, The	PR	San Juan	Fee	83.6 % (4)	Acquired 2020	93.6 %	626,349	H&M, Zara, Pottery Barn, Urban Outfitters, Anthropologie
15. Sunvalley	CA	Concord	Ground Lease (2061)	44.0 % (4)	Acquired 2020	97.9 %	1,430,056	JC Penney, Macy's (8)
16. Twelve Oaks Mall	MI	Novi	Fee	88.0 % (4)	Acquired 2020	93.4 %	1,520,687	JC Penney, Macy's, Nordstrom
17. Waterside Shops	FL	Naples	Fee	44.0 % (4)	Acquired 2020	100 %	304,525	Saks Fifth Avenue
18. Westfarms	CT	West Hartford	Fee	69.5 % (4)	Acquired 2020	99.3 %	1,266,524	JC Penney, Macy's (8), Nordstrom
Total Domestic Taubman Properties GLA							18,356,852	

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U.S. Properties

FOOTNOTES:

- (1) This property is managed by a third party.
- (2) Our direct and indirect interests in some of the properties held as joint venture interests are subject to preferences on distributions in favor of other partners or us.
- (3) The date listed is the expiration date of the last renewal option available to the operating entity under the ground lease. In a majority of the ground leases, we have a right to purchase the lessor's interest under an option, right of first refusal or other provision. Unless otherwise indicated, each ground lease listed in this column covers at least 50% of its respective property.
- (4) Joint venture properties accounted for under the equity method.
- (5) Malls - Executed leases for all company-owned GLA in mall stores, excluding majors and anchors. Premium Outlets and The Mills - Executed leases for all company-owned GLA (or total center GLA).
- (6) Indicates box, anchor, major or project currently under development/construction or has announced plans for development.
- (7) Indicates ground lease covers less than 50% of the acreage of this property.
- (8) Tenant has multiple locations at this center.
- (9) Indicates ground lease covers outparcel only.
- (10) We receive substantially all the economic benefit of the property due to a preference or advance.
- (11) We own a mortgage note that encumbers Pheasant Lane Mall that entitles us to 100% of the economics of this property.
- (12) Indicates anchor has announced its intent to close this location.
- (13) Indicates box, anchor, major or project currently under development/construction by a third party.
- (14) Owned by a third party.
- (15) Includes multi-family tenant on-site.
- (16) This property is undergoing significant renovation.
- (17) GLA includes office space.

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United States Lease Expirations

The following table summarizes lease expiration data for our U.S. malls and Premium Outlets, including Puerto Rico, as of December 31, 2024. The data presented does not consider the impact of renewal options that may be contained in leases and excludes data related to TRG.

U.S. MALLS AND PREMIUM OUTLETS LEASE EXPIRATIONS (1)

Year	Number of Leases Expiring	Number of Square Feet	Avg. Base Minimum Rent PSF at 12/31/2024	Percentage of Gross Annual Rental Revenues (2)
Inline Stores and Freestanding				
Month to Month Leases	1,084	4,127,114	\$ 56.87	4.1 %
2025	2,707	9,469,769	\$ 62.52	10.2 %
2026	2,750	10,782,961	\$ 56.00	9.4 %
2027	2,342	8,913,554	\$ 61.50	9.4 %
2028	1,820	7,958,216	\$ 66.81	9.1 %
2029	1,716	7,360,569	\$ 64.86	8.0 %
2030	791	4,031,510	\$ 71.30	4.7 %
2031	471	2,362,805	\$ 73.77	3.0 %
2032	483	1,771,367	\$ 93.95	2.9 %
2033	600	2,311,677	\$ 98.60	3.9 %
2034	626	2,369,675	\$ 89.79	3.7 %
2035 and Thereafter	627	3,001,232	\$ 55.29	2.5 %
Specialty Leasing Agreements w/ terms in excess of 12 months	2,221	5,941,055	\$ 17.59	1.8 %
Anchors				
Month to Month Leases	2	263,650	\$ 2.52	0.0 %
2025	4	345,136	\$ 6.43	0.0 %
2026	19	1,830,993	\$ 5.22	0.2 %
2027	13	1,765,268	\$ 5.32	0.2 %
2028	16	1,986,210	\$ 5.73	0.2 %
2029	16	1,669,076	\$ 6.40	0.2 %
2030	18	1,835,708	\$ 8.09	0.2 %
2031	6	427,004	\$ 9.71	0.1 %
2032	4	282,245	\$ 25.21	0.1 %
2033	7	1,028,383	\$ 8.48	0.2 %
2034	6	511,555	\$ 18.05	0.1 %
2035 and Thereafter	26	2,378,519	\$ 16.51	0.5 %

(1) Does not consider the impact of renewal options that may be contained in leases. Average Base Minimum Rent psf reflects base minimum rent in the respective year of expiration.

(2) Annual rental revenues represent domestic 2024 consolidated and joint venture combined base rental revenue.

International Properties

Our ownership interests in properties outside the United States are primarily owned through joint venture arrangements. With the exception of our Premium Outlets in Canada, all of our international properties are managed by joint ventures in which we share control.

European Investments

At December 31, 2024, we owned 63,924,148 shares, or approximately 22.4%, of Klépierre, which had a quoted market price of \$28.88 per share. Klépierre is a publicly traded, Paris-based real estate company, which owns, or has an interest in shopping centers located in 14 countries.

As of December 31, 2024, we had a controlling interest in a European investee with interests in 12 Designer Outlet properties. 11 of the outlet properties are located in Europe and one outlet property is located in Canada. Of the 11 properties in Europe, two are in Italy, two are in the Netherlands, two are in the United Kingdom, two are in France and one each is in Austria, Germany, and Spain. As of December 31, 2024, our legal percentage ownership interests in these entities ranged from 23% to 94%.

Other International Investments

We hold a 40% interest in ten operating joint venture properties in Japan, a 50% interest in five operating joint venture properties in South Korea, a 50% interest in two operating joint venture properties in Mexico, a 50% interest in two operating joint venture properties in Malaysia, a 50% interest in one operating joint venture in Thailand, and a 50% interest in three Premium Outlet operating joint venture properties in Canada. The ten Japanese Premium Outlets operate in various cities throughout Japan and comprise over 3.9 million square feet of GLA and were 99.3% leased as of December 31, 2024.

Our investment in TRG includes an interest in four operating joint venture properties located outside of the U.S.; two located in the People's Republic of China and two located in South Korea. Our effective ownership in these centers, through our investment in TRG, ranges from 15.1% to 43.1%.

The following property tables summarize certain data for our international properties as of December 31, 2024 and do not include our equity investment in Klépierre.

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**Simon Property Group, Inc.
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International Properties**

COUNTRY/Property Name	City (Metropolitan area)	Ownership Interest	SPG Effective Ownership	Year Built	Total Gross Leasable Area (1)	Selected Tenants
INTERNATIONAL PREMIUM OUTLETS						
JAPAN						
1. Ami Premium Outlets	Ami (Tokyo)	Fee	40.0 %	2009	315,000	Adidas, Beams, Coach, Gap Outlet, Kate Spade New York, Michael Kors, Polo Ralph Lauren, Puma, TaylorMade, Tommy Hilfiger
2. Fukaya-Hanazono Premium Outlets	Fukaya City (Saitama)	Ground Lease (2042)	40.0 %	2022	296,300	Adidas, Armani, Bally, Coach, Dsquared2, Furla, Marc Jacobs, Michael Kors, New Balance, Nike, Polo Ralph Lauren, Puma, Theory, Tommy Hilfiger, Tory Burch, Vans
3. Gotemba Premium Outlets	Gotemba City (Tokyo)	Fee	40.0 %	2000	659,500	Adidas, Armani, Balenciaga, Bally, Beams, Bottega Veneta, Burberry, Coach, Dolce & Gabbana, Dunhill, Gap Outlet, Gucci, Loro Piana, Michael Kors, Moncler, Nike, Polo Ralph Lauren, Prada/Miu Miu, Puma, Tod's, Tory Burch, United Arrows
4. Kobe-Sanda Premium Outlets	Hyougo-ken (Osaka)	Ground Lease (2026)	40.0 %	2007	441,000	Adidas, Armani, Bally, Beams, Coach, Dolce & Gabbana, Gap Outlet, Gucci, Kate Spade New York, Marc Jacobs, Michael Kors, Nike, Prada/Miu Miu, Tod's, Tommy Hilfiger, United Arrows, Valentino
5. Rinku Premium Outlets	Izumisano (Osaka)	Ground Lease (2031)	40.0 %	2000	512,500	Adidas, Armani, Bally, Beams, Brooks Brothers, Burberry, Coach, Dunhill, Furla, Gap Outlet, Kate Spade New York, Lanvin Collection, Michael Kors, Nike, Olive des Olive, Polo Ralph Lauren, Puma, TaylorMade, Tommy Hilfiger, United Arrows, Zara
6. Sano Premium Outlets	Sano (Tokyo)	Fee	40.0 %	2003	390,800	Adidas, Beams, Coach, Dunhill, Etro, Furla, Gap Outlet, Gucci, Kate Spade New York, Michael Kors, Nike, TaylorMade
7. Sendai-Izumi Premium Outlets	Izumi Park Town (Sendai)	Ground Lease (2027)	40.0 %	2008	164,200	Adidas, Beams, Coach, Gap, Polo Ralph Lauren, Tommy Hilfiger, United Arrows
8. Shisui Premium Outlets	Shisui (Chiba)	Ground Lease (2033)	40.0 %	2013	434,600	Adidas, Beams, Citizen, Coach, Furla, Gap, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Samsonite, Tommy Hilfiger, United Arrows
9. Toki Premium Outlets	Toki (Nagoya)	Ground Lease (2033)	40.0 %	2005	367,700	Adidas, Beams, Coach, Furla, Gap Outlet, Kate Spade New York, Nike, Olive des Olive, Polo Ralph Lauren, Puma, Timberland, Tommy Hilfiger, United Arrows
10. Tosu Premium Outlets	Fukuoka (Kyushu)	Fee	40.0 %	2004	328,400	Adidas, Beams, Coach, Furla, Gap Outlet, Kate Spade New York, Michael Kors, Nike, Olive des Olive, Polo Ralph Lauren, Puma, Tommy Hilfiger, United Arrows
Subtotal Japan						3,910,000

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International Properties**

COUNTRY/Property Name	City (Metropolitan area)	Ownership Interest	SPG Effective Ownership	Year Built	Total Gross Leasable Area (1)	Selected Tenants
MEXICO						
11. Punta Norte Premium Outlets	Mexico City	Fee	50.0 %	2004	333,000	Adidas, Calvin Klein, CH Carolina Herrera, Coach, Dolce & Gabbana, Nautica, Nike, Salvatore Ferragamo, Zegna
12. Premium Outlets Querétaro	Querétaro	Fee	50.0 %	2019	274,800	Adidas, Adrianna Papell, Calvin Klein, Guess, Levi's, Nike, Tommy Hilfiger, True Religion, Under Armour
Subtotal Mexico						607,800
SOUTH KOREA						
13. Yeouju Premium Outlets	Yeouju (Seoul)	Fee	50.0 %	2007	551,600	Adidas, Armani, Burberry, Chloe, Coach, Fendi, Gucci, Michael Kors, Nike, Polo Ralph Lauren, Prada, Salvatore Ferragamo, Tod's, Under Armour, Valentino, Vivienne Westwood
14. Paju Premium Outlets	Paju (Seoul)	Ground Lease (2040)	50.0 %	2011	558,900	Adidas, Armani, Bean Pole, Calvin Klein, Coach, Jill Stuart, Lanvin Collection, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, Puma, Tory Burch, Under Armour, Vivienne Westwood
15. Busan Premium Outlets (2)	Busan	Fee	50.0 %	2013	544,200	Adidas, Armani, Bean Pole, Calvin Klein, Coach, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger
16. Siehung Premium Outlets	Siehung	Fee	50.0 %	2017	444,400	Adidas, Armani, Bean Pole, Calvin Klein, Coach, Michael Kors, Nike, Polo Ralph Lauren, Salvatore Ferragamo, The North Face, Under Armour
17. Jeju Premium Outlets	Jeju Province	Ground Lease (2041)	50.0 %	2021	92,000	Arcteryx, Coach, Golden Goose, Hugo Boss, J. Lindeberg, Moncler
Subtotal South Korea						2,191,100
MALAYSIA						
18. Johor Premium Outlets	Johor (Singapore)	Fee	50.0 %	2011	309,400	Adidas, Calvin Klein, Coach, DKNY, Furla, Gucci, Guess, Michael Kors, Nike, Polo Ralph Lauren, Prada, Puma, Salvatore Ferragamo, Timberland, Tommy Hilfiger, Tory Burch, Zegna
19. Genting Highlands Premium Outlets	Kuala Lumpur	Fee	50.0 %	2017	277,500	Adidas, Coach, Furla, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Puma
Subtotal Malaysia						586,900
THAILAND						
20. Siam Premium Outlets Bangkok	Bangkok	Fee	50.0 %	2020	264,000	Adidas, Balenciage, Burberry, Calvin Klein, Coach, Furla, Kate Spade New York, Nike, Skechers, Under Armour
Subtotal Thailand						264,000
CANADA						
21. Toronto Premium Outlets	Toronto (Ontario)	Fee	50.0 %	2013	504,900	Adidas, Armani, Burberry, Calvin Klein, Coach, Eddie Bauer, Gap, Gucci, Guess, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue, Tommy Hilfiger, Tory Burch, Under Armour
22. Premium Outlets Montreal	Montreal (Quebec)	Fee	50.0 %	2014	367,400	Adidas, Calvin Klein, Coach, Gap, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, The North Face, Tommy Hilfiger, Under Armour
23. Premium Outlet Collection Edmonton International Airport	Edmonton (Alberta)	Ground Lease (2072)	50.0 %	2018	421,900	Adidas, Calvin Klein, Coach, Gap Factory, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour
Subtotal Canada						1,294,200
TOTAL INTERNATIONAL PREMIUM OUTLETS						
						8,854,000

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**Simon Property Group, Inc.
Simon Property Group, L.P.
Property Table
International Properties**

COUNTRY/Property Name	City (Metropolitan area)	Ownership Interest	SPG Effective Ownership	Year Built	Total Gross Leasable Area (1)	Selected Tenants
INTERNATIONAL DESIGNER OUTLETS						
AUSTRIA						
1. Parndorf Designer Outlet	Vienna	Fee	90.0 %	2005	118,000	Adidas, Armani, Bally, Burberry, Calvin Klein, Coach, Dolce & Gabbana, Furla, Geox, Gucci, Guess, Michael Kors, Moncler, Nike, Polo Ralph Lauren, Porsche Design, Prada, Puma, Tommy Hilfiger, Zegna
Subtotal Austria					118,000	
ITALY						
2. La Reggia Designer Outlet	Marcianise (Naples)	Fee	90.0 %	2010	344,000	Adidas, Armani, Calvin Klein, Coach, Guess, Liu Jo, Michael Kors, Nike, Pinko, Polo Ralph Lauren, Puma, Timberland, Tommy Hilfiger
3. Novanta Di Piave Designer Outlet	Venice	Fee	90.0 %	2008	353,000	Adidas, Armani, Bally, Bottega Veneta, Burberry, Calvin Klein, Coach, Dolce & Gabbana, Fendi, Furla, Gucci, Loro Piana, Michael Kors, Nike, Pinko, Polo Ralph Lauren, Prada, Salvatore Ferragamo, Sergio Rossi, Tommy Hilfiger, Valentino, Versace, Zegna
Subtotal Italy					697,000	
NETHERLANDS						
Roermond Designer Outlet Phases 2 & 3	Roermond	Fee	90.0 %	2005	173,000	Armani, Bally, Burberry, Calvin Klein, Coach, Furla, Gucci, Michael Kors, Moncler, Polo Ralph Lauren, Prada, Swarovski, Tod's, Tommy Hilfiger, UGG, Zegna
Roermond Designer Outlet Phase 4	Roermond	Fee	46.1 %	2017	125,000	Adidas, Karl Lagerfeld, Liu Jo, Longchamp, Tag Heuer, Tom Tailor, Woolrich
Subtotal Roermond					298,000	
5. Designer Outlet Roosendaal	Roosendaal	Fee	94.0 %	2017	247,500	Adidas, Calvin Klein, Esprit, Guess, Nike, Puma, S. Oliver, Tommy Hilfiger
Subtotal Netherlands					545,500	
UNITED KINGDOM						
6. Ashford Designer Outlet	Kent	Fee	45.0 %	2000	281,000	Adidas, Calvin Klein, Clarks, Fossil, French Connection, Guess, Kate Spade New York, Nike, Polo Ralph Lauren, Superdry, Tommy Hilfiger
7. West Midlands Designer Outlet	Cannock (West Midlands)	Fee	23.2 %	2021	197,000	Adidas, Calvin Klein, Clarks, Coach, Guess, Kate Spade, Nike, Puma, Superdry, Tommy Hilfiger, Under Armour
Subtotal England					478,000	
CANADA						
8. Vancouver Designer Outlets	Vancouver	Ground Lease (2072)	45.0 %	2015	326,000	Adidas, Armani, Calvin Klein, Coach, Gap, Kate Spade New York, Michael Kors, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour
Subtotal Canada					326,000	
GERMANY						
9. Ochtrup Designer Outlets	Ochtrup	Fee	70.5 %	2016	191,500	Adidas, Calvin Klein, Guess, Lindt, Nike, Puma, Samsonite, Schiesser, Seidensticker, Tom Tailor, Vero Moda
Subtotal Germany					191,500	
FRANCE						
10. Paris-Giverny Designer Outlet	Vernon (Normandy)	Fee	73.8 %	2023	228,000	Adidas, Calvin Klein, Coach, Dolce & Gabbana, Guess, Moncler, Nike, Puma, Superdry, Tommy Hilfiger, Under Armour, Woolrich
11. Provence Designer Outlet	Miramas	Fee	90.0 %	2017	269,000	Armani, Calvin Klein, Guess, Michael Kors, Nike, Polo Ralph Lauren, Puma, Timberland, Tommy Hilfiger
Subtotal France					497,000	
SPAIN						
12. Málaga Designer Outlet	Málaga	Fee	46.1 %	2020	191,000	Adidas, Armani, Calvin Klein, Furla, Guess, Polo Ralph Lauren, Prada, Tommy Hilfiger, Under Armour
Subtotal Spain					191,000	
Total International Designer Outlets					3,044,000	

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Simon Property Group, Inc.
Simon Property Group, L.P.
Property Table
International Properties

COUNTRY/Property Name	City (Metropolitan area)	Ownership Interest	SPG Effective Ownership	Year Built or Acquired	Total Gross Leasable Area (1)	Selected Tenants
International Taubman China						
1. CityOn.Xian	Xi'an	Ground Lease (2051)	22.0 %	Acquired 2020	995,000	Wangfujing
2. CityOn.Zhengzhou	Zhengzhou	Ground Lease (2051)	21.6 %	Acquired 2020	919,000	G-Super, Wangfujing
Subtotal China						1,914,000
South Korea						
3. Starfield Anseong	Anseong	Fee	43.1 %	Acquired 2020	1,068,000	Shinsegae, E-Mart Traders
4. Starfield Hanam	Hanam	Fee	15.1 %	Acquired 2020	1,709,000	Shinsegae, E-Mart Traders
Subtotal South Korea						2,777,000
Total International Taubman						4,691,000

FOOTNOTES:

(1) All gross leasable area listed in square feet.
(2) Property completed an expansion in 2024.

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Land

We have direct or indirect ownership interests in approximately 70 acres of land held in the United States and Canada for future development.

Sustainability

Simon has integrated sustainability initiatives into our business operations: how we plan, develop, and operate our properties.

Reducing our energy consumption is a central commitment to reducing our environmental impact. In 2020, we announced the adoption of 2035 greenhouse gas emissions targets approved by the Science Based Target Initiative ("SBTi"). Our target is to reduce scope 1 and scope 2 emissions by 68% (2019 baseline), and scope 3 emissions by 20.9% (2018 baseline). We believe that our climate related risk disclosures are aligned with the recommendations of the Task Force on Climate Related Financial Disclosures established by the Financial Stability Board.

Reducing water consumption and landfill waste are also components of reducing our carbon and environmental footprint. We have already achieved our initial target of reducing water usage by 20% (2013 baseline), and we set a new target to reduce water for comparable centers by 15% by 2030, base year 2022.

The Governance and Nominating Committee of our Board of Directors ("Board") has been allocated the oversight of our sustainability policies, including environmental, social, and governance matters. Additionally, the Board has delegated to the Audit Committee the oversight and the annual disclosure of our sustainability programs in the form of an annual sustainability report.

In 2024, we were once again awarded a Green Star rating (2014-2024) - the highest designation awarded for leadership in sustainability performance by the Global Real Estate Sustainability Benchmark.

To learn more about our sustainability initiatives and detailed reporting please access our latest Sustainability Report at investors.simon.com. Information in the Sustainability Report and our Company website is not incorporated herein by reference and should not be considered part of this Annual Report on Form 10-K.

Mortgages and Unsecured Debt

The following table sets forth certain information regarding the mortgages encumbering our properties, and the properties held by our domestic and international joint venture arrangements, and also our unsecured corporate debt. Substantially all of the mortgage and property related debt is nonrecourse to us.

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Mortgage and Unsecured Debt
As of December 31, 2024
(Dollars in thousands)

Property Name	Interest Rate	Face Amount	Annual Debt Service (1)	Maturity Date
Consolidated Indebtedness:				
Secured Indebtedness:				
Arizona Mills	3.80 %	\$ 94,000	\$ 5,579	09/01/26
Birch Run Premium Outlets	4.21 %	123,000	5,177 (2)	02/06/26
Calhoun Outlet Marketplace	4.17 %	16,282 (19)	1,141	06/01/26
Domain, The	3.09 %	210,000	6,497 (2)	07/01/31
Ellenton Premium Outlets	4.30 %	178,000	7,651 (2)	12/01/25
Empire Mall	4.31 %	169,566	11,089	12/01/25
Florida Keys Outlet Marketplace	4.17 %	17,000	709 (2)	12/01/25
Gaffney Outlet Marketplace	4.17 %	26,302 (19)	1,843	06/01/26
Gloucester Premium Outlets	6.12 %	75,000	4,593 (2)	03/01/33
Grove City Premium Outlets	4.31 %	140,000	6,032 (2)	12/01/25
Gulfport Premium Outlets	4.35 %	50,000	2,174 (2)	12/01/25
Gurnee Mills	3.99 %	257,710	10,283 (2)	10/01/26
Hagerstown Premium Outlets	4.26 %	68,365	4,590	02/06/26
La Reggia Designer Outlets Phases 1 & 2	4.44 % (25)	166,195 (30)	10,707	03/31/27
Lee Premium Outlets	4.17 %	45,089 (19)	3,160	06/01/26
Miami International Mall	6.92 %	158,000	13,934	02/06/26 (3)
Noventa Di Piave Designer Outlet Phases 1, 2, 3, 4	2.00 %	288,341 (30)	5,758 (2)	07/25/25
Ochtrup Designer Outlet	2.10 %	51,936 (30)	1,091 (2)	06/30/26
Opry Mills	4.09 %	375,000	15,345 (2)	07/01/26
Paris-Giverny Designer Outlet	5.02 % (16)	95,407 (30)	4,790 (2)	07/01/26
Parndorf Designer Outlet	2.00 %	187,840 (30)	3,757 (2)	07/04/29
Penn Square Mall	3.84 %	310,000	11,910 (2)	01/01/26
Pismo Beach Premium Outlets	3.33 %	30,335 (20)	1,953	09/06/26
Pleasant Prairie Premium Outlets	4.00 %	145,000	5,793 (2)	09/01/27
Potomac Mills	3.46 %	416,000	14,383 (2)	11/01/26
Provence Designer Outlet	4.92 %	97,724 (30)	5,809	07/27/27 (3)
Queenstown Premium Outlets	3.33 %	53,290 (20)	3,431	09/06/26
Roermond Designer Outlet	3.90 %	290,842 (30)	11,337 (2)	06/06/29
Roosendaal Designer Outlets	5.40 % (24)	67,516 (30)	3,646 (2)	02/28/29 (3)
Shops at Chestnut Hill, The	6.66 %	93,075	7,865	08/31/33
South Park Mall Hotel	4.76 %	14,753	1,116	02/01/31
Southridge Mall	3.85 %	103,889	4,004 (2)	06/06/23 (8)
Summit Mall	3.31 %	85,000	2,817 (2)	10/01/26
Syosset Park	6.45 % (1)	84,047	5,418 (2)	05/12/26 (3)
University Park Village	3.85 %	50,113	3,115	05/01/28
White Oaks Mall	6.98 %	34,000	2,374 (2)	06/15/27
Williamsburg Premium Outlets	4.23 %	185,000	7,824 (2)	02/06/26
Wolfchase Galleria	4.15 %	155,152	6,433 (2)	11/01/26
Total Consolidated Secured Indebtedness		\$ 5,008,769		

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Mortgage and Unsecured Debt
As of December 31, 2024
(Dollars in thousands)

Property Name	Interest Rate	Face Amount	Annual Debt Service (1)	Maturity Date
Unsecured Indebtedness:				
Simon Property Group, L.P.				
Revolving Credit Facility - USD	5.22 % (15)	\$ 305,000	\$ 15,918 (2)	06/30/28 (3)
Revolving Credit Facility - EUR	3.61 % (4)	18,696 (41)	675 (2)	06/30/28 (3)
Unsecured Notes - 22C	6.75 %	600,000	40,500 (14)	02/01/40
Unsecured Notes - 25C	4.75 %	550,000	26,125 (14)	03/15/42
Unsecured Notes - 28B	4.25 %	400,000	17,000 (14)	10/01/44
Unsecured Notes - 29B	3.50 %	1,100,000	38,500 (14)	09/01/25
Unsecured Notes - 30B	3.30 %	800,000	26,400 (14)	01/15/26
Unsecured Notes - 31B	3.25 %	750,000	24,375 (14)	11/30/26
Unsecured Notes - 31C	4.25 %	550,000	23,375 (14)	11/30/46
Unsecured Notes - 32B	3.38 %	750,000	25,313 (14)	06/15/27
Unsecured Notes - 33B	3.38 %	750,000	25,313 (14)	12/01/27
Unsecured Notes - 34B	2.45 %	1,250,000	30,625 (14)	09/13/29
Unsecured Notes - 34C	3.25 %	1,250,000	40,625 (14)	09/13/49
Unsecured Notes - 35A	2.65 %	750,000	19,875 (14)	07/15/30
Unsecured Notes - 35B	3.80 %	750,000	28,500 (14)	07/15/50
Unsecured Notes - 36A	1.75 %	800,000	14,000 (14)	02/01/28
Unsecured Notes - 36B	2.20 %	700,000	15,400 (14)	02/01/31
Unsecured Notes - 37A	1.38 %	550,000	7,563 (14)	01/15/27
Unsecured Notes - 37B	2.25 %	700,000	15,750 (14)	01/15/32
Unsecured Notes - 38B	2.65 %	700,000	18,550 (14)	02/01/32
Unsecured Notes - 39A	5.50 %	650,000	35,750 (14)	03/08/33
Unsecured Notes - 39B	5.85 %	650,000	38,025 (14)	03/08/53
Unsecured Notes - 40A	6.25 %	500,000	31,250 (14)	01/15/34
Unsecured Notes - 40B	6.65 %	500,000	33,250 (14)	01/15/54
Unsecured Notes - 41A	4.75 %	1,000,000	47,500 (14)	09/26/34
Unsecured Notes - Euro 3	1.25 %	519,360 (10)	6,492 (6)	05/13/25
Unsecured Notes - Euro 4	1.13 %	779,041 (13)	8,764 (6)	03/19/33
Unsecured Bonds - Exchangable Euro 5	3.50 % (47)	779,041 (13)	27,266 (14)	11/14/26
Total Consolidated Unsecured Indebtedness		<u>\$ 19,401,138</u>		
Total Consolidated Indebtedness at Face Amounts		<u>\$ 24,409,907</u>		
Premium on Indebtedness		6,232		
Discount on Indebtedness		(79,447)		
Debt Issuance Costs		(131,262)		
Other Debt Obligations		<u>59,065 (18)</u>		
Total Consolidated Indebtedness		<u>\$ 24,264,495</u>		
Our Share of Consolidated Indebtedness		<u><u>\$ 24,041,981</u></u>		
Joint Venture Indebtedness:				
Secured Indebtedness:				
Arundel Mills	7.70 %	360,000	27,724 (2)	11/01/33
Ashford Designer Outlet	4.80 % (35)	129,747 (21)	6,225 (2)	05/23/27
Aventura Mall	4.12 %	1,750,000	72,122 (2)	07/01/28

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Mortgage and Unsecured Debt
As of December 31, 2024
(Dollars in thousands)

Property Name	Interest Rate	Face Amount	Annual Debt Service (1)	Maturity Date
Avenues, The	3.60 %	\$ 100,000	\$ 3,600 (2)	02/06/26
Briarwood Mall	3.29 %	165,000	5,432 (2)	09/01/26
Busan Premium Outlets	4.57 %	112,063 (17)	5,121 (2)	11/23/25
Cape Cod Mall	6.63 % (1)	52,000	3,449 (2)	07/30/26 (3)
Charlotte Premium Outlets	4.27 %	97,599	5,952	07/01/28
Clarksburg Premium Outlets	3.95 %	154,452	9,166	01/01/28
Coconut Point	3.95 %	167,640	10,822	10/01/26
Colorado Mills - 1	4.28 %	118,192	7,907	11/01/24 (8)
Colorado Mills - 2	2.80 %	30,000	840 (2)	07/01/31
Concord Mills	6.55 %	229,872	17,787	11/01/32
Coral Square Residential	6.38 % (1)	36,015	2,299 (2)	04/04/28 (3)
Dadeland Mall	3.11 %	361,280	19,876	01/05/27
Dadeland Mall Hotel	6.93 % (1)	26,881	2,327	09/01/25 (3)
Del Amo Fashion Center	3.66 %	585,000	21,396 (2)	06/01/27
Domain Westin	4.12 %	57,148	2,355	09/01/25
Dover Mall	5.57 %	76,815	4,279 (2)	08/06/26
Falls, The	3.45 %	150,000	5,175 (2)	09/01/26
Fashion Centre Pentagon	6.05 % (38)	455,000	27,544 (2)	05/09/26 (3)
Fashion Valley	5.73 %	450,000	25,785 (2)	06/01/33
Florida Mall, The	5.30 % (36)	600,000	31,800 (2)	02/09/27 (3)
Fukaya-Hanazono Premium Outlets	0.76 %	68,240 (26)	517 (2)	09/30/32
Galleria, The	3.55 %	1,200,000	42,598 (2)	03/01/25
Gotemba Premium Outlets	0.31 %	82,908 (26)	256 (2)	04/08/27
Grapevine Mills	6.26 %	250,000	15,660 (2)	07/01/34
Hamilton Town Center	6.68 % (1)	77,969	6,318	02/24/27 (3)
Jakarta Premium Outlet	9.25 %	19,865 (42)	1,838 (2)	12/29/33 (3)
Johor Premium Outlet	5.19 % (7)	4,528 (9)	235 (2)	09/30/31
Katy Mills	5.77 %	126,240	9,067	08/01/32
Lakeline Residential	7.33 % (1)	3,420	251 (2)	01/16/29 (3)
Lehigh Valley Mall	4.06 %	172,860	11,538	11/01/27
Liberty Tree Mall	6.18 % (27)	27,990	2,075	05/03/28
Malaga Designer Outlet	5.54 % (22)	65,959 (30)	3,654 (2)	05/05/28 (3)
Mall at Rockingham Park, The	4.04 %	262,000	10,585 (2)	06/01/26
Mall of New Hampshire, The	4.11 %	150,000	6,162 (2)	07/01/25
Meadowood Mall	5.70 %	101,517	8,163	12/01/26
Norfolk Premium Outlets	4.50 %	74,237	4,539	04/01/32
Northshore Mall	8.02 %	182,290	22,413	07/05/25
Paju Premium Outlets	3.69 %	41,354 (17)	15,086	07/12/26
Premium Outlet Collection Edmonton IA	6.40 % (37)	94,961 (5)	6,120 (2)	11/30/25
Premium Outlets Montréal	4.74 %	83,494 (5)	3,956 (2)	09/01/31
Quaker Bridge Mall	4.50 %	180,000	8,100 (2)	05/01/26
Queretaro Premium Outlets - Fixed	12.14 %	18,424 (32)	3,255	12/20/33
Queretaro Premium Outlets - Variable	13.40 %	411 (32)	55 (2)	06/20/28
Rinku Premium Outlets	0.30 %	37,628 (26)	114 (2)	07/31/27

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Mortgage and Unsecured Debt
As of December 31, 2024
(Dollars in thousands)

Property Name	Interest Rate	Face Amount	Annual Debt Service (1)	Maturity Date
Roermond 4 Designer Outlet	4.55 % (23)	\$ 174,505 (30)	\$ 7,940 (2)	08/18/25
Roosevelt Field Hotel	7.28 % (34)	48,800	3,552 (2)	06/29/27 (3)
Round Rock Residential	5.94 %	31,713	1,884 (2)	07/01/29 (3)
Sano Premium Outlets	0.28 %	29,018 (26)	82 (2)	02/28/25
Sawgrass Mills Hotel	7.53 % (33)	27,140	2,403	10/07/27 (3)
Shisui Premium Outlets Phase 2	0.37 %	31,888 (26)	116 (2)	05/31/29
Shisui Premium Outlets Phase 3	1.03 %	16,581 (26)	171 (2)	11/30/28
Shops at Clearfork, The	2.81 % (27)	145,000	4,072 (2)	03/11/30
Shops at Crystals, The	3.74 %	550,000	20,592 (2)	07/01/26
Shops at Mission Viejo, The	6.73 %	180,000	12,105 (2)	01/01/35
Siam Premium Outlets Bangkok	4.69 %	59,455 (11)	2,788 (2)	06/05/31
Siheung Premium Outlets	4.38 %	94,912 (17)	4,157 (2)	03/15/26
Silver Sands Premium Outlets	3.96 %	140,000	5,543 (2)	03/01/32
Solomon Pond Mall	4.01 %	84,347	3,382 (2)	11/01/22 (8)
Southdale Hotel	6.68 % (1)	15,627	1,614	06/01/25
Southdale Residential	4.46 %	34,292	2,550	10/15/35
Springfield Mall	4.45 %	53,741	3,853	10/06/25
Square One Mall	5.47 %	77,148	4,222 (2)	01/06/27
St. Johns Town Center	5.95 %	360,000	21,413 (2)	06/01/34
St. Johns Hotel	7.13 % (1)	20,660	1,509	05/16/27 (3)
St. Louis Premium Outlets	7.56 %	85,996	8,392	10/06/27 (3)
Stoneridge Shopping Center	3.50 %	330,000	11,550 (2)	09/05/26
Sugarloaf Mills	8.02 %	65,261	6,499	05/01/29
Tanger Outlets Columbus	6.25 %	71,000	4,439 (2)	10/01/32 (3)
Tanger Outlets - Galveston/Houston	7.47 % (40)	58,000	4,330 (2)	06/16/28 (3)
Tosu Premium Outlets	0.64 % (12)	39,541 (26)	253 (2)	10/31/26
Twin Cities Premium Outlets	6.70 %	95,000	6,361 (2)	11/01/34
Vancouver Designer Outlet	5.97 % (39)	114,804 (5)	6,853 (2)	12/01/27 (3)
West Midlands Designer Outlets	7.49 % (28)	81,483 (21)	6,103 (2)	06/06/26
Westchester, The	3.25 %	400,000	13,000 (2)	02/01/30
Woodfield Mall	6.71 %	294,000	19,730 (2)	12/01/33
Yeoju Premium Outlets	4.06 %	38,643 (17)	13,095	05/23/26
Total Joint Venture Secured Indebtedness at Face Amount		\$ 13,439,554		
TMLP Indebtedness at Face Amount		258,980 (29)		
Total Joint Venture and TMLP Indebtedness at Face Amount		13,698,534		
Debt Issuance Costs		(32,444)		
Total Joint Venture Indebtedness		\$ 13,666,090		
Our Share of Joint Venture Indebtedness		\$ 6,312,675 (31)		

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Mortgage and Unsecured Debt
As of December 31, 2024
(Dollars in thousands)

Taubman Realty Group Indebtedness:	Interest	TRG Share	Annual Debt	Maturity
	Rate	of Face Amount	Service (1)	Date
Secured Indebtedness:				
Cherry Creek Shopping Center	3.85 %	\$ 275,000	\$ 10,588 (2)	06/01/28
City Creek Center	7.63 %	70,000	5,341 (2)	05/01/29
Dolphin Mall	5.40 % (44)	1,000,000	54,000 (2)	12/09/29 (3)
Gardens Mall, The	4.48 %	95,218	7,580	07/15/25
Great Lakes Crossing Outlets	6.52 %	180,000	11,736 (2)	02/01/33
International Plaza	6.07 % (43)	238,977	14,506 (2)	10/09/26 (3)
Mall at Millenia, The	5.41 %	225,000	12,173 (2)	10/15/29
Mall at Short Hills, The	3.48 %	1,000,000	34,800 (2)	10/01/27
Mall at University Town Center, The	3.40 %	134,440	7,398	11/01/26
Sunvalley	4.44 %	69,288	6,988	09/01/25 (3)
Twelve Oaks Mall	4.85 %	266,753	18,630	03/06/28
Waterside Shops	3.86 %	76,890	4,612	04/15/26
Westfarms	7.80 %	191,035	14,901 (2)	09/06/28
CityOn.Xian	5.00 %	25,186 (46)	7,098	03/14/29
CityOn.Zhengzhou	4.95 %	28,269 (46)	5,982	03/22/32
Starfield Anseong	2.17 %	104,966 (45)	2,278 (2)	02/27/25
Starfield Hanam	2.38 %	73,476 (45)	1,749 (2)	10/26/25
Total TRG Secured Indebtedness at TRG Share of Face Amount		<u>\$ 4,054,498</u>		
Corporate and Other Indebtedness:				
TRG - \$650M Revolving Credit Facility - Variable	5.48 % (48)	65,000	3,562 (2)	03/31/27 (3)
TRG - \$650M Revolving Credit Facility - Fixed	5.29 % (27)	150,000	7,935 (2)	03/31/27 (3)
TRG - \$65M Revolving Credit Facility	5.83 % (49)	17,500	1,020 (2)	04/19/25
Other	6.58 %	12,000	790 (2)	11/01/27 (3)
Total TRG Corporate and Other Indebtedness at TRG Share of Face Amount		<u>\$ 244,500</u>		
Total TRG Indebtedness at TRG Share		<u>\$ 4,298,998</u>		
Our Share of TRG Indebtedness		<u>\$ 3,783,118</u>		

(1) Variable rate loans based on one-month (1M) SOFR plus interest rate spreads ranging from 110 bps to 310 bps. 1M SOFR as of December 31, 2024 was 4.33%.

(2) Requires monthly payment of interest only.

(3) Includes applicable extension available at the Applicable Borrower's option.

(4) Credit Facilities. As of December 31, 2024, the Credit Facilities bear interest at a variable rate loan based on 1M EURIBOR plus interest rate spread of 72.5 bps.

(5) Amount shown in USD equivalent. CAD Equivalent is 421.5 million.

(6) Requires annual payment of interest only.

(7) Variable rate loans based on Cost of Fund plus an interest rate spreads ranging from 125 bps to 150 bps. Cost of Fund as of December 31, 2024 was 3.8131%.

(8) Mortgage is outstanding as of 12/31/2024.

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Mortgage and Unsecured Debt
As of December 31, 2024
(Dollars in thousands)

- (9) Amount shown in USD Equivalent. Ringgit equivalent is 20.2 million.
- (10) Amount shown in USD equivalent. Euro equivalent is 500.0 million.
- (11) Amount shown in USD equivalent. Baht equivalent is 2.0 billion.
- (12) Variable rate loans based on six-month (6M) TIBOR plus interest rate spreads ranging from 15 bps to 35 bps. As of December 31, 2024, 6M TIBOR was 0.6336%.
- (13) Amount shown in USD equivalent. Euro equivalent is 750.0 million.
- (14) Requires semi-annual payments of interest only.
- (15) Credit Facilities. As of December 31, 2024, the Credit Facilities bear interest at a SOFR index subject to a 10 bps adjustment plus 72.5 bps credit spread. The credit facilities provide for different pricing based upon our investment grade rating. Through an interest rate swap agreement, the SOFR index is currently fixed at 4.335%. As of December 31, 2024, \$8.2 billion was available after outstanding borrowings and letters of credit under our Credit Facilities.
- (16) Variable rate loan based on 3M EURIBOR plus an interest rate spread of 380 bps. Through an interest rate cap agreement, 3M Euribor is currently fixed at 1.00% on a portion of the balance. 3M EURIBOR is currently 2.714% at 12/31/2024.
- (17) Amount shown in USD equivalent. Won Equivalent is 423.3 billion.
- (18) City of Sunrise Bond Liability (Sawgrass Mills).
- (19) Loans secured by these three properties are cross-collateralized and cross-defaulted.
- (20) Loans secured by these two properties are cross-collateralized and cross-defaulted.
- (21) Amount shown in USD equivalent. GBP equivalent is 168.5 million.
- (22) Variable rate loan based on 3M EURIBOR plus interest rate spread of 225 bps. Through an interest rate cap agreement 3M EURIBOR is capped at 3.29%.
- (23) Variable rate loan based on 3M EURIBOR plus interest rate spread of 130 bps. Through an interest rate swap agreement 3M EURIBOR is fixed at 3.25%.
- (24) Variable rate loan based on 3 Mo. EURIBOR plus an interest rate spread of 240 bps. Through an interest rate swap agreement, 3 Mo. EURIBOR is fixed at 3.00%.
- (25) Variable rate loan based on 3M EURIBOR plus an interest rate spread of 250 bps. Through an interest rate swap agreement, 3M Euribor is currently fixed at 1.75% on a portion of the balance. 3M EURIBOR is currently 2.714% at 12/31/2024.
- (26) Amount shown in USD Equivalent. Yen equivalent is 48.0 billion.
- (27) Associated with this loan is an interest rate swap agreement that effectively fixes the interest rate on this loan at the all-in rate presented.
- (28) Variable rate loan based on Overnight SONIA plus an interest rate spread of 250 bps. Through an interest rate swap agreement, Overnight SONIA is fixed at 4.99%.
- (29) Consists of one property with an interest rate of 5.65% and is outstanding as of 12/31/2024.
- (30) Amount shown in USD equivalent. Euro equivalent is 1.4 billion.
- (31) Our share of total indebtedness includes a pro rata share of the mortgage debt on joint venture properties, including The Mills Limited Partnership. To the extent total indebtedness is secured by a property, it is non-recourse to us, with the exception of approximately \$109.8 million of payment guarantees provided by the Operating Partnership.
- (32) Amount shown in USD equivalent. Peso equivalent is 390.8 million.
- (33) Variable rate loan based on 30 day Average SOFR, which is subject to a floor of .25%, plus an interest rate spread of 300 bps. Through an interest rate cap agreement, 30 day Average SOFR cannot exceed 5.50%. However, 30 day Average SOFR as of December 31, 2024 was 4.53%.
- (34) Variable rate loan based on 30 day Average SOFR plus an interest rate spread of 275 bps. 30 day Average SOFR, as of December 31, 2024 was 4.53%.

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Mortgage and Unsecured Debt
As of December 31, 2024
(Dollars in thousands)

(35) Variable rate loan based on Overnight SONIA plus an interest rate spread of 215 bps. Through an interest rate swap agreement, Overnight SONIA is fixed at 2.14% for a portion of the balance.

(36) Variable rate loan based on 1M SOFR plus an interest rate spread of 230 bps. Through an interest rate cap agreement, 1M SOFR is currently fixed at 3.00%.

(37) Variable rate loan based on one-month CAD-CORRA plus an interest rate spread of 159 bps. CORRA as of December 31, 2024 was 3.32%.

(38) Variable rate loan based on 1M SOFR plus an interest rate spread of 305 bps. Through an interest rate cap agreement, 1M SOFR is currently fixed at 3.00%.

(39) Variable rate loan based on one-month CAD-CORRA plus an interest rate spread of 215 bps. Through interest rate swap agreements, CDOR is currently fixed at rates ranging from 3.66% to 3.99% for a portion of the balance.

(40) Variable rate loan based on 1M SOFR plus an interest rate spread of 300 bps. Through an interest rate swap agreement, 1M SOFR is currently fixed at 4.44% on a portion of the balance. 1M SOFR is currently 4.33%.

(41) Amount shown in USD equivalent. Euro equivalent is €18.0 million.

(42) Amounts shown in USD Equivalent. IDR Equivalent is 321.8 billion.

(43) Variable rate loan based on 1M SOFR, which is subject to a floor of 0.00% plus an interest rate spread of 196 bps plus 0.11448%. Through interest rate cap agreements, 1M SOFR is currently fixed at 4.0%.

(44) Variable rate loan based on 1M Term SOFR, which is subject to a floor of 0.00% plus an interest rate spread of 163 bps. Through interest rate swap agreements, 1M Term SOFR is currently fixed at 3.77%.

(45) Amounts shown in USD Equivalent. KRW Equivalent is 263.2 billion.

(46) Amounts shown in USD Equivalent. CNY Equivalent is 390.2 million.

(47) Notes exchangeable into ordinary shares of Klépierre S.A. at a common price of €27.16.

(48) Variable rate loan based on 1M SOFR, which is subject to a floor of 0.00% plus an interest rate spread of 115 bps. 1M SOFR, as of December 31, 2024 was 4.33%.

(49) Variable rate loan based on 1M SOFR, which is subject to a floor of 0.00% plus an interest rate spread of 150 bps. 1M SOFR, as of December 31, 2024 was 4.33%.

The changes in consolidated mortgages and unsecured indebtedness for the years ended December 31, 2024, 2023 and 2022 are as follows:

	2024	2023	2022
Balance, Beginning of Year	\$ 26,033,423	\$ 24,960,286	\$ 25,321,022
Additions during period:			
New Loan Originations	1,089,989	3,610,389	3,443,739
Loans assumed in acquisitions and consolidation	318,750	—	85,689
Net (Discount)/Premium	(6,910)	(43,438)	(1,922)
Net Debt Issuance Costs	(23,298)	(60,891)	(10,166)
Deductions during period:			
Loan Retirements	(2,960,208)	(2,559,276)	(3,687,330)
Amortization of Net Discounts/(Premiums)	5,827	432	7
Debt Issuance Cost Amortization	32,477	28,660	26,113
Scheduled Principal Amortization	(16,278)	(16,455)	(22,446)
Foreign Currency Translation	(209,277)	113,716	(194,420)
Balance, Close of Year	\$ 24,264,495	\$ 26,033,423	\$ 24,960,286

Item 3. Legal Proceedings

We are involved from time-to-time in various legal and regulatory proceedings that arise in the ordinary course of our business, including, but not limited to, commercial disputes, environmental matters, and litigation in connection with transactions such as acquisitions and divestitures. We believe that current proceedings will not have a material adverse effect on our financial condition, liquidity or results of operations. We record a liability when a loss is considered probable and the amount can be reasonably estimated.

Item 4. Mine Safety Disclosures

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Simon

Market Information

Simon's common stock trades on the New York Stock Exchange under the symbol "SPG".

Holders

The number of holders of record of common stock outstanding was 1,023 as of January 31, 2025. The Class B common stock is subject to two voting trusts as to which Herbert Simon and David Simon are the trustees. Shares of Class B common stock convert automatically into an equal number of shares of common stock upon the occurrence of certain events and can be converted into shares of common stock at the option of the holders.

Dividends

Simon must pay a minimum amount of dividends to maintain its status as a REIT. Simon's future dividends and future distributions of the Operating Partnership will be determined by Simon's Board of Directors, in its sole discretion, based on actual and projected financial condition, liquidity and results of operations, cash available for dividends and limited partner distributions, cash reserves as deemed necessary for capital and operating expenditures, financing covenants, if any, and the amount required to maintain Simon's status as a REIT.

Common stock cash dividends paid during 2024 aggregated \$8.10 per share. Common stock cash dividends during 2023 aggregated \$7.45 per share. On February 4, 2025, Simon's Board of Directors declared a quarterly cash dividend for the first quarter of 2025 of \$2.10 per share, payable on March 31, 2025 to shareholders of record on March 10, 2025.

We offer a dividend reinvestment plan that allows Simon's stockholders to acquire additional shares by automatically reinvesting cash dividends. Shares are acquired pursuant to the plan at a price equal to the prevailing market price of such shares, without payment of any brokerage commission or service charge.

Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities made by Simon during the quarter ended December 31, 2024.

Issuances Under Equity Compensation Plans

For information regarding the securities authorized for issuance under our equity compensation plans, see Item 12 of this Annual Report on Form 10-K.

Issuer Purchases of Equity Securities

There were no purchases of equity securities made by Simon or any affiliated purchaser during the quarter ended December 31, 2024.

On February 8, 2024, Simon's Board of Directors authorized a new common stock repurchase program which replaced the prior repurchase program immediately, where the Company may purchase up to \$2.0 billion of its common stock over the next 24 months. As of December 31, 2024, no shares had been purchased under the plan. As Simon repurchases shares under these programs, the Operating Partnership repurchases an equal number of units from Simon.

The Operating Partnership

Market Information

There is no established trading market for units or preferred units.

Holders

The number of holders of record of units was 234 as of January 31, 2025.

Distributions

The Operating Partnership makes distributions on its units in amounts sufficient to permit Simon to pay dividends required to maintain Simon's qualification as a REIT. Simon is required each year to distribute to its stockholders at least 90% of its REIT taxable income after certain adjustments. Future distributions will be determined by Simon's Board of

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Directors, in its sole discretion, based on actual and projected financial condition, liquidity and results of operations, cash available for distributions, cash reserves as deemed necessary for capital and operating expenditures, financing covenants, if any, and the distributions that may be required to maintain Simon's status as a REIT.

Distributions during 2024 aggregated \$8.10 per unit. Distributions during 2023 aggregated \$7.45 per unit. On February 4, 2025, Simon's Board of Directors declared a quarterly cash dividend for the first quarter of 2025 of \$2.10 per share, payable on March 31, 2025 to shareholders of record on March 10, 2025. The distribution rate on the Operating Partnership's units is equal to the dividend rate on Simon's common stock.

Unregistered Sales of Equity Securities

During the quarter ended December 31, 2024, we issued 1,572,500 units in the Operating Partnership to acquire an additional 4% ownership in TRG. The issuance of the units was exempt from registration pursuant to Section 4(a)2 of the Securities Act of 1933, as amended.

Issuer Purchases of Equity Securities

During the quarter ended December 31, 2024, the Operating Partnership redeemed 8,000 units from three limited partners for \$1.4 million in cash.

Item 6. Reserved

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto that are included in this Annual Report on Form 10-K.

Overview

Simon Property Group, Inc. is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. REITs will generally not be liable for U.S. federal corporate income taxes as long as they distribute not less than 100% of their REIT taxable income. Simon Property Group, L.P. is our majority-owned Delaware partnership subsidiary that owns directly or indirectly all of our real estate properties and other assets. In this discussion, unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership. According to the amended and restated Operating Partnership's partnership agreement, the Operating Partnership is required to pay all expenses of Simon.

We own, develop and manage premier shopping, dining, entertainment and mixed-use destinations, which consist primarily of malls, Premium Outlets®, and The Mills®. As of December 31, 2024, we owned or held an interest in 194 income-producing properties in the United States, which consisted of 92 malls, 70 Premium Outlets, 14 Mills, six lifestyle centers, and 12 other retail properties in 37 states and Puerto Rico. We also own an 88% noncontrolling interest in The Taubman Realty Group, LLC, or TRG, which has an interest in 22 regional, super-regional, and outlet malls in the U.S. and Asia. In addition, we have redevelopment and expansion projects, including the addition of anchors, big box tenants, and restaurants, underway at several properties in the North America, Europe and Asia. Internationally, as of December 31, 2024, we had ownership in 35 Premium Outlets and Designer Outlet properties primarily located in Asia, Europe, and Canada. As of December 31, 2024, we also owned a 22.4% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company, which owns, or has an interest in, shopping centers located in 14 countries in Europe. We also have interests in investments in retail operations (such as Catalyst Brands LLC, or Catalyst); an e-commerce venture (Rue Gilt Groupe, or RGG, which operates shop.simon.com), and Jamestown (a global real estate investment and management company), collectively, our other platform investments.

We generate the majority of our lease income from retail, dining, entertainment, and other tenants including consideration received from:

- fixed minimum lease consideration and fixed common area maintenance (CAM) reimbursements, and
- variable lease consideration primarily based on tenants' reported sales, as well as reimbursements for real estate taxes, utilities, marketing and certain other items.

Revenues of our management company, after intercompany eliminations, consist primarily of management fees that are typically based upon the revenues of the property being managed.

We invest in real estate properties to maximize total financial return which includes both operating cash flows and capital appreciation. We seek growth in earnings, funds from operations, or FFO, and cash flows by enhancing the profitability and operation of our properties and investments. We seek to accomplish this growth through the following:

- attracting and retaining high quality tenants and utilizing economies of scale to reduce operating expenses,
- expanding and re-tenanting existing highly productive locations at competitive rental rates,
- selectively acquiring or increasing our interests in high quality real estate assets or portfolios of assets,
- generating consumer traffic in our retail properties through marketing initiatives and strategic corporate alliances, and
- selling selective non-core assets.

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We also grow by generating supplemental revenues from the following activities:

- establishing our properties as leading market resource providers for retailers and other businesses and consumer-focused corporate alliances, including national marketing alliances, static and digital media initiatives, business development, sponsorship, and events,
- offering property operating services to our tenants and others, including waste handling and facility services, and the provision of energy services,
- selling or leasing land adjacent to our properties, commonly referred to as "outlots" or "outparcels," and
- generating interest income on cash deposits and investments in loans, including those made to related entities.

We focus on high quality real estate across the retail real estate spectrum. We expand or redevelop properties to enhance profitability and market share of existing assets when we believe the investment of our capital meets our risk-reward criteria. We selectively develop new properties in markets we believe are not adequately served by existing retail properties.

We routinely review and evaluate acquisition opportunities based on their ability to enhance our portfolio. Our international strategy includes partnering with established real estate companies and financing international investments with local currency to minimize foreign exchange risk.

To support our growth, we employ a three-fold capital strategy:

- generate the capital necessary to fund growth,
- maintain sufficient flexibility to access capital in many forms, both public and private, including but not limited to, having in place, the Operating Partnership's \$5.0 billion unsecured revolving credit facility, or the Credit Facility, its \$3.5 billion supplemental unsecured revolving credit facility, or its Supplemental Facility, together, the Credit Facilities and its global unsecured commercial paper note program, or the Commercial Paper program, of \$2.0 billion, or the non-U.S. dollar equivalent thereof, and
- manage our overall financial structure in a fashion that preserves our investment grade credit ratings.

We consider FFO, Real Estate FFO, net operating income, or NOI, and portfolio NOI to be key measures of operating performance that are not specifically defined by accounting principles generally accepted in the United States, or GAAP. We use these measures internally to evaluate the operating performance of our portfolio and provide a basis for comparison with other real estate companies. Reconciliations of these measures to the most comparable GAAP measures are included below in this discussion.

Results Overview

Diluted earnings per share and diluted earnings per unit increased \$0.28 during 2024 to \$7.26 as compared to \$6.98 in 2023. The increase in diluted earnings per share and diluted earnings per unit was primarily attributable to:

- improved operating performance and solid core business fundamentals in 2024, as discussed below,
- increased lease income in 2024 of \$225.4 million, or \$0.60 per diluted share/unit,
- a pre-tax gain during the first quarter of 2024 on the sale of all our remaining interests in Authentic Brands Group, or ABG, of \$414.8 million, or \$1.10 per diluted share/unit, and a non-cash pre-tax gain of \$100.5 million, or \$0.27 per diluted share/unit, during the fourth quarter of 2024 related to the acquisition by J.C. Penney of the retail operations of SPARC Group, partially offset by an other-than-temporary impairment charge of \$57.0 million, or \$0.15 per diluted share/unit, in the fourth quarter of 2024, representing our pre-development costs associated with an unconsolidated joint venture development project,
- increased other income of \$72.3 million, or \$0.19 per diluted share/unit, primarily due to increased interest income of \$76.4 million, or \$0.20 per diluted share/unit, and an increase in land sales of \$13.6 million, or \$0.03 per diluted share/unit, partially offset by a decrease in distributions and other income of \$17.7 million, or \$0.05 per diluted share/unit,
- decreased income and other tax expense of \$58.6 million, or \$0.16 per diluted share/unit, primarily due to transactional activity and unfavorable year-over-year results of operations from other platform investments,

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- decreased other expenses in 2024 of \$38.2 million, or \$0.10 per diluted share/unit, partially offset by
- pre-tax gains in 2023 due to the disposal, exchange, or revaluation of equity interests of \$362.0 million, or \$0.96 per diluted share/unit, of which, \$204.9 million, or \$0.55 per diluted share/unit, was non-cash,
- decreased income from unconsolidated entities of \$168.3 million, or \$0.45 per diluted share/unit, the majority of which is due to lower results of operations from other platform investments, partially offset by improved operations and core fundamentals in our other unconsolidated entities,
- increased interest expense of \$51.1 million, or \$0.14 per diluted share/unit, primarily due to new USD and EUR bond issuances as well as increases to rates on variable rate mortgages,
- increased property operating expenses in 2024 of \$40.4 million, or \$0.11 per diluted share/unit, and
- an unrealized unfavorable change in fair value of publicly traded equity instruments and derivative instrument, net of \$29.3 million, or \$0.08 per diluted share/unit.

Portfolio NOI increased 4.6% in 2024 as compared to 2023. Average base minimum rent for U.S. Malls and Premium Outlets increased 2.5% to \$58.26 psf as of December 31, 2024, from \$56.82 psf as of December 31, 2023. Ending occupancy for our U.S. Malls and Premium Outlets increased 0.7% to 96.5% as of December 31, 2024, from 95.8% as of December 31, 2023, primarily due to strong leasing demand.

Our effective overall borrowing rate at December 31, 2024 on our consolidated indebtedness increased 13 basis points to 3.62% as compared to 3.49% at December 31, 2023. This increase was primarily due to an increase in the effective overall borrowing rate on the fixed rate debt of 14 basis points, due to increasing benchmark rates on new USD and EUR bond issuances. The weighted average years to maturity of our consolidated indebtedness was 8.1 years at December 31, 2024 and 2023.

Our financing activity for the year ended December 31, 2024 included:

- completing, on October 1, 2024, the redemption at par of the Operating Partnerships \$900 million 3.38% senior unsecured notes at maturity,
- the Operating Partnership completing, on September 26, 2024, the issuance of \$1.0 billion senior unsecured notes with a fixed interest rate of 4.75% and a maturity date of September 26, 2034,
- amending, restating, and extending our Supplemental Facility on September 19, 2024,
- completing, on September 13, 2024, the redemption at par of the Operating Partnership's \$1.0 billion 2.00% senior unsecured notes at maturity, and
- completing, on February 1, 2024, the redemption at par of the Operating Partnerships \$600 million 3.75% senior unsecured notes at maturity.

United States Portfolio Data

The portfolio data discussed in this overview includes the following key operating statistics: ending occupancy, and average base minimum rent per square foot. We include acquired properties in this data beginning in the year of acquisition and remove disposed properties in the year of disposition. For comparative information purposes, we separate the information related to The Mills and TRG from our other U.S. operations. We also do not include any information for properties located outside the United States.

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The following table sets forth these key operating statistics for domestic properties:

- properties that are consolidated in our consolidated financial statements,
- properties we account for under the equity method of accounting as joint ventures, and
- the foregoing two categories of properties on a total portfolio basis.

	2024	%/Basis Point Change (1)	2023	%/Basis Point Change (1)	2022
U.S. Malls and Premium Outlets:					
<i>Ending Occupancy</i>					
Consolidated	96.5%	80 bps	95.7%	80 bps	94.9%
Unconsolidated	96.6%	50 bps	96.1%	120 bps	94.9%
Total Portfolio	96.5%	70 bps	95.8%	90 bps	94.9%
<i>Average Base Minimum Rent per Square Foot</i>					
Consolidated	\$ 56.60	2.0%	\$ 55.47	2.8%	\$ 53.95
Unconsolidated	\$ 63.12	4.2%	\$ 60.59	3.8%	\$ 58.36
Total Portfolio	\$ 58.26	2.5%	\$ 56.82	3.1%	\$ 55.13
U.S. TRG:					
<i>Ending Occupancy</i>	94.9%	-80 bps	95.7%	120 bps	94.5%
<i>Average Base Minimum Rent per Square Foot</i>	\$ 68.06	4.7%	\$ 65.01	5.3%	\$ 61.76
The Mills:					
<i>Ending Occupancy</i>	98.8%	100 bps	97.8%	-40 bps	98.2%
<i>Average Base Minimum Rent per Square Foot</i>	\$ 37.95	4.3%	\$ 36.38	4.3%	\$ 34.89

(1) Percentages may not recalculate due to rounding. Percentage and basis point changes are representative of the change from the comparable prior period.

Ending Occupancy Levels and Average Base Minimum Rent per Square Foot. Ending occupancy is the percentage of gross leasable area, or GLA, which is leased as of the last day of the reporting period. We include all company owned space except for mall anchors, mall majors, mall freestanding and mall outlots in the calculation. Base minimum rent per square foot is the average base minimum rent charge in effect for the reporting period for all tenants that would qualify to be included in ending occupancy.

Current Leasing Activities

During the twelve months ended December 31, 2024, we signed 1,149 new leases and 2,549 renewal leases (excluding mall anchors and majors, new development, redevelopment and leases with terms of one year or less) with a fixed minimum rent across our U.S. Malls and Premium Outlets portfolio, comprising approximately 13.5 million square feet, of which 10.4 million square feet related to consolidated properties. During the comparable period in 2023, we signed 1,185 new leases and 1,841 renewal leases with a fixed minimum rent, comprising approximately 10.9 million square feet, of which 8.3 million square feet related to consolidated properties. The average annual initial base minimum rent for new leases was \$66.61 per square foot in 2024 and \$66.39 per square foot in 2023 with an average tenant allowance on new leases of \$60.33 per square foot and \$64.31 per square foot, respectively.

Japan Data

The following are selected key operating statistics for our Premium Outlets in Japan. The information used to prepare these statistics has been supplied by the managing venture partner.

	December 31, 2024	%/basis point Change	December 31, 2023	%/basis point Change	December 31, 2022
Ending Occupancy	99.3%	-40 bps	99.7%	-10 bps	99.8%
Average Base Minimum Rent per Square Foot	¥ 5,511	0.31%	¥ 5,494	-4.93%	¥ 5,779

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Critical Accounting Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles, or GAAP, requires management to use judgment in the application of accounting policies, including making estimates and assumptions. We base our estimates on historical experience and on various other assumptions believed to be reasonable under the circumstances. These judgments affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied resulting in a different presentation of our financial statements. From time to time, we reevaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current information. Below is a discussion of accounting policies that we consider critical in that they may require complex judgment in their application or require estimates about matters that are inherently uncertain. For a summary of our significant accounting policies, see Note 3 of the notes to the consolidated financial statements.

- We, as a lessor, primarily under long-term leases, retain substantially all of the risks and benefits of ownership of the investment properties and account for our leases as operating leases. We accrue fixed lease income on a straight-line basis over the terms of the leases, when we believe substantially all lease income, including the related straight-line rent receivable, is probable of collection. Our assessment of collectability, primarily under long-term leases, incorporates available operational performance measures such as reported sales and the aging of billed amounts as well as other publicly available information with respect to our tenant's financial condition, liquidity and capital resources. When a tenant seeks to reorganize its operations through bankruptcy proceedings, we assess the collectability of receivable balances including, among other things, the timing of a tenant's bankruptcy filing and our expectations of the assumption by the tenant in bankruptcy proceeding of leases at the Company's properties on substantially similar terms. In the event that we determine accrued receivables are not probable of collection, lease income will be recorded on a cash basis, with the corresponding tenant receivable and straight-line rent receivable charged as a direct write-off against lease income in the period of the change in our collectability determination.
- We review investment properties for impairment on a property-by-property basis to identify and evaluate events or changes in circumstances which indicate that the carrying value of investment properties may not be recoverable. These circumstances include, but are not limited to, changes in a property's operational performance such as declining cash flows, occupancy or total reported sales per square foot, the Company's intent and ability to hold the related asset, and, if applicable, the remaining time to maturity of underlying financing arrangements. We measure any impairment of investment property when the estimated undiscounted operating income before depreciation and amortization during the anticipated holding period plus its residual value is less than the carrying value of the property. To the extent impairment has occurred, we charge to income the excess of carrying value of the property over our estimate of its fair value. We also review our investments, including investments in unconsolidated entities, to identify and evaluate whether events or changes in circumstances indicate that the carrying amount of our investments may not be recoverable. We will record an impairment charge if we determine the fair value of the investments are less than their carrying value and such impairment is other-than-temporary. Our evaluation of changes in economic or operating conditions and whether an impairment is other-than-temporary may include developing estimates of fair value, forecasted cash flows or operating income before depreciation and amortization. We estimate undiscounted cash flows and fair value, if applicable, using observable and unobservable data such as operating income, hold periods, estimated capitalization rates, or relevant market multiples, leasing prospects and local market information and whether certain impairments are other-than-temporary. Changes in economic and operating conditions, including changes in the financial condition of our tenants, and changes to our intent and ability to hold the related asset, that occur subsequent to our review of recoverability of investment property and other investments could impact the assumptions used in that assessment and could result in future charges to earnings if assumptions regarding those investments differ from actual results.
- To maintain Simon's status as a REIT, Simon must distribute at least 90% of its REIT taxable income in any given year and meet certain asset and income tests. We monitor our business and transactions that may potentially impact Simon's REIT status. In the unlikely event that we fail to maintain Simon's REIT status, and available relief provisions do not apply, Simon would be required to pay U.S. federal income taxes at regular corporate income tax rates during the period Simon did not qualify as a REIT. If Simon lost its REIT status, it could not elect to be taxed as a REIT for four taxable years following the year during which qualification was lost unless its failure was

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due to reasonable cause and certain other conditions were met. As a result, failing to maintain REIT status would result in a significant increase in the income tax expense recorded and paid during those periods.

- In the period of a significant acquisition of real estate, we make estimates as part of our valuation of the purchase price of asset acquisitions (including the components of excess investment in joint ventures) to the various components of the acquisition based upon the relative fair value of each component. The most significant components of our real estate valuations are typically the determination of relative fair value to the buildings as-if-vacant, land and market value of in-place leases. In the case of the fair value of buildings and fair value of land and other intangibles, our estimates of the values of these components will affect the amount of depreciation or amortization we record over the estimated useful life of the property acquired or the remaining lease term. In the case of the market value of in-place leases, we make our best estimates of the tenants' ability to pay rents based upon the tenants' operating performance at the property, including the competitive position of the property in its market as well as sales psf, rents psf, and overall occupancy cost for the tenants in place at the acquisition date. Our assumptions affect the amount of future revenue that we will recognize over the remaining lease term for the acquired in-place leases.

Results of Operations

The following acquisitions, dispositions, and openings of consolidated properties affected our consolidated results in the comparative periods:

- During the fourth quarter of 2024, we acquired the remaining interest in Smith Haven Mall from a joint venture partner, resulting in the consolidation of this property.
- During the fourth quarter of 2024, we disposed of our interests in two consolidated retail properties.
- On August 15, 2024, we opened Tulsa Premium Outlets, a 338,472 square foot center in Tulsa, Oklahoma. We own 100% of this center.
- On February 6, 2024, we acquired an additional interest in Miami International Mall from a joint venture partner, resulting in the consolidation of this property.
- On April 27, 2023, we opened Paris-Giverny Designer Outlet, a 228,000 square foot center in Vernon, France. We own a 74% interest in this center.
- On June 17, 2022, we acquired an additional interest in Gloucester Premium Outlets from a joint venture partner, resulting in the consolidation of this property.
- During the second quarter of 2022, we disposed of one retail property.

The following acquisitions, dispositions, and openings of noncontrolling interests in joint venture entities affected our income from unconsolidated entities in the comparative periods:

- On December 19, 2024, J.C. Penney acquired the retail operations of SPARC Group and was renamed Catalyst Brands post transaction. As a result, we recognized a non-cash pre-tax gain of \$100.5 million. After the transaction, we own a 31.3% noncontrolling interest in Catalyst. Additionally, we continue to hold a 33.3% noncontrolling interest in SPARC Holdings, the former owner of SPARC Group, which now primarily holds a 25% interest in Catalyst.
- During the fourth quarter of 2024, we acquired additional 4% ownership in TRG for approximately \$266.7 million by issuing 1,572,500 units in the Operating Partnership, bringing our noncontrolling interest in TRG to 88%.
- During the first quarter of 2024, we disposed all of our remaining interest in ABG.
- During 2023, ABG completed multiple capital transactions which resulted in the dilution of our ownership and multiple deemed disposals of a proportional interest of our investment. In addition, we sold a portion of our interest in ABG on November 29, 2023. These transactions reduced our ownership from 12.3% to 9.6% as of December 31, 2023.
- During the third quarter of 2023, we disposed of our interest in one unconsolidated retail property through foreclosure in satisfaction of its \$114.8 million non-recourse loan. We recognized no gain or loss in connection with this disposal.

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- During the third quarter of 2023, we acquired an additional 4% ownership in TRG for approximately \$199.6 million by issuing 1,725,000 units in the Operating Partnership, bringing our noncontrolling ownership interest in TRG to 84%.
- During the third quarter of 2023, SPARC Group issued equity to a third party resulting in the dilution of our ownership to 33.3% and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$145.8 million.
- During the fourth quarter of 2022, we disposed of one retail property.
- During the fourth quarter of 2022, we sold to ABG all of our interests in the licensing venture of Eddie Bauer for additional interests in ABG. Our noncontrolling interest in ABG was approximately 12.3% after this transaction.
- On December 19, 2022, we completed the acquisition of a 50% noncontrolling legal ownership interest in Jamestown, a global real estate investment and asset management company, as well as separate interests in certain real estate and working capital, for total cash consideration of \$173.4 million.
- On November 3, 2022, we opened Fukaya-Hanazono Premium Outlets, a 296,300 square foot center in Fukaya City, Japan. We own a 40% interest in this center.
- During the third quarter of 2022, we disposed of one retail property.

For the purposes of the following comparisons between the years ended December 31, 2024 and 2023 and the years ended December 31, 2023 and 2022, the above transactions are referred to as the property transactions. In the following discussions of our results of operations, "comparable" refers to properties we owned and operated in both years in the year to year comparisons.

Year Ended December 31, 2024 vs. Year Ended December 31, 2023

Lease income increased \$225.4 million, primarily due to an increase in fixed minimum lease consideration, higher occupancy, and the consolidation of two properties during 2024.

Other income increased \$72.3 million, primarily due to a \$76.4 million increase in interest income and a \$13.6 million increase in land sale activity, partially offset by a decrease in franchise operations of \$27.9 million.

Property operating expense increased \$40.4 million as a result of inflationary cost increases and the consolidation of two properties.

Real estate taxes decreased \$33.1 million primarily due to successful property tax appeals, the majority of which relates to prior years.

Advertising and promotion expense increased \$17.2 million primarily due to increased programming expenses.

Home and regional office costs increased \$15.7 million due to increased personnel and compensation costs.

Other expenses decreased \$38.2 million primarily due to a decrease in franchise operations.

Interest expense increased \$51.1 million primarily related to an increase of \$81.8 million due to new USD unsecured bond issuances, an increase of \$35.0 million due to the Euro exchangeable bond issuance in 2023, an increase of \$6.1 million on secured debt and the effect of the balance increase of the Credit Facility during 2023 of \$1.4 million, partially offset by a decrease of \$46.1 million due to USD unsecured bond payoffs during 2024 and 2023, and a decrease of \$27.1 million due to the Supplemental Facility repayment during 2023.

Gain due to disposal, exchange or revaluation of equity interests, net, increased \$89.1 million primarily due to an increase of \$414.8 million as a result of selling our remaining interest in ABG during 2024, a non-cash pre-tax \$100.5 million gain due to the acquisition by J.C. Penney of the retail operations of SPARC Group, offset by the non-cash pre-tax gains on the deemed disposal of a portion of our investment in ABG of \$59.1 million and SPARC Group of \$145.8 million and our share of the gain on the sale of a portion of our ABG interest of \$157.1 million during 2023, the other-than-temporary impairment charge of \$57.0 million in 2024 representing pre-development costs associated with an unconsolidated joint venture development project, and a reduction in the carrying value of certain equity investments of \$7.0 million in 2024.

Income and other tax expense decreased \$58.6 million primarily due to results of operations from our other platform investments and transactions within our TRS, partially offset by the aforementioned ABG, J.C. Penney, and SPARC Group transactions which increased tax expense of \$37.8 million year-over-year.

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Income from unconsolidated entities decreased \$168.3 million primarily due to lower results of operations from our other platform investments, partially offset by strong results and improved performance by our joint venture properties.

We recorded net non-cash unrealized losses of \$17.4 million in 2024 compared to net non-cash unrealized gains of \$11.9 million in 2023, as a result of mark-to-market activity on publicly traded equity instruments and the change in fair value of a derivative instrument.

During 2024, we recorded a net loss of \$75.8 million, which is primarily related to the disposition of two retail properties for a net loss of \$69.8 million, an impairment on a joint venture investment of \$19.3 million and a \$4.1 million loss on the disposition of certain assets by Klépierre, partially offset by a gain from the disposition of a property held in our TRG portfolio, our share of which was \$10.6 million and a \$4.6 million gain on excess insurance proceeds. During 2023, we recorded an \$11.2 million loss on the disposition of certain assets by Klépierre and an impairment on a joint venture property, our share of which was \$8.6 million, partially offset by an \$8.7 million gain on the disposition of certain assets by a joint venture investment and an \$8.1 million gain on excess insurance proceeds.

Simon's net income attributable to noncontrolling interests increased \$24.2 million due to an increase in the net income of the Operating Partnership.

Year Ended December 31, 2023 vs. Year Ended December 31, 2022

Lease income increased \$259.2 million, due to an increase in fixed lease income of \$286.7 million primarily due to an increase in fixed minimum lease consideration and higher occupancy, partially offset by a decrease in variable lease income based on tenant reported sales of \$27.5 million.

Total other income increased \$99.1 million, primarily due to a \$56.6 million increase in interest income, a \$52.0 million increase in mixed use and franchise operations income, a \$13.1 million increase in dividend and distribution income and a \$3.7 million increase in Simon Brand Ventures, fee and other income, partially offset by a \$17.0 million decrease in lease settlement income and a \$9.3 million decrease in land sale activity.

Home and regional office costs increased \$23.0 million primarily due to increased personnel and compensation costs.

Other expense increased \$35.6 million primarily due to increased mixed use and franchise operations expenses of \$50.8 million, partially offset by the 2022 write-off of \$13.4 million in development costs related to an international development project in Germany we no longer intended to pursue.

Interest expense increased \$93.4 million primarily related to new USD bond issuances during 2023 of \$69.5 million, activity with regards to the Credit Facilities of \$24.5 million and \$8.8 million from increased variable rates, partially offset by a USD bond payoff during 2023 of \$14.7 million and a Euro bond payoff during 2022 of \$9.8 million.

During 2023, SPARC Group issued equity to a third party resulting in the dilution of our ownership to 33.3% and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$145.8 million. During 2023, ABG completed multiple capital transactions which resulted in the dilution of our ownership and multiple deemed disposals of a proportional interest of our investment. As a result, we recognized non-cash pre-tax gains on the deemed disposals of \$59.1 million. During 2023, we also recorded our share of the gain on the sale of a portion of our ABG interests of \$157.1 million. During 2022, we recorded a \$159.0 million non-cash gain as a result of the sale to ABG of all of our interests in the Eddie Bauer licensing venture for additional interests in ABG, partially offset by a loss of \$37.8 million on the revaluation or disposal of other investments.

Income and other tax expense decreased \$1.6 million primarily related to the 2022 Eddie Bauer licensing transaction noted above of \$39.7 million and an overall lower tax expense on our share of operating results from our other platform investments of approximately \$27.2 million, partially offset by the tax impact of the SPARC and ABG transactions in 2023 noted above of \$69.3 million.

Income from unconsolidated entities decreased \$272.3 million primarily due to lower results of operations from our other platform investments.

During 2023, we recorded an \$11.2 million loss on the disposition of certain assets by Klépierre and an impairment on a joint venture property, our share of which was \$8.6 million, partially offset by an \$8.7 million gain on the disposition of certain assets by a joint venture investment and an \$8.1 million gain on excess insurance proceeds. During 2022, we recorded a \$19.9 million gain on the disposition of one unconsolidated property, a \$2.1 million gain related to excess insurance proceeds and a \$1.3 million gain on the disposition of certain assets by Klépierre, partially offset by a \$17.7 million loss primarily related to the disposition of one consolidated property.

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Simon's net income attributable to noncontrolling interests increased \$21.0 million due to an increase in the net income of the Operating Partnership.

Liquidity and Capital Resources

Because we own long-lived income-producing assets, our financing strategy relies primarily on long-term fixed rate debt. Floating rate debt comprised 0.9% of our total consolidated debt at December 31, 2024. We also enter into interest rate protection agreements from time to time to manage our interest rate risk. We derive most of our liquidity from positive net cash flow from operations and distributions of capital from unconsolidated entities that totaled \$4.1 billion in the aggregate during 2024. The Credit Facilities and the Commercial Paper program provide alternative sources of liquidity as our cash needs vary from time to time. Borrowing capacity under these sources may be increased as discussed further below.

Our balance of cash and cash equivalents increased \$231.4 million during 2024 to \$1.4 billion as of December 31, 2024 as further discussed below.

On December 31, 2024, we had an aggregate available borrowing capacity of approximately \$8.2 billion under the Credit Facilities, net of letters of credit of \$8.6 million. For the year ended December 31, 2024, the maximum aggregate outstanding balance under the Credit Facilities was \$325.1 million and the weighted average outstanding balance was \$311.1 million. The weighted average interest rate was 5.29% for the year ended December 31, 2024.

Simon has historically had access to public equity markets and the Operating Partnership has historically had access to private and public, short and long-term unsecured debt markets and access to secured debt and private equity from institutional investors at the property level.

Our business model and Simon's status as a REIT require us to regularly access the debt markets to raise funds for acquisition, development and redevelopment activity, and to refinance maturing debt. Simon may also, from time to time, access the equity capital markets to accomplish our business objectives. We believe we have sufficient cash on hand and availability under the Credit Facilities and the Commercial Paper program to address our debt maturities and capital needs through 2025.

Cash Flows

Our net cash flow from operating activities and distributions of capital from unconsolidated entities totaled \$4.1 billion during 2024. In addition, we had net repayments of debt from our debt financing and repayment activities of \$1.9 billion in 2024. These activities are further discussed below under "Financing and Debt." During 2024, we also:

- paid stockholder dividends and unitholder distributions totaling approximately \$3.0 billion and preferred unit distributions totaling \$4.9 million,
- funded consolidated capital expenditures of \$755.6 million (including development and other costs of \$75.3 million, redevelopment and expansion costs of \$320.8 million, and tenant costs and other operational capital expenditures of \$359.5 million),
- funded the redemption of \$42.3 million Operating Partnership units,
- funded investments in unconsolidated entities of \$112.7 million,
- received net proceeds from the redemption of short-term investments of \$1.0 billion,
- received proceeds from the sale of equity instruments of \$1.2 billion.

In general, we anticipate that cash generated from operations will be sufficient to meet operating expenses, monthly debt service, recurring capital expenditures, and dividends to stockholders and/or distributions to partners necessary to maintain Simon's REIT qualification on a long-term basis. In addition, we expect to be able to generate or obtain capital for nonrecurring capital expenditures, such as acquisitions, major building redevelopments and expansions, as well as for scheduled principal maturities on outstanding indebtedness, from the following, however a severe and prolonged disruption and instability in the global financial markets, including the debt and equity capital markets, may affect our ability to access necessary capital:

- excess cash generated from operating performance and working capital reserves,
- borrowings on the Credit Facilities and Commercial Paper program,

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- additional secured or unsecured debt financing, or
- additional equity raised in the public or private markets.

We expect to generate positive cash flow from operations in 2025, and we consider these projected cash flows in our sources and uses of cash. These cash flows are principally derived from rents paid by our tenants. A significant deterioration in projected cash flows from operations, could cause us to increase our reliance on available funds from the Credit Facilities and Commercial Paper program, further curtail planned capital expenditures, or seek other additional sources of financing.

Financing and Debt

Unsecured Debt

At December 31, 2024, our unsecured debt consisted of \$19.1 billion of senior unsecured notes of the Operating Partnership and \$323.7 million outstanding under the Credit Facility.

The Credit Facility can be increased in the form of additional commitments in an aggregate not to exceed \$1.0 billion, for a total aggregate size of \$6.0 billion, subject to obtaining additional lender commitments and satisfying certain customary conditions precedent. Borrowings may be denominated in U.S. dollars, Euro, Yen, Pounds, Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 97% of the maximum revolving credit amount, as defined. The initial maturity date of the Credit Facility is June 30, 2027. The Credit Facility can be extended for two additional six-month periods to June 30, 2028, at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Credit Facility bear interest, at our election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment and if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by our corporate credit rating of between 0.650% and 1.400% or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.500% or Adjusted Term SOFR Rate for one month plus 1.000%) (the "Base Rate"), plus a margin determined by our corporate credit rating of between 0.000% and 0.400%. The Credit Facility includes a facility fee determined by our corporate credit rating of between 0.100% and 0.300% on the aggregate revolving commitments under the Credit Facility. Based upon our current credit ratings, the interest rate on the Credit Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

The Supplemental Facility, has a borrowing capacity of \$3.5 to \$4.5 billion during its term subject to obtaining additional lender commitments and satisfying certain customary conditions precedent and provides for borrowings denominated in U.S. dollars, Euro, Yen, Pounds, Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 100% of the maximum revolving credit amount, as defined. The initial maturity date of the Supplemental Facility is January 31, 2029 and can be extended for an additional year to January 31, 2030 at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Supplemental Facility bear interest, at the Company's election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, the Adjusted Term CORRA Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment, if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, and if denominated in Canadian Dollars, Daily Simple CORRA plus a benchmark adjustment or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by the Company's corporate credit rating of between 0.650% and 1.400% or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the NYFRB Rate plus 0.500% or Adjusted Term SOFR Rate for one month plus 1.000%) (the "Base Rate"), plus a margin determined by the Company's corporate credit rating of between 0.000% and 0.400%. The Supplemental Facility includes a facility fee determined by the Company's corporate credit rating of between 0.100% and 0.300% on the aggregate revolving commitments under the Supplemental Facility. Based upon our current credit ratings, the interest rate on the Supplemental Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

On December 31, 2024 we had an aggregate available borrowing capacity of \$8.2 billion under the Credit Facilities. The maximum aggregate outstanding balance under the Facilities during the year ended December 31, 2024 was \$325.1

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million and the weighted average outstanding balance was \$311.1 million. Letters of credit of \$8.6 million were outstanding under the Facilities as of December 31, 2024.

Under the Commercial Paper program, the Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euro and other currencies. Notes issued in non-U.S. currencies may be issued by one or more subsidiaries of the Operating Partnership and are guaranteed by the Operating Partnership. Notes will be sold under customary terms in the U.S. and Euro commercial paper note markets and rank (either by themselves or as a result of the guarantee described above) *pari passu* with the Operating Partnership's other unsecured senior indebtedness. The Commercial Paper program is supported by the Credit Facilities, and if necessary or appropriate, we may make one or more draws under either of the Credit Facilities to pay amounts outstanding from time to time on the Commercial Paper program. On December 31, 2024, we had no outstanding balance under the Commercial Paper program. Borrowings under the Commercial Paper program reduce amounts otherwise available under the Credit Facilities.

On January 10, 2023, the Operating Partnership completed interest rate swap agreements with a combined notional value at €750.0 million to swap the interest rate of the Euro denominated borrowings outstanding under the Supplemental Facility to an all-in fixed rate of 3.81%. These interest rate swaps were terminated in connection with the repayment of these borrowings on November 14, 2023.

On March 8, 2023, the Operating Partnership completed the issuance of the following senior unsecured notes: \$650 million with a fixed interest rate 5.50%, and \$650 million with a fixed interest rate of 5.85%, with maturity dates of March 8, 2033 and March 8, 2053, respectively. The Operating Partnership used a portion of the net proceeds of the offering to fund the optional redemption of its \$500 million floating rate notes due January 2024 on March 13, 2023.

On April 28, 2023 the Operating Partnership completed a borrowing of \$180.0 million under the Credit Facility and subsequently unencumbered two properties.

On June 1, 2023, the Operating Partnership completed the redemption, at par, of its \$600 million 2.75% notes at maturity.

On November 9, 2023, the Operating Partnership completed the issuance of the following senior unsecured notes: \$500 million with a fixed interest rate of 6.25% and \$500 million with a fixed interest rate of 6.65%, with maturity dates of January 15, 2034 and January 15, 2054, respectively. The proceeds were used to redeem, at par, its \$600 million 3.75% notes at maturity on February 1, 2024.

On November 14, 2023, the Operating Partnership completed the issuance of €750.0 million senior unsecured bonds (\$808.0 million U.S. dollar equivalent) with a maturity date of November 14, 2026 and a fixed interest rate of 3.50%. The bonds are exchangeable into shares of Klépierre at the option of the holder of the bond at an initial common price of €27.2092. We may elect to settle the exchange with cash instead of shares. The proceeds were used to repay €750.0 million (\$815.4 million U.S. dollar equivalent) outstanding under the Supplemental Facility on November 17, 2023. The exchangeable option within the bonds has been determined to meet the criteria for bifurcation.

On February 1, 2024, the Operating Partnership completed the redemption, at par, of its \$600 million 3.75% senior unsecured notes at maturity.

On September 13, 2024, the Operating Partnership completed the redemption, at par, of its \$1.0 billion 2.00% senior unsecured notes at maturity.

On September 26, 2024, the Operating Partnership completed the issuance of \$1.0 billion senior unsecured notes with a fixed interest rate of 4.75% and a maturity date of September 26, 2034.

On October 1, 2024, the Operating Partnership completed the redemption, at par, of its \$900.0 million 3.38% senior unsecured notes at maturity.

Mortgage Debt

Total mortgage indebtedness was \$5.0 billion and \$5.2 billion at December 31, 2024 and 2023, respectively.

Covenants

Our unsecured debt agreements contain financial covenants and other non-financial covenants. If we were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lender, including adjustments to the applicable interest rate. As of December 31, 2024, we were in compliance with all covenants of our unsecured debt.

At December 31, 2024, our consolidated subsidiaries were the borrowers under 35 non-recourse mortgage notes secured by mortgages on 38 properties and other assets, including two separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of five properties. Under these cross-default provisions, a default under any mortgage included in the cross-defaulted pool may constitute a default under all mortgages within that pool and may lead to acceleration of the indebtedness due on each property within the pool. Certain of our secured debt instruments contain financial and other non-financial covenants which are specific to the properties that serve as collateral for that debt. If the applicable borrower under these non-recourse mortgage notes were to fail to comply with these covenants, the lender could accelerate the debt and enforce its rights against their collateral. At December 31, 2024, the applicable borrowers under these non-recourse mortgage notes were in compliance with all covenants where non-compliance could individually or in the aggregate, giving effect to applicable cross-default provisions, have a material adverse effect on our financial condition, liquidity or results of operations.

Summary of Financing

Our consolidated debt, adjusted to reflect outstanding derivative instruments, and the effective weighted average interest rates as of December 31, 2024 and 2023, consisted of the following (dollars in thousands):

Debt Subject to	Adjusted Balance as of December 31, 2024	Effective Weighted Average		Adjusted Balance as of December 31, 2023	Effective Weighted Average
		Interest Rate(1)	Interest Rate(1)		
Fixed Rate	\$ 24,035,060	3.61%		\$ 25,705,396	3.47%
Variable Rate	229,435	5.47%		328,027	5.91%
	<u>\$ 24,264,495</u>	<u>3.62%</u>		<u>\$ 26,033,423</u>	<u>3.49%</u>

(1) Effective weighted average interest rate excludes the impact of net discounts and debt issuance costs.

Contractual Obligations and Off-balance Sheet Arrangements

In regards to long-term debt arrangements, the following table summarizes the material aspects of these future obligations on our consolidated indebtedness as of December 31, 2024, and subsequent years thereafter (dollars in thousands) assuming the obligations remain outstanding through initial maturities:

	2025	2026-2027	2028-2029	After 2029	Total
Long Term Debt (1)	\$ 2,680,925	\$ 7,347,478	\$ 2,971,502	\$ 11,410,002	\$ 24,409,907
Interest Payments (2)	861,872	1,301,214	1,009,746	5,103,252	8,276,084
Lease Commitments (3)	36,358	72,773	72,885	923,037	1,105,053

(1) Represents principal maturities only and, therefore, excludes net discounts and debt issuance costs.

(2) Variable rate interest payments are estimated based on the SOFR or other applicable rate at December 31, 2024.

(3) Represents only the minimum non-cancellable lease period, excluding applicable lease extension and renewal options, unless reasonably certain of exercise.

Our off-balance sheet arrangements consist primarily of our investments in joint ventures which are common in the real estate industry and are described in Note 6 of the notes to the consolidated financial statements. Our joint ventures typically fund their cash needs through secured non-recourse debt financings obtained by and in the name of the joint venture entity. The joint venture debt is secured by a first mortgage, is without recourse to the joint venture partners, and does not represent a liability of the partners, except to the extent the partners or their affiliates expressly guarantee the joint venture debt. As of December 31, 2024, the Operating Partnership guaranteed joint venture-related mortgage indebtedness of \$109.8 million. Mortgages guaranteed by the Operating Partnership are secured by the property of the joint venture which could be sold in order to satisfy the outstanding obligation and which has an estimated fair value in excess of the guaranteed amount. We may elect to fund cash needs of a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such fundings are not required contractually or otherwise.

Acquisitions and Dispositions

Buy-sell, marketing rights, and other exit mechanisms are common in real estate partnership agreements. Most of our partners are institutional investors who have a history of direct investment in retail real estate. We and our partners in our joint venture properties may initiate these provisions (subject to any applicable lock up or similar restrictions). If we determine it is in our best interests for us to purchase the joint venture interest and we believe we have adequate liquidity to execute the purchase without hindering our cash flows, then we may initiate these provisions or elect to buy our partner's interest. If we decide to sell any of our joint venture interests, we expect to use the net proceeds to reduce outstanding indebtedness or to reinvest in development, redevelopment, or expansion opportunities.

Acquisitions.

On January 30, 2025, we completed the acquisition of a 100% interest in two luxury outlet destinations in Italy, one in Leccio, nearby Florence, and the other in Sanremo, on the Italian riviera. The acquisition price was €350.0 million, subject to customary working capital adjustments.

During the fourth quarter of 2024, we acquired the remaining interest in Smith Haven Mall from a joint venture partner, resulting in the consolidation of this property. The cash consideration for this transaction was \$56.1 million, which includes cash acquired of \$35.8 million. The property was subject to a \$160.8 million 8.10% variable rate mortgage loan. This mortgage loan was paid off prior to December 31, 2024.

On February 6, 2024 we acquired an additional interest in Miami International Mall from a joint venture partner, resulting in the consolidation of this property. The cash consideration for this transaction was de minimis. The property is subject to a \$158.0 million 6.92% fixed rate mortgage loan.

On June 17, 2022, we acquired an additional interest in Gloucester Premium Outlets from a joint venture partner for \$14.0 million in cash consideration, including a pro-rata share of working capital, resulting in the consolidation of this property. The property is subject to an \$85.7 million 3.29% variable rate mortgage loan. We accounted for this transaction as an asset acquisition and substantially all of our investment has been determined to relate to investment property.

Dispositions. We may continue to pursue the disposition of properties that no longer meet our strategic criteria or that are not a primary retail venue within their trade area.

During 2024, we disposed of our interests in two consolidated properties and one unconsolidated entity. The combined total proceeds from these transactions were \$55.2 million, resulting in a net loss of \$67.2 million.

During 2023, we disposed of our interest in one unconsolidated retail property through foreclosure in satisfaction of the \$114.8 million non-recourse mortgage loan. We recognized no gain or loss in connection with this disposal.

During 2022, we disposed of our interest in one consolidated retail property. The proceeds from this transaction were \$59.0 million, resulting in a loss of \$15.6 million. We also recorded a non-cash gain of \$19.9 million related to the disposition of one unconsolidated retail property in satisfaction of its \$99.6 million non-recourse mortgage loan. These are included in (loss) gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interest in unconsolidated entities and impairment, net in the accompanying consolidated statement of operations and comprehensive income.

Joint Venture Formation Activity and Other Investment Activity

During the fourth quarter of 2024, J.C. Penney completed an all-equity transaction where it acquired the retail operations of SPARC Group, resulting in the recognition of a non-cash pre-tax gain by SPARC Holdings, our share of which, after eliminations, was \$100.5 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. The combined business was renamed Catalyst post transaction. This non-cash investment activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$25.1 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income. As of December 31, 2024, we own a 31.3% noncontrolling interest in Catalyst. Additionally, we continue to hold a 33.3% noncontrolling interest in SPARC Holdings, the former owner of SPARC Group, which now primarily holds a 25% interest in Catalyst.

During the second quarter of 2024, we participated in the formation of a joint venture, Phoenix Retail, LLC, to acquire the Express Retail Company from the previous owner on June 21, 2024, in a bankruptcy proceeding, and operate Express

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and Bonobos direct-to-consumer business in the United States. There was no cash consideration transferred for our 39.4%, non-controlling interest and non-cash consideration was de minimis.

During the first quarter of 2024, we sold all of our remaining interest in ABG for cash proceeds of \$1.2 billion, resulting in a pre-tax gain of \$414.8 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net, in the consolidated statement of operations. In connection with this transaction, we recorded tax expense of \$103.7 million, which is included in income and other expense in the consolidated statement of operations.

During the fourth quarter of 2023, we sold a portion of our interest in ABG, resulting in a pre-tax gain of \$157.1 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net, in the consolidated statement of operations. In connection with this transaction, we recorded tax expense of \$39.3 million which is included in income and other tax expense in the consolidated statement of operations and comprehensive income. Concurrently, ABG completed a capital transaction resulting in the dilution of our ownership to approximately 9.6% and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$10.3 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. This non-cash investing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$2.6 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

During the fourth quarter of 2024, we acquired an additional 4% ownership in TRG for approximately \$266.7 million by issuing 1,572,500 units in the Operating Partnership, bringing our noncontrolling ownership interest in TRG to 88%. In the third quarter of 2023, we acquired an additional 4% ownership in TRG for approximately \$199.6 million by issuing 1,725,000 units in the Operating Partnership. Neither transaction included or resulted in any change to the rights and obligations or decision making authority of the members of the TRG partnership.

During the third quarter of 2023, ABG completed a capital transaction resulting in the dilution of our ownership from approximately 11.8% to approximately 11.7% and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$12.4 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. This non-cash investing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$3.1 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

During the second quarter of 2023, ABG completed a capital transaction resulting in a dilution of our ownership and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$36.4 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. This non-cash investing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$9.1 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

During the third quarter of 2023, SPARC Group issued equity to a third party resulting in the dilution of our ownership to 33.3% and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$145.8 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. This non-cash investing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$36.9 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

On December 19, 2022, we completed the acquisition of a 50% noncontrolling legal ownership interest in Jamestown, a global real estate investment and asset management company, as well as separate interests in certain real estate and working capital, for total cash consideration of \$173.4 million.

During the fourth quarter of 2022, we sold to ABG our interests in the licensing venture of Eddie Bauer for additional interests in ABG. As a result, in the fourth quarter of 2022, we recognized a non-cash pre-tax gain of \$159.0 million, representing the difference between the fair value of the interests received and the \$98.8 million carrying value of the intellectual property licensing venture less costs to sell. On July 1, 2021, we sold to ABG all of our interests in both the Forever 21 and Brooks Brothers licensing ventures for additional interests in ABG. As a result, in the third quarter of 2021, we recognized a non-cash pre-tax gain of \$159.8 million, representing the difference between the fair value of the interests received and the \$102.7 million carrying value of the intellectual property licensing ventures less costs to sell. On

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December 20, 2021, we sold a portion of our interest in ABG, resulting in a pre-tax gain of \$18.8 million. In connection with this transaction, we recorded tax expense of \$8.0 million which is included in income and other tax expense in the consolidated statement of operations and comprehensive income. Subsequently, we acquired additional interests in ABG for cash consideration of \$100.0 million.

During the first quarter of 2022, SPARC Group acquired certain assets and operations of Reebok and entered into a long-term strategic partnership with ABG to become the core licensee and operating partner for Reebok in the United States.

Development Activity

We routinely incur costs related to construction for significant redevelopment and expansion projects at our properties. Redevelopment and expansion projects, including the addition of anchors, big box tenants, and restaurants are underway at several properties in North America, Europe, and Asia.

Construction continues on certain redevelopment and new development projects in the U.S. and internationally that are nearing completion. Our share of the costs of all new development, redevelopment and expansion projects currently under construction is approximately \$1.3 billion. Simon's share of remaining net cash funding required to complete the new development and redevelopment projects currently under construction is approximately \$552 million. We expect to fund these capital projects with cash flows from operations. We seek a stabilized return on invested capital in the range of 8-10% for all of our new development, expansion and redevelopment projects.

Summary of Capital Expenditures. The following table summarizes total capital expenditures on consolidated properties on a cash basis (in millions):

	2024	2023	2022
New Developments	\$ 75	\$ 156	\$ 108
Redevelopments and Expansions	321	328	283
Tenant Allowances	191	209	207
Operational Capital Expenditures	169	100	52
Total	\$ 756	\$ 793	\$ 650

International Development Activity

We typically reinvest net cash flow from our international joint ventures to fund future international development activity. We believe this strategy mitigates some of the risk of our initial investment and our exposure to changes in foreign currencies. We have also funded most of our foreign investments with local currency-denominated borrowings that act as a natural hedge against fluctuations in exchange rates. Our consolidated net income exposure to changes in the volatility of the Euro, Yen, Peso, Won, and other foreign currencies is not material. We expect our share of estimated committed capital for international development projects to be completed with projected delivery in 2025 or 2026 is \$12 million, primarily funded through reinvested joint venture cash flow and construction loans.

The following table describes recently completed and new development and expansion projects as well as our share of the estimated total cost as of December 31, 2024 (in millions):

Property	Location	Gross Leasable Area (sqft)	Our Ownership Percentage	Our Share of Projected Net Cost (in Local Currency)	Our Share of Projected Net Cost (in USD) (1)	Projected/Actual Opening Date
New Development Projects:						
Jakarta Premium Outlets	Jakarta, Indonesia	300,000	50%	IDR 931,782	\$ 57.5	Mar. - 2025
Expansion:						
Busan Premium Outlet Phase 2	Busan, South Korea	184,000	50%	KRW 72,933	\$ 49.4	Opened Sep. - 2024

(1) USD equivalent based upon December 31, 2024 foreign currency exchange rates.

Dividends, Distributions and Stock Repurchase Program

Simon paid a common stock dividend of \$2.10 per share in the fourth quarter of 2024 and \$8.10 per share for the year ended December 31, 2024. The Operating Partnership paid distributions per unit for the same amounts. In 2023, Simon paid dividends of \$1.90 and \$7.45 per share for the three and twelve month periods ended December 31, 2023,

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respectively. The Operating Partnership paid distributions per unit for the same amounts. On February 4, 2025, Simon's Board of Directors declared a quarterly cash dividend for the first quarter of 2025 of \$2.10 per share, payable on March 31, 2025 to shareholders of record on March 10, 2025. The distribution rate on units is equal to the dividend rate on common stock. In order to maintain its status as a REIT, Simon must pay a minimum amount of dividends. Simon's future dividends and the Operating Partnership's future distributions will be determined by Simon's Board of Directors, in its sole discretion, based on actual and projected financial condition, liquidity and results of operations, cash available for dividends and limited partner distributions, cash reserves as deemed necessary for capital and operating expenditures, financing covenants, if any, and the amount required to maintain Simon's status as a REIT.

On May 9, 2022, Simon's Board of Directors authorized a common stock repurchase plan commencing on May 16, 2022. Under the program, the Company could purchase up to \$2.0 billion of its common stock during the two-year period ending May 16, 2024 in open market or privately negotiated transactions, at prices that the Company deemed appropriate and subject to market conditions, applicable law, and other factors deemed relevant in the Company's sole discretion. During the year ended December 31, 2023, Simon purchased 1,273,733 shares at an average price of \$110.38 per share. During the year ended December 31, 2022, Simon purchased 1,830,022 shares at an average price of \$98.57 per share. As Simon repurchased shares under this program, the Operating Partnership repurchased an equal number of units from Simon.

On February 8, 2024, Simon's Board of Directors authorized a new common stock repurchase program which immediately replaced the prior repurchase program, where the Company may purchase up to \$2.0 billion of its common stock over the next 24 months. As of December 31, 2024, no shares had been purchased under the plan. As Simon repurchases shares under this program, the Operating Partnership repurchases an equal number of units from Simon.

Forward-Looking Statements

Certain statements made in this annual report on Form 10-K may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Although the Company believes the expectations reflected in any forward-looking statements are based on reasonable assumptions, the Company can give no assurance that its expectations will be attained, and it is possible that the Company's actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks, uncertainties, and other factors. Such factors include, but are not limited to: the intensely competitive market environment in the retail industry, including e-commerce; the inability to renew leases and relet vacant space at existing properties on favorable terms; the inability to collect rent due to the bankruptcy or insolvency of tenants or otherwise; the potential loss of anchor stores or major tenants; an increase in vacant space at our properties; the loss of key management personnel; changes in economic and market conditions that may adversely affect the general retail environment, including but not limited to those caused by inflation, recessionary pressures, wars, escalating geopolitical tensions as a result of the war in Ukraine and the conflicts in the Middle East, and supply chain disruptions; the potential for violence, civil unrest, criminal activity or terrorist activities at our properties; the availability of comprehensive insurance coverage; security breaches that could compromise our information technology or infrastructure; changes in market rates of interest; our international activities subjecting us to risks that are different from or greater than those associated with our domestic operations, including changes in foreign exchange rates; the impact of our substantial indebtedness on our future operations, including covenants in the governing agreements that impose restrictions on us that may affect our ability to operate freely; any disruption in the financial markets that may adversely affect our ability to access capital for growth and satisfy our ongoing debt service requirements; any change in our credit rating; our continued ability to maintain our status as a REIT; changes in tax laws or regulations that result in adverse tax consequences; risks associated with the acquisition, development, redevelopment, expansion, leasing and management of properties; the inability to lease newly developed properties on favorable terms; risks relating to our joint venture properties, including guarantees of certain joint venture indebtedness; reducing emissions of greenhouse gases; environmental liabilities; natural disasters; uncertainties regarding the impact of pandemics, epidemics or public health crises, and the associated governmental restrictions on our business, financial condition, results of operations, cash flow and liquidity; and general risks related to real estate investments, including the illiquidity of real estate investments. The Company discusses these and other risks and uncertainties under the heading "Risk Factors" in Part 1, Item 1A of this Annual Report on Form 10-K. The Company may update that discussion in subsequent other periodic reports, but except as required by law, the Company undertakes no duty or obligation to update or revise these forward-looking statements, whether as a result of new information, future developments, or otherwise.

Non-GAAP Financial Measures

Industry practice is to evaluate real estate properties in part based on performance measures such as FFO, real estate FFO, diluted FFO per share, real estate FFO per share, NOI, beneficial interest of combined NOI and portfolio NOI. We believe that these non-GAAP measures are helpful to investors because they are widely recognized measures of the

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performance of REITs and provide a relevant basis for comparison among REITs. We also use these measures internally to measure the operating performance of our portfolio. We are providing different components of NOI, such as Portfolio NOI (a component of beneficial interest of combined NOI that relates to the operational performance of our global real estate portfolio), to provide investors with disaggregated information to further differentiate our global real estate portfolio performance from corporate and other platform investments.

We determine FFO based upon the definition set forth by the National Association of Real Estate Investment Trusts ("NAREIT") Funds From Operations White Paper – 2018 Restatement. Our main business includes acquiring, owning, operating, developing, and redeveloping real estate in conjunction with the rental of real estate. Gains and losses of assets incidental to our main business are included in FFO. We determine FFO to be our share of consolidated net income computed in accordance with GAAP:

- excluding real estate related depreciation and amortization,
- excluding gains and losses from extraordinary items,
- excluding gains and losses from the acquisition of controlling interest, sale, disposal or property insurance recoveries of, or any impairment related to, depreciable retail operating properties,
- plus the allocable portion of FFO of unconsolidated joint ventures based upon economic ownership interest, and
- all determined on a consistent basis in accordance with GAAP.

We determine real estate FFO utilizing the definition of FFO as stated above excluding the impact of operations from

- other platform investments, net of tax,
- gain due to disposal, exchange, or revaluation of equity interests, net of tax, and
- unrealized gains or losses in fair value of publicly traded equity instruments and derivative instrument.

You should understand that our computations of these non-GAAP measures might not be comparable to similar measures reported by other REITs and that these non-GAAP measures:

- do not represent cash flow from operations as defined by GAAP,
- should not be considered as an alternative to net income determined in accordance with GAAP as a measure of operating performance, and
- are not an alternative to cash flows as a measure of liquidity.

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The following schedule reconciles total FFO and real estate FFO to consolidated net income and, for Simon, diluted net income per share to diluted FFO per share and real estate FFO per share.

	2024	2023	2022
	(in thousands)		
Consolidated Net Income	\$ 2,729,021	\$ 2,617,018	\$ 2,452,385
Adjustments to Arrive at FFO:			
Depreciation and amortization from consolidated properties	1,250,440	1,250,550	1,214,441
Our share of depreciation and amortization from unconsolidated entities, including Klépierre, TRG and other corporate investments	848,188	841,862	845,784
Loss (gain) on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	75,818	3,056	(5,647)
Net loss (income) attributable to noncontrolling interest holders in properties	1,641	1,336	(2,738)
Noncontrolling interests portion of depreciation and amortization, gain on consolidation of properties, and gain on disposal of properties	(23,367)	(22,719)	(18,234)
Preferred distributions and dividends	(4,897)	(5,237)	(5,252)
FFO of the Operating Partnership	\$ 4,876,844	\$ 4,685,866	\$ 4,480,739
FFO allocable to limited partners	640,886	597,727	564,946
Dilutive FFO allocable to common stockholders	\$ 4,235,958	\$ 4,088,139	\$ 3,915,793
FFO of the Operating Partnership	4,876,844	4,685,866	4,480,739
Gain due to disposal, exchange, or revaluation of equity interests, net of tax	(386,417)	(271,009)	(88,314)
Other platform investments, net of tax	88,902	6,166	(181,262)
Unrealized losses (gains) in fair value of publicly traded equity instruments and derivative instrument, net	17,392	(11,892)	61,204
Real Estate FFO	\$ 4,596,721	\$ 4,409,131	\$ 4,272,367
Diluted net income per share to diluted FFO per share reconciliation:			
Diluted net income per share	\$ 7.26	\$ 6.98	\$ 6.52
Depreciation and amortization from consolidated properties and our share of depreciation and amortization from unconsolidated entities, including Klépierre, TRG and other corporate investments, net of noncontrolling interests portion of depreciation and amortization	5.53	5.52	5.44
Loss (gain) on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	0.20	0.01	(0.01)
Diluted FFO per share	\$ 12.99	\$ 12.51	\$ 11.95
Gain due to disposal, exchange, or revaluation of equity interests, net of tax	(1.03)	(0.72)	\$ (0.24)
Other platform investments, net of tax	0.23	0.02	(0.48)
Unrealized losses (gains) in fair value of publicly traded equity instruments and derivative instrument, net	0.05	(0.03)	0.16
Real Estate FFO per share	\$ 12.24	\$ 11.78	\$ 11.39
Basic and Diluted weighted average shares outstanding	326,097	326,808	327,817
Weighted average limited partnership units outstanding	49,338	47,782	47,295
Basic and Diluted weighted average shares and units outstanding	375,435	374,590	375,112

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The following schedule reconciles consolidated net income to our beneficial share of NOI.

	For the Year Ended December 31,	
	2024	2023
	(in thousands)	
Reconciliation of NOI of consolidated entities:		
Consolidated Net Income	\$ 2,729,021	\$ 2,617,018
Income and other tax expense	23,262	81,874
Gain due to disposal, exchange, or revaluation of equity interests, net	(451,172)	(362,019)
Interest expense	905,797	854,648
Income from unconsolidated entities	(207,322)	(375,663)
Unrealized losses (gains) in fair value of publicly traded equity instruments and derivative instrument, net	17,392	(11,892)
Loss on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	75,818	3,056
Operating Income Before Other Items	3,092,796	2,807,022
Depreciation and amortization	1,265,340	1,262,107
Home and regional office costs	223,277	207,618
General and administrative	44,743	38,513
Other expenses (1)	818	320
NOI of consolidated entities	\$ 4,626,974	\$ 4,315,580
Less: Noncontrolling interest partners share of NOI	<u>(32,605)</u>	<u>(30,918)</u>
Beneficial NOI of consolidated entities	<u>\$ 4,594,369</u>	<u>\$ 4,284,662</u>
Reconciliation of NOI of unconsolidated entities:		
Net Income	\$ 707,246	\$ 853,986
Interest expense	711,402	685,193
Loss (gain) on sale or disposal of, or recovery on, assets and interests in unconsolidated entities, net	36,536	(20,529)
Operating Income Before Other Items	1,455,184	1,518,650
Depreciation and amortization	636,218	656,089
Other expenses (2)	73,152	143
NOI of unconsolidated entities	\$ 2,164,554	\$ 2,174,882
Less: Joint Venture partners share of NOI	<u>(1,134,573)</u>	<u>(1,132,334)</u>
Beneficial NOI of unconsolidated entities	<u>\$ 1,029,981</u>	<u>\$ 1,042,548</u>
Add: Beneficial interest of NOI from TRG	533,009	503,858
Add: Beneficial interest of NOI from other platform investments and investments	208,043	399,341
Beneficial interest of Combined NOI	\$ 6,365,402	\$ 6,230,409
Less: Beneficial interest of Corporate and Other NOI Sources (3)	319,090	319,830
Less: Beneficial interest of NOI from other platform investments (4)	(33,977)	91,303
Less: Beneficial interest of NOI from Investments (5)	239,063	232,919
Beneficial interest of Portfolio NOI	\$ 5,841,226	\$ 5,586,357
Beneficial interest of Portfolio NOI Change		4.6 %

- (1) Represents the write-off of pre-development costs in consolidated entities.
- (2) Represents the gross amount of write-offs at unconsolidated entities of pre-development costs, our share of which was \$57.0 million and \$0.1 million, including costs that SPG has capitalized outside of the venture, for the year ended December 31, 2024 and 2023, respectively.
- (3) Includes income components excluded from portfolio NOI and domestic property NOI (domestic lease termination income, interest income, land sale gains, straight line lease income, above/below market lease adjustments), Simon

management company revenues, foreign exchange impact, and other assets.

- (4) Other platform investments include retail operations (Catalyst), an e-commerce company (Rue Gilt Groupe, or RGG), and a global real estate investment and management company (Jamestown).
- (5) Includes our share of NOI of Klépierre (at constant currency) and other corporate investments.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our exposure to market risk due to changes in interest rates primarily relates to our long-term debt obligations. We manage exposure to interest rate market risk through our risk management strategy by a combination of interest rate protection agreements to effectively fix or cap a portion of variable rate debt. We are also exposed to foreign currency risk on financings of certain foreign operations. Our intent is to offset gains and losses that occur on the underlying exposures, with gains and losses on the derivative contracts hedging these exposures. We do not enter into either interest rate protection or foreign currency rate protection agreements for speculative purposes.

We may enter into treasury lock agreements as part of anticipated issuances of senior notes. Upon completion of the debt issuance, the cost of these instruments is recorded as part of accumulated other comprehensive income (loss) and is amortized to interest expense over the life of the debt agreement.

Our future earnings, cash flows and fair values relating to financial instruments are dependent upon prevalent market rates of interest, primarily SOFR. Based upon consolidated indebtedness and interest rates at December 31, 2024, a 50 basis point increase in the market rates of interest would decrease future earnings and cash flows by approximately \$0.7 million, and would decrease the fair value of debt by approximately \$756.6 million.

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Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Simon Property Group, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Simon Property Group, Inc.'s internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Simon Property Group, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2024 and 2023, the related consolidated statements of operations and comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes and financial statement schedule listed in the Index at Item 15(a) and our report dated February 21, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ ERNST & YOUNG LLP

Indianapolis, Indiana
February 21, 2025

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Simon Property Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Simon Property Group, Inc. (the Company) as of December 31, 2024 and 2023, the related consolidated statements of operations and comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 21, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

Critical Audit Matters

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

Evaluation of Investment Properties for Impairment

Description of the Matter

At December 31, 2024, the Company's consolidated net investment properties totaled \$21.2 billion. As discussed in Note 3 to the consolidated financial statements, the Company reviews investment properties for impairment on a property-by-property basis to identify and evaluate events or changes in circumstances that indicate the carrying value of an investment property may not be recoverable. The Company estimates undiscounted cash flows of an investment property using observable and unobservable inputs such as forecasted operating income before depreciation and amortization over an estimated hold period, estimated capitalization rates, leasing prospects and local market information.

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Auditing management's evaluation of investment properties for impairment was complex due to the estimation uncertainty in determining the undiscounted cash flows of an investment property. In particular, the impairment evaluation for investment properties was sensitive to significant assumptions such as forecasted cash flows which incorporate operating income before depreciation and amortization, and capitalization rates, all of which can be affected by expectations about future market or economic conditions, demand, and competition.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's process for evaluating investment properties for impairment, including controls over management's review of the significant assumptions described above.

To test the Company's evaluation of investment properties for impairment, we performed audit procedures that included, among others, assessing the methodologies applied, evaluating the significant assumptions discussed above and testing the completeness and accuracy of the underlying data used by management in its analysis. We compared the significant assumptions used by management to current industry and economic trends, relevant market information, and other applicable sources. We also involved a valuation specialist to assist in evaluating certain assumptions. In addition, we compared the forecasted operating income before depreciation and amortization to historical actual results and evaluated significant variances, including consideration of the current economic environment. As part of our evaluation, we assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the undiscounted cash flows of the related investment property that would result from changes in the assumptions.

Evaluation of Investments in Unconsolidated Entities for Impairment

Description of the Matter

At December 31, 2024, the carrying value of the Company's investments in unconsolidated entities and its investments in Klépierre and TRG totaled \$7.1 billion. As explained in Note 3 to the consolidated financial statements, the Company reviews investments in unconsolidated entities for impairment if events or changes in circumstances indicate that the carrying value of an investment in an unconsolidated entity may not be recoverable. To identify and evaluate whether an other-than-temporary decline in the fair value of an investment below its carrying value has occurred, the Company assesses economic and operating conditions that may affect the fair value of the investment. The evaluation of operating conditions may include developing estimates of forecasted cash flows or operating income before depreciation and amortization to support the recoverability of the carrying amount of the investment. When required, the Company estimates the fair value of an investment and assesses whether any impairment is other than temporary using observable and unobservable inputs such as forecasted operating income before depreciation and amortization, estimated capitalization rates, or relevant market multiples, leasing prospects and local market information.

Auditing management's evaluation of investments in unconsolidated entities for impairment was complex due to the estimation uncertainty in determining the forecasted cash flows, operating income before depreciation and amortization, estimated fair value of investments and whether any decline in fair value below the related investment's carrying amount is other-than-temporary. In particular, the impairment evaluation for these investments was sensitive to significant assumptions such as forecasted cash flows, which incorporate operating income before depreciation and amortization, relevant market multiples, and capitalization rates, all of which can be affected by expectations about future market or economic conditions, demand, and competition.

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How We Addressed the Matter in Our Audit We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's process for evaluating investments in unconsolidated entities for impairment, including controls over management's review of the significant assumptions described above.

To test the Company's evaluation of investments in unconsolidated entities for impairment, we performed audit procedures that included, among others, assessing the methodologies applied, evaluating the significant assumptions discussed above and testing the completeness and accuracy of data used by management in its analysis. We compared the significant assumptions used by management to current industry and economic trends, relevant market information, and other applicable sources. We also involved a valuation specialist to assist in evaluating certain assumptions. In addition, we compared the forecasted operating income before depreciation and amortization to historical actual results and evaluated significant variances, including consideration of the current economic environment. As part of our evaluation, we assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the cash flows and the fair value of the related investment that would result from changes in the assumptions, and we evaluated whether a decline in fair value below the related investment's carrying value was other-than-temporary.

/s/ ERNST & YOUNG LLP

We have served as the Company's auditor since 2002.

Indianapolis, Indiana
February 21, 2025

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Report of Independent Registered Public Accounting Firm

To the Partners of Simon Property Group, L.P. and the Board of Directors of Simon Property Group, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Simon Property Group, L.P.'s internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control–Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Simon Property Group, L.P. (the Partnership) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Partnership as of December 31, 2024 and 2023, the related consolidated statements of operations and comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes and financial statement schedule listed in the Index at Item 15(a) and our report dated February 21, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ ERNST & YOUNG LLP

Indianapolis, Indiana
February 21, 2025

Report of Independent Registered Public Accounting Firm

To the Partners of Simon Property Group, L.P. and the Board of Directors of Simon Property Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Simon Property Group, L.P. (the Partnership) as of December 31, 2024 and 2023, the related consolidated statements of operations and comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2024 and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Partnership at December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Partnership's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 21, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

Critical Audit Matters

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

Evaluation of Investment Properties for Impairment

<i>Description of the Matter</i>	
	At December 31, 2024, the Partnership's consolidated net investment properties totaled \$21.2 billion. As discussed in Note 3 to the consolidated financial statements, the Partnership reviews investment properties for impairment on a property-by-property basis to identify and evaluate events or changes in circumstances that indicate the carrying value of an investment property may not be recoverable. The Partnership estimates undiscounted cash flows of an investment property using observable and unobservable inputs such as forecasted operating income before depreciation and amortization over an estimated hold period, estimated capitalization rates, leasing prospects and local market information.

Auditing management's evaluation of investment properties for impairment was complex due to the estimation uncertainty in determining the undiscounted cash flows of an investment property. In particular, the impairment evaluation for investment properties was sensitive to significant assumptions such as forecasted cash flows, which incorporate operating income before depreciation

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and amortization, and capitalization rates, all of which can be affected by expectations about future market or economic conditions, demand, and competition.

How We Addressed the Matter in Our Audit We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Partnership's process for evaluating investment properties for impairment, including controls over management's review of the significant assumptions described above.

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Evaluation of Investments in Unconsolidated Entities for Impairment

Description of the Matter At December 31, 2024, the carrying value of the Partnership's investments in unconsolidated entities and its investments in Klépierre and TRG totaled \$7.1 billion. As explained in Note 3 to the consolidated financial statements, the Partnership reviews investments in unconsolidated entities for impairment if events or changes in circumstances indicate that the carrying value of an investment in an unconsolidated entity may not be recoverable. To identify and evaluate whether an other-than-temporary decline in the fair value of an investment below its carrying value has occurred, the Partnership assesses economic and operating conditions that may affect the fair value of the investment. The evaluation of operating conditions may include developing estimates of forecasted cash flows or operating income before depreciation and amortization to support the recoverability of the carrying amount of the investment. When required, the Partnership estimates the fair value of an investment and assesses whether any impairment is other than temporary using observable and unobservable inputs such as forecasted operating income before depreciation and amortization, estimated capitalization rates, or relevant market multiples, leasing prospects and local market information.

Auditing management's evaluation of investments in unconsolidated entities for impairment was complex due to the estimation uncertainty in determining the forecasted cash flows, operating income before depreciation and amortization, estimated fair value investments and whether any decline in fair value below the related investment's carrying amount is other-than-temporary. In particular, the impairment evaluation for these investments was sensitive to significant assumptions such as forecasted cash flows, which incorporate operating income before depreciation and amortization, relevant market multiples, and capitalization rates, all of which can be affected by expectations about future market or economic conditions, demand, and competition.

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/s/ ERNST & YOUNG LLP

We have served as the Partnership's auditor since 2002.

Indianapolis, Indiana
February 21, 2025

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Simon Property Group, Inc.
Consolidated Balance Sheets
(Dollars in thousands, except share amounts)

	December 31, 2024	December 31, 2023
ASSETS:		
Investment properties, at cost	\$ 40,242,392	\$ 39,285,138
Less - accumulated depreciation	<u>19,047,078</u>	<u>17,716,788</u>
	<u>21,195,314</u>	<u>21,568,350</u>
Cash and cash equivalents	1,400,345	1,168,991
Short-term investments	—	1,000,000
Tenant receivables and accrued revenue, net	796,513	826,126
Investment in TRG, at equity	3,069,297	3,049,719
Investment in Klépierre, at equity	1,384,267	1,527,872
Investment in other unconsolidated entities, at equity	2,670,739	3,540,648
Right-of-use assets, net	519,607	484,073
Deferred costs and other assets	1,369,609	1,117,716
Total assets	<u>\$ 32,405,691</u>	<u>\$ 34,283,495</u>
LIABILITIES:		
Mortgages and unsecured indebtedness	\$ 24,264,495	\$ 26,033,423
Accounts payable, accrued expenses, intangibles, and deferred revenues	1,712,465	1,693,248
Cash distributions and losses in unconsolidated entities, at equity	1,680,431	1,760,922
Dividend payable	2,410	1,842
Lease liabilities	520,283	484,861
Other liabilities	626,155	621,601
Total liabilities	<u>28,806,239</u>	<u>30,595,897</u>
Commitments and contingencies		
Limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests	184,729	195,949
EQUITY:		
Stockholders' Equity		
Capital stock (850,000,000 total shares authorized, \$ 0.0001 par value, 238,000,000 shares of excess common stock, 100,000,000 authorized shares of preferred stock):		
Series J 8 ^{3/8} % cumulative redeemable preferred stock, 1,000,000 shares authorized, 796,948 issued and outstanding with a liquidation value of \$ 39,847	40,778	41,106
Common stock, \$ 0.0001 par value, 511,990,000 shares authorized, 342,945,839 and 342,895,886 issued and outstanding, respectively	33	33
Class B common stock, \$ 0.0001 par value, 10,000 shares authorized, 8,000 issued and outstanding	—	—
Capital in excess of par value	11,583,051	11,406,236
Accumulated deficit	(6,382,515)	(6,095,576)
Accumulated other comprehensive loss	(193,026)	(172,787)
Common stock held in treasury, at cost, 16,675,701 and 16,983,364 shares, respectively	<u>(2,106,396)</u>	<u>(2,156,178)</u>
Total stockholders' equity	2,941,925	3,022,834
Noncontrolling interests	472,798	468,815
Total equity	<u>3,414,723</u>	<u>3,491,649</u>
Total liabilities and equity	<u>\$ 32,405,691</u>	<u>\$ 34,283,495</u>

The accompanying notes are an integral part of these statements.

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Simon Property Group, Inc.
Consolidated Statements of Operations and Comprehensive Income
(Dollars in thousands, except per share amounts)

	For the Year Ended December 31,		
	2024	2023	2022
REVENUE:			
Lease income	\$ 5,389,760	\$ 5,164,335	\$ 4,905,175
Management fees and other revenues	133,250	125,995	116,904
Other income	440,788	368,506	269,368
Total revenue	5,963,798	5,658,836	5,291,447
EXPENSES:			
Property operating	529,753	489,346	464,135
Depreciation and amortization	1,265,340	1,262,107	1,227,371
Real estate taxes	408,641	441,783	443,224
Repairs and maintenance	105,020	97,257	93,595
Advertising and promotion	144,551	127,346	107,793
Home and regional office costs	223,277	207,618	184,592
General and administrative	44,743	38,513	34,971
Other	149,677	187,844	152,213
Total operating expenses	2,871,002	2,851,814	2,707,894
OPERATING INCOME BEFORE OTHER ITEMS	3,092,796	2,807,022	2,583,553
Interest expense	(905,797)	(854,648)	(761,253)
Gain due to disposal, exchange, or revaluation of equity interests, net (Notes 3 and 6)	451,172	362,019	121,177
Income and other tax expense	(23,262)	(81,874)	(83,512)
Income from unconsolidated entities	207,322	375,663	647,977
Unrealized (losses) gains in fair value of publicly traded equity instruments and derivative instrument, net	(17,392)	11,892	(61,204)
(Loss) gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	(75,818)	(3,056)	5,647
CONSOLIDATED NET INCOME	2,729,021	2,617,018	2,452,385
Net income attributable to noncontrolling interests	358,125	333,892	312,850
Preferred dividends	3,337	3,337	3,337
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ 2,367,559	\$ 2,279,789	\$ 2,136,198
BASIC AND DILUTED EARNINGS PER COMMON SHARE:			
Net income attributable to common stockholders	<u>\$ 7.26</u>	<u>\$ 6.98</u>	<u>\$ 6.52</u>
Consolidated Net Income	\$ 2,729,021	\$ 2,617,018	\$ 2,452,385
Unrealized gain on derivative hedge agreements	16,491	18,350	54,808
Net gain reclassified from accumulated other comprehensive loss into earnings	(5,623)	(4,084)	(1,595)
Currency translation adjustments	(34,282)	(26,513)	(28,119)
Changes in available-for-sale securities and other	(923)	2,254	(2,009)
Comprehensive income	2,704,684	2,607,025	2,475,470
Comprehensive income attributable to noncontrolling interests	354,028	331,814	315,622
Comprehensive income attributable to common stockholders	\$ 2,350,656	\$ 2,275,211	\$ 2,159,848

The accompanying notes are an integral part of these statements.

Simon Property Group, Inc.
Consolidated Statements of Cash Flows
(Dollars in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:			
Consolidated Net Income	\$ 2,729,021	\$ 2,617,018	\$ 2,452,385
Adjustments to reconcile consolidated net income to net cash provided by operating activities			
Depreciation and amortization	1,359,861	1,333,584	1,292,113
Loss (gain) on acquisition of controlling interests, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	75,818	3,056	(5,647)
Gain due to disposal, exchange, or revaluation of equity interests, net	(451,172)	(362,019)	(121,177)
Unrealized losses (gains) in fair value of publicly traded equity instruments and derivative instrument, net	17,392	(11,892)	61,204
Straight-line lease loss	802	9,866	25,234
Equity in income of unconsolidated entities	(207,322)	(375,663)	(647,977)
Distributions of income from unconsolidated entities	362,734	458,709	561,583
Changes in assets and liabilities			
Tenant receivables and accrued revenue, net	36,161	(11,802)	63,350
Deferred costs and other assets	(235,884)	24,423	(104,567)
Accounts payable, accrued expenses, intangibles, deferred revenues and other	127,244	245,513	190,103
Net cash provided by operating activities	3,814,655	3,930,793	3,766,604
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisitions	(56,105)	(65,829)	(203,364)
Funding of loans to related parties	(111,000)	(15,250)	(132,857)
Repayments of loans to related parties	82,289	16,188	82,371
Capital expenditures, net	(755,584)	(793,283)	(650,024)
Cash impact from the consolidation of properties	46,228	—	20,988
Net proceeds from sale of assets	55,203	—	59,658
Investments in unconsolidated entities	(112,655)	(83,961)	(235,792)
Purchase of short-term investments	(600,000)	(1,000,000)	—
Proceeds from redemption of short-term investments	1,600,000	—	—
Purchase of equity instruments	(241,186)	(31,742)	(66,140)
Proceeds from sale of equity instruments	1,183,528	304,129	26,086
Insurance proceeds for property restoration	4,587	7,427	—
Distributions of capital from unconsolidated entities and other	313,016	299,140	472,510
Net cash provided by (used in) investing activities	1,408,321	(1,363,181)	(626,564)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from sales of common stock and other, net of transaction costs	(328)	(328)	(328)
Purchase of shares related to stock grant recipients' tax withholdings	(10,558)	(5,795)	(6,788)
Redemption of limited partner units	(42,293)	(13,524)	(1,852)
Purchase of treasury stock	—	(140,593)	(180,387)
Preferred unit redemptions	(7,500)	(2,500)	—
Proceeds from (establishment of) trust account for special purpose acquisition company	—	—	345,000
Liquidation of special purpose acquisition company	—	—	(345,000)
Distributions to noncontrolling interest holders in properties	(21,049)	(41,956)	(27,741)
Contributions from noncontrolling interest holders in properties	9,807	9,813	29,681
Preferred distributions of the Operating Partnership	(1,560)	(1,900)	(1,915)
Preferred dividends and distributions to stockholders	(2,645,213)	(2,439,233)	(2,264,007)
Distributions to limited partners	(399,186)	(355,548)	(326,550)
Proceeds from issuance of debt, net of transaction costs	1,095,546	3,629,840	3,449,403
Repayments of debt	(2,969,288)	(2,658,525)	(3,721,864)
Net cash used in financing activities	(4,991,622)	(2,020,249)	(3,052,348)
INCREASE IN CASH AND CASH EQUIVALENTS	231,354	547,363	87,692
CASH AND CASH EQUIVALENTS, beginning of period	1,168,991	621,628	533,936
CASH AND CASH EQUIVALENTS, end of period	\$ 1,400,345	\$ 1,168,991	\$ 621,628

The accompanying notes are an integral part of these statements.

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Simon Property Group, Inc.
Consolidated Statements of Equity
(Dollars in thousands)

	Accumulated Other							
	Preferred Stock	Common Stock	Comprehensive Income (Loss)	Capital in Excess of Par Value	Accumulated Deficit	Common Stock		Total Equity
Balance at December 31, 2021	\$ 41,763	\$ 34	\$ (185,186)	\$ 11,212,990	\$ (5,823,708)	\$ (1,884,441)	\$ 491,533	\$ 3,852,985
Exchange of limited partner units (2,680 common shares, Note 8)				27			(27)	—
Series J preferred stock premium amortization	(328)			(27,637)		27,637		(328)
Stock incentive program (208,063 common shares, net)				(1,708)			(144)	(1,852)
Redemption of limited partner units (14,740 units)				23,670				23,670
Amortization of stock incentive						(180,387)		(180,387)
Treasury stock purchase (1,830,022 shares)					(2,769)	21,206	(6,788)	10,600
Long-term incentive performance units							14,845	14,845
Issuance of unit equivalents and other (46,555 common shares repurchased)					(2,769)		(6,788)	10,600
Unrealized gain on hedging activities			47,888				6,920	54,808
Currency translation adjustments			(24,427)				(3,692)	(28,119)
Changes in available-for-sale securities and other			(1,755)				(254)	(2,009)
Net gain reclassified from accumulated other comprehensive loss into earnings			(1,393)				(202)	(1,595)
Other comprehensive income			20,313				2,772	23,085
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				28,308			(28,308)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(2,264,007)		(326,550)	(2,590,557)
Distribution to other noncontrolling interest partners							(1,362)	(1,362)
Net income, excluding \$ 1,915 attributable to preferred interests in the Operating Partnership and \$ 1,166 attributable to noncontrolling redeemable interests in properties								
Balance at December 31, 2022	\$ 41,435	\$ 34	\$ (164,873)	\$ 11,232,881	\$ (5,926,974)	\$ (2,043,979)	\$ 473,128	\$ 3,611,652
Issuance of limited partner units (1,725,000 units)							197,426	197,426
Series J preferred stock premium amortization	(329)							(329)
Stock incentive program (291,122 common shares, net)				(34,189)		34,189		—
Redemption of limited partner units (114,241 units)				(12,483)			(1,041)	(13,524)
Amortization of stock incentive				32,468				32,468
Treasury stock purchase (1,273,733 shares)						(140,593)		(140,593)
Long-term incentive performance units							14,739	14,739
Issuance of unit equivalents and other (50,658 common shares repurchased)			(1)		146	(12,495)	(5,795)	2,026
Unrealized gain on hedging activities				15,784			2,566	18,350
Currency translation adjustments				(22,116)			(4,397)	(26,513)
Changes in available-for-sale securities and other				1,969			285	2,254
Net gain reclassified from accumulated other comprehensive loss into earnings			(3,551)				(533)	(4,084)
Other comprehensive income			(7,914)				(2,079)	(9,993)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				187,413			(187,413)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(2,439,233)		(355,548)	(2,794,781)
Distribution to other noncontrolling interest partners							(6,361)	(6,361)
Net income, excluding \$ 1,900 attributable to preferred interests in the Operating Partnership and a \$ 1,946 loss attributable to noncontrolling redeemable interests in properties								
Balance at December 31, 2023	\$ 41,106	\$ 33	\$ (172,787)	\$ 11,406,236	\$ (6,095,576)	\$ (2,156,178)	\$ 468,815	\$ 3,491,649

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	Preferred Stock	Common Stock	Accumulated Other Comprehensive Income (Loss)	Capital in Excess of Par Value	Accumulated Deficit	Common Stock Held in Treasury	Noncontrolling Interests	Total Equity
Exchange of limited partner units (55,000 common shares, Note 8)				490			(490)	—
Issuance of limited partner units (1,572,500 units)							266,665	266,665
Series J preferred stock premium amortization	(328)							(328)
Stock incentive program (372,495 common shares, net)			(60,340)		60,340			—
Redemption of limited partner units (288,350 units)			(39,662)				(2,631)	(42,293)
Amortization of stock incentive			31,678					31,678
Long-term incentive performance units							30,030	30,030
Issuance of unit equivalents and other (69,879 common shares repurchased)			(2)	(12,622)	(10,558)		3,720	(19,462)
Unrealized gain on hedging activities			14,039				2,452	16,491
Currency translation adjustments			(28,613)				(5,669)	(34,282)
Changes in available-for-sale securities and other			(799)				(124)	(923)
Net gain reclassified from accumulated other comprehensive loss into earnings			(4,866)				(757)	(5,623)
Other comprehensive income			(20,239)				(4,098)	(24,337)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				244,651			(244,651)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(2,645,213)		(399,186)	(3,044,399)
Distribution to other noncontrolling interest partners							(5,125)	(5,125)
Net income, excluding \$ 1,560 attributable to preferred interests in the Operating Partnership and a \$ 3,184 loss attributable to noncontrolling redeemable interests in properties					2,370,896		359,749	2,730,645
Balance at December 31, 2024	\$ 40,778	\$ 33	\$ (193,026)	\$ 11,583,051	\$ (6,382,515)	\$ (2,106,396)	\$ 472,798	\$ 3,414,723

The accompanying notes are an integral part of these statements.

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Simon Property Group, L.P.
Consolidated Balance Sheets
(Dollars in thousands, except unit amounts)

	December 31, 2024	December 31, 2023
ASSETS:		
Investment properties, at cost	\$ 40,242,392	\$ 39,285,138
Less — accumulated depreciation	<u>19,047,078</u>	<u>17,716,788</u>
	<u>21,195,314</u>	<u>21,568,350</u>
Cash and cash equivalents	1,400,345	1,168,991
Short-term investments	—	1,000,000
Tenant receivables and accrued revenue, net	796,513	826,126
Investment in TRG, at equity	3,069,297	3,049,719
Investment in Klépierre, at equity	1,384,267	1,527,872
Investment in other unconsolidated entities, at equity	2,670,739	3,540,648
Right-of-use assets, net	519,607	484,073
Deferred costs and other assets	1,369,609	1,117,716
Total assets	\$ 32,405,691	\$ 34,283,495
LIABILITIES:		
Mortgages and unsecured indebtedness	\$ 24,264,495	\$ 26,033,423
Accounts payable, accrued expenses, intangibles, and deferred revenues	1,712,465	1,693,248
Cash distributions and losses in unconsolidated entities, at equity	1,680,431	1,760,922
Distribution payable	2,410	1,842
Lease liabilities	520,283	484,861
Other liabilities	<u>626,155</u>	<u>621,601</u>
Total liabilities	<u>28,806,239</u>	<u>30,595,897</u>
Commitments and contingencies		
Preferred units, various series, at liquidation value, and noncontrolling redeemable interests	184,729	195,949
EQUITY:		
Partners' Equity		
Preferred units, 796,948 units outstanding. Liquidation value of \$ 39,847	40,778	41,106
General Partner, 326,278,138 and 325,920,522 units outstanding, respectively	2,901,147	2,981,728
Limited Partners, 50,759,627 and 48,913,717 units outstanding, respectively	<u>451,339</u>	<u>447,494</u>
Total partners' equity	<u>3,393,264</u>	<u>3,470,328</u>
Nonredeemable noncontrolling interests in properties, net	21,459	21,321
Total equity	<u>3,414,723</u>	<u>3,491,649</u>
Total liabilities and equity	<u>\$ 32,405,691</u>	<u>\$ 34,283,495</u>

The accompanying notes are an integral part of these statements.

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Simon Property Group, L.P.
Consolidated Statements of Operations and Comprehensive Income
(Dollars in thousands, except per unit amounts)

	For the Year Ended December 31,		
	2024	2023	2022
REVENUE:			
Lease income	\$ 5,389,760	\$ 5,164,335	\$ 4,905,175
Management fees and other revenues	133,250	125,995	116,904
Other income	440,788	368,506	269,368
Total revenue	5,963,798	5,658,836	5,291,447
EXPENSES:			
Property operating	529,753	489,346	464,135
Depreciation and amortization	1,265,340	1,262,107	1,227,371
Real estate taxes	408,641	441,783	443,224
Repairs and maintenance	105,020	97,257	93,595
Advertising and promotion	144,551	127,346	107,793
Home and regional office costs	223,277	207,618	184,592
General and administrative	44,743	38,513	34,971
Other	149,677	187,844	152,213
Total operating expenses	2,871,002	2,851,814	2,707,894
OPERATING INCOME BEFORE OTHER ITEMS	3,092,796	2,807,022	2,583,553
Interest expense	(905,797)	(854,648)	(761,253)
Gain due to disposal, exchange, or revaluation of equity interests, net (Notes 3 and 6)	451,172	362,019	121,177
Income and other tax expense	(23,262)	(81,874)	(83,512)
Income from unconsolidated entities	207,322	375,663	647,977
Unrealized (losses) gains in fair value of publicly traded equity instruments and derivative instrument, net	(17,392)	11,892	(61,204)
(Loss) gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	(75,818)	(3,056)	5,647
CONSOLIDATED NET INCOME	2,729,021	2,617,018	2,452,385
Net (loss) income attributable to noncontrolling interests	(1,641)	(1,336)	2,738
Preferred unit requirements	4,897	5,237	5,252
NET INCOME ATTRIBUTABLE TO UNITHOLDERS	\$ 2,725,765	\$ 2,613,117	\$ 2,444,395
NET INCOME ATTRIBUTABLE TO UNITHOLDERS ATTRIBUTABLE TO:			
General Partner	\$ 2,367,559	\$ 2,279,789	\$ 2,136,198
Limited Partners	358,206	333,328	308,197
Net income attributable to unitholders	\$ 2,725,765	\$ 2,613,117	\$ 2,444,395
BASIC AND DILUTED EARNINGS PER UNIT:			
Net income attributable to unitholders	\$ 7.26	\$ 6.98	\$ 6.52
Consolidated Net Income	\$ 2,729,021	\$ 2,617,018	\$ 2,452,385
Unrealized gain on derivative hedge agreements	16,491	18,350	54,808
Net gain reclassified from accumulated other comprehensive loss into earnings	(5,623)	(4,084)	(1,595)
Currency translation adjustments	(34,282)	(26,513)	(28,119)
Changes in available-for-sale securities and other	(923)	2,254	(2,009)
Comprehensive income	2,704,684	2,607,025	2,475,470
Comprehensive income loss attributable to noncontrolling interests	1,543	610	1,572
Comprehensive income attributable to unitholders	\$ 2,703,141	\$ 2,606,415	\$ 2,473,898

The accompanying notes are an integral part of these statements.

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Simon Property Group, L.P.
Consolidated Statements of Cash Flows
(Dollars in thousands)

	For the Year Ended December 31,		
	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:			
Consolidated Net Income	\$ 2,729,021	\$ 2,617,018	\$ 2,452,385
Adjustments to reconcile consolidated net income to net cash provided by operating activities			
Depreciation and amortization	1,359,861	1,333,584	1,292,113
Loss (gain) on acquisition of controlling interests, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	75,818	3,056	(5,647)
Gain due to disposal, exchange, or revaluation of equity interests, net	(451,172)	(362,019)	(121,177)
Unrealized losses (gains) in fair value of publicly traded equity instruments and derivative instrument, net	17,392	(11,892)	61,204
Straight-line lease loss	802	9,866	25,234
Equity in income of unconsolidated entities	(207,322)	(375,663)	(647,977)
Distributions of income from unconsolidated entities	362,734	458,709	561,583
Changes in assets and liabilities			
Tenant receivables and accrued revenue, net	36,161	(11,802)	63,350
Deferred costs and other assets	(235,884)	24,423	(104,567)
Accounts payable, accrued expenses, intangibles, deferred revenues and other	127,244	245,513	190,103
Net cash provided by operating activities	3,814,655	3,930,793	3,766,604
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisitions	(56,105)	(65,829)	(203,364)
Funding of loans to related parties	(111,000)	(15,250)	(132,857)
Repayments of loans to related parties	82,289	16,188	82,371
Capital expenditures, net	(755,584)	(793,283)	(650,024)
Cash impact from the consolidation of properties	46,228	—	20,988
Net proceeds from sale of assets	55,203	—	59,658
Investments in unconsolidated entities	(112,655)	(83,961)	(235,792)
Purchase of short-term investments	(600,000)	(1,000,000)	—
Proceeds from redemption of short-term investments	1,600,000	—	—
Purchase of equity instruments	(241,186)	(31,742)	(66,140)
Proceeds from sale of equity instruments	1,183,528	304,129	26,086
Insurance proceeds for property restoration	4,587	7,427	—
Distributions of capital from unconsolidated entities and other	313,016	299,140	472,510
Net cash provided by (used in) investing activities	1,408,321	(1,363,181)	(626,564)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Issuance of units and other	(328)	(328)	(328)
Purchase of units related to stock grant recipients' tax withholdings	(10,558)	(5,795)	(6,788)
Redemption of limited partner units	(42,293)	(13,524)	(1,852)
Purchase of general partner units	—	(140,593)	(180,387)
Preferred unit redemptions	(7,500)	(2,500)	—
Proceeds from (establishment of) trust account for special purpose acquisition company	—	—	345,000
Liquidation of special purpose acquisition company	—	—	(345,000)
Distributions to noncontrolling interest holders in properties	(21,049)	(41,956)	(27,741)
Contributions from noncontrolling interest holders in properties	9,807	9,813	29,681
Partnership distributions	(3,045,959)	(2,796,681)	(2,592,472)
Mortgage and unsecured indebtedness proceeds, net of transaction costs	1,095,546	3,629,840	3,449,403
Mortgage and unsecured indebtedness principal payments	(2,969,288)	(2,658,525)	(3,721,864)
Net cash used in financing activities	(4,991,622)	(2,020,249)	(3,052,348)
INCREASE IN CASH AND CASH EQUIVALENTS	231,354	547,363	87,692
CASH AND CASH EQUIVALENTS, beginning of period	1,168,991	621,628	533,936
CASH AND CASH EQUIVALENTS, end of period	\$ 1,400,345	\$ 1,168,991	\$ 621,628

The accompanying notes are an integral part of these statements.

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Simon Property Group, L.P.
Consolidated Statements of Equity
(Dollars in thousands)

	<u>Preferred Units</u>	<u>Simon (Managing General Partner)</u>	<u>Limited Partners</u>	<u>Noncontrolling Interests</u>	<u>Total Equity</u>
Balance at December 31, 2021	\$ 41,763	\$ 3,319,689	\$ 477,292	\$ 14,241	\$ 3,852,985
Series J preferred stock premium and amortization	(328)				(328)
Limited partner units exchanged to common units (2,680 units)	27		(27)		—
Stock incentive program (208,063 common units, net)	—				—
Amortization of stock incentive	23,670				23,670
Redemption of limited partner units (14,740 units)	(1,708)		(144)		(1,852)
Treasury unit purchase (1,830,022 units)	(180,387)				(180,387)
Long-term incentive performance units			14,845		14,845
Issuance of unit equivalents and other (72,442 LTIP units and 46,555 common units)	11,649	(1)		10,601	22,249
Unrealized gain on hedging activities	47,888		6,920		54,808
Currency translation adjustments	(24,427)	(3,692)			(28,119)
Changes in available-for-sale securities and other	(1,755)	(254)			(2,009)
Net gain reclassified from accumulated other comprehensive loss into earnings	(1,393)	(202)			(1,595)
Other comprehensive income	20,313		2,772		23,085
Adjustment to limited partners' interest from change in ownership in the Operating Partnership	28,308		(28,308)		—
Distributions, excluding distributions on preferred interests classified as temporary equity	(3,337)	(2,260,670)	(326,550)	(1,362)	(2,591,919)
Net income, excluding preferred distributions on temporary equity preferred units of \$ 1,915 and \$ 1,166 attributable to noncontrolling redeemable interests in properties	3,337	2,136,198	308,197	1,572	2,449,304
Balance at December 31, 2022	\$ 41,435	\$ 3,097,089	\$ 448,076	\$ 25,052	\$ 3,611,652
Issuance of limited partner units (1,725,000 units)			197,426		197,426
Series J preferred stock premium and amortization	(329)				(329)
Stock incentive program (291,122 common units, net)	—				—
Amortization of stock incentive	32,468				32,468
Redemption of limited partner units (114,241 units)	(12,483)		(1,041)		(13,524)
Treasury unit purchase (1,273,733 units)	(140,593)				(140,593)
Long-term incentive performance units			14,739		14,739
Issuance of unit equivalents and other (50,658 common units)	(18,145)	6		2,020	(16,119)
Unrealized gain on hedging activities	15,784	2,566			18,350
Currency translation adjustments	(22,116)	(4,397)			(26,513)
Changes in available-for-sale securities and other	1,969	285			2,254
Net gain reclassified from accumulated other comprehensive loss into earnings	(3,551)	(533)			(4,084)
Other comprehensive income	(7,914)	(2,079)			(9,993)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership	187,413		(187,413)		—
Distributions, excluding distributions on preferred interests classified as temporary equity	(3,337)	(2,435,896)	(355,548)	(6,361)	(2,801,142)
Net income, excluding preferred distributions on temporary equity preferred units of \$ 1,900 and a \$ 1,946 loss attributable to noncontrolling redeemable interests in properties	3,337	2,279,789	333,328	610	2,617,064
Balance at December 31, 2023	\$ 41,106	\$ 2,981,728	\$ 447,494	\$ 21,321	\$ 3,491,649

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	Preferred Units	Simon (Managing General Partner)	Limited Partners	Noncontrolling Interests	Total Equity
Issuance of limited partner units (1,572,500 units)			266,665		266,665
Series J preferred stock premium and amortization	(328)				(328)
Limited partner units exchanged to common units (55,000 units)	490	(490)			—
Stock incentive program (372,495 common units, net)	—				—
Amortization of stock incentive	31,678				31,678
Redemption of limited partner units (288,350 units)	(39,662)	(2,631)			(42,293)
Long-term incentive performance units			30,030		30,030
Issuance of unit equivalents and other (616,760 LTIP units and 69,879 common units)	(23,182)			3,720	(19,462)
Unrealized gain on hedging activities	14,039	2,452			16,491
Currency translation adjustments	(28,613)	(5,669)			(34,282)
Changes in available-for-sale securities and other	(799)	(124)			(923)
Net gain reclassified from accumulated other comprehensive loss into earnings	(4,866)	(757)			(5,623)
Other comprehensive income	(20,239)	(4,098)			(24,337)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership	244,651	(244,651)			—
Distributions, excluding distributions on preferred interests classified as temporary equity	(3,337)	(2,641,876)	(399,186)	(5,125)	(3,049,524)
Net income, excluding preferred distributions on temporary equity preferred units of \$ 1,560 and a \$ 3,184 loss attributable to noncontrolling redeemable interests in properties	3,337	2,367,559	358,206	1,543	2,730,645
Balance at December 31, 2024	\$ 40,778	\$ 2,901,147	\$ 451,339	\$ 21,459	\$ 3,414,723

The accompanying notes are an integral part of these statements.

Simon Property Group, Inc.

Simon Property Group, L.P.

Notes to Consolidated Financial Statements

**(Dollars in thousands, except share, per share, unit and per unit amounts
and where indicated as in millions or billions)**

1. Organization

Simon Property Group, Inc. is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. REITs will generally not be liable for U.S. federal corporate income taxes as long as they distribute not less than 100% of their REIT taxable income. Simon Property Group, L.P. is our majority-owned Delaware partnership subsidiary that owns directly or indirectly all of our real estate properties and other assets. Unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership. Unless otherwise indicated, these notes to consolidated financial statements apply to both Simon and the Operating Partnership. According to the amended and restated Operating Partnership's partnership agreement, the Operating Partnership is required to pay all expenses of Simon.

We own, develop and manage premier shopping, dining, entertainment and mixed-use destinations, which consist primarily of malls, Premium Outlets®, and The Mills®. As of December 31, 2024, we owned or held an interest in 194 income-producing properties in the United States, which consisted of 92 malls, 70 Premium Outlets, 14 Mills, six lifestyle centers, and 12 other retail properties in 37 states and Puerto Rico. We also own an 88% noncontrolling interest in the Taubman Realty Group, LLC, or TRG, which has an interest in 22 regional, super-regional, and outlet malls in the U.S. and Asia. Internationally, as of December 31, 2024, we had ownership interests in 35 Premium Outlets and Designer Outlet properties primarily located in Asia, Europe, and Canada. As of December 31, 2024, we also owned a 22.4% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company which owns, or has an interest in, shopping centers located in 14 countries in Europe. We also have interests in investments in retail operations (such as Catalyst Brands LLC, or Catalyst, see Note 6); an e-commerce venture (Rue Gilt Groupe, or RGG, which operates [shop.simon.com](#)), and Jamestown (a global real estate investment and management company), collectively, our other platform investments.

We generate the majority of our lease income from retail, dining, entertainment and other tenants including consideration received from:

- Fixed minimum lease consideration and fixed common area maintenance (CAM) reimbursements and,
- Variable lease consideration primarily based on tenants' reported sales, as well as reimbursements for real estate taxes, utilities, marketing, and certain other items.

Revenues of our management company, after intercompany eliminations, consist primarily of management fees that are typically based upon the revenues of the property being managed.

We also grow by generating supplemental revenues from the following activities:

- establishing our properties as leading market resource providers for retailers and other businesses and consumer-focused corporate alliances, including national marketing alliances, static and digital media initiatives, business development, sponsorship, and events,
- offering property operating services to our tenants and others, including waste handling and facility services, and the provision of energy services,
- selling or leasing land adjacent to our properties, commonly referred to as "outlots" or "outparcels," and
- generating interest income on cash deposits and investments in loans, including those made to related entities.

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Simon Property Group, Inc.
Simon Property Group, L.P.
Notes to Consolidated Financial Statements
(Dollars in thousands, except share, per share, unit and per unit amounts
and where indicated as in millions or billions)

2. Basis of Presentation and Consolidation

The accompanying consolidated financial statements include the accounts of all controlled subsidiaries, and all significant intercompany amounts have been eliminated.

We consolidate properties that are wholly-owned or properties where we own less than 100% but we control. Control of a property is demonstrated by, among other factors, our ability to refinance debt and sell the property without the consent of any other partner or owner and the inability of any other partner or owner to replace us.

We also consolidate a variable interest entity, or VIE, when we are determined to be the primary beneficiary. Determination of the primary beneficiary of a VIE is based on whether an entity has (1) the power to direct activities that most significantly impact the economic performance of the VIE and (2) the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. Our determination of the primary beneficiary of a VIE considers all relationships between us and the VIE, including management agreements and other contractual arrangements. Except as discussed in Note 6, there have been no changes during 2024 in previous conclusions about whether an entity qualifies as a VIE or whether we are the primary beneficiary of any previously identified VIE. During the periods presented, we did not provide financial or other support to any identified VIE that we were not contractually obligated to provide, except as discussed in Note 6.

Investments in partnerships and joint ventures represent our noncontrolling ownership interests. We account for these unconsolidated entities using the equity method of accounting. We initially record these investments at cost and we subsequently adjust for net equity in income or loss, which we allocate in accordance with the provisions of the applicable partnership or joint venture agreement, cash contributions and distributions, and foreign currency fluctuations, if applicable. The allocation provisions in the partnership or joint venture agreements are not always consistent with the legal ownership interests held by each general or limited partner or joint venture investee primarily due to partner preferences. We separately report investments in partnerships and joint ventures for which accumulated distributions have exceeded investments in and our share of net income of the partnerships and joint ventures within cash distributions and losses in partnerships and joint ventures, at equity in the consolidated balance sheets. The net equity of certain partnerships and joint ventures is less than zero because of financing or operating distributions that are usually greater than net income, as net income includes non-cash charges for depreciation and amortization.

As of December 31, 2024, we consolidated 130 wholly-owned properties and 20 additional properties that are less than wholly-owned, but which we control or for which we are the primary beneficiary. We apply the equity method of accounting to the other 79 properties (the joint venture properties) and our investments in Klépierre, TRG, and our other platform investments. We manage the day-to-day operations of 48 of the 79 joint venture properties, but have determined that our partner or partners have substantive participating rights with respect to the assets and operations of these joint venture properties. Our investments in joint ventures in Japan, South Korea, Mexico, Malaysia, Canada, Spain, Thailand, and the United Kingdom comprise 24 of the remaining 31 properties. These international properties and TRG are managed by joint ventures in which we share control.

Preferred distributions of the Operating Partnership are accrued at declaration and represent distributions on outstanding preferred units of partnership interests, or preferred units, and are included in net income attributable to noncontrolling interests. We allocate net operating results of the Operating Partnership after preferred distributions to limited partners and to us based on the partners' respective weighted average ownership interests in the Operating Partnership. Net operating results of the Operating Partnership attributable to limited partners are reflected in net income attributable to noncontrolling interests.

Our weighted average ownership interest in the Operating Partnership was as follows:

	For the Year Ended December 31,		
	2024	2023	2022
Weighted average ownership interest	86.9 %	87.2 %	87.4 %

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**Simon Property Group, Inc.
Simon Property Group, L.P.**
Notes to Consolidated Financial Statements
**(Dollars in thousands, except share, per share, unit and per unit amounts
and where indicated as in millions or billions)**

As of December 31, 2024 and 2023, our ownership interest in the Operating Partnership was 86.5 % and 87.0 %, respectively. We adjust the noncontrolling limited partners' interest at the end of each period to reflect their interest in the net assets of the Operating Partnership.

Preferred unit requirements in the Operating Partnership's accompanying consolidated statements of operations and comprehensive income represent distributions on outstanding preferred units and are recorded when declared.

3. Summary of Significant Accounting Policies

Investment Properties

Investment properties consist of the following as of December 31:

	2024	2023
Land	\$ 3,628,479	\$ 3,643,432
Buildings and improvements	36,083,518	35,141,486
Total land, buildings and improvements	39,711,997	38,784,918
Furniture, fixtures and equipment	530,395	500,220
Investment properties at cost	40,242,392	39,285,138
Less — accumulated depreciation	19,047,078	17,716,788
Investment properties at cost, net	\$ 21,195,314	\$ 21,568,350
Construction in progress included above	\$ 803,710	\$ 760,175

We record investment properties at cost. Investment properties include costs of acquisitions; development, predevelopment, and construction (including allocable salaries and related benefits); tenant allowances and improvements; and interest and real estate taxes incurred during construction. We capitalize improvements and replacements from repair and maintenance when the repair and maintenance extends the useful life, increases capacity, or improves the efficiency of the asset. All other repair and maintenance items are expensed as incurred. We capitalize interest on projects during periods of construction until the projects are ready for their intended purpose based on interest rates in place during the construction period. The amount of interest capitalized during each year is as follows:

	For the Year Ended December 31,		
	2024	2023	2022
Capitalized interest	\$ 36,059	\$ 39,906	\$ 35,482

We record depreciation on buildings and improvements utilizing the straight-line method over an estimated original useful life, which is generally 10 to 35 years. We review depreciable lives of investment properties periodically and we make adjustments when necessary to reflect a shorter economic life. We amortize tenant allowances and tenant improvements utilizing the straight-line method over the term of the related lease or occupancy term of the tenant, if shorter. We record depreciation on equipment and fixtures utilizing the straight-line method over seven to ten years.

We review investment properties for impairment on a property-by-property basis to identify and evaluate events or changes in circumstances which indicate that the carrying value of investment properties may not be recoverable. These circumstances include, but are not limited to, declines in a property's operational performance, such as declining cash flows, occupancy or total reported sales per square foot, the Company's intent and ability to hold the related asset, and, if applicable, the remaining time to maturity of underlying financing arrangements. We measure any impairment of investment property when the estimated undiscounted operating income before depreciation and amortization during the anticipated holding period plus its residual value, and, if applicable, on a probability weighted basis, is less than the carrying value of

Simon Property Group, Inc.

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Notes to Consolidated Financial Statements

**(Dollars in thousands, except share, per share, unit and per unit amounts
and where indicated as in millions or billions)**

the property. To the extent impairment has occurred, we charge to income the excess of carrying value of the property over our estimate of fair value.

We also review our investments, including investments in unconsolidated entities, to identify and evaluate whether events or changes in circumstances indicate that the carrying amount of our investments may not be recoverable. We will record an impairment charge if we determine the fair value of the investment is less than its carrying value and such impairment is other-than-temporary. Our evaluation of changes in economic or operating conditions and whether an impairment is other-than-temporary may include developing estimates of fair value, forecasted cash flows or operating income before depreciation and amortization.

We estimate undiscounted cash flows and fair value, if applicable, using observable and unobservable data such as operating income before depreciation and amortization, hold periods, estimated capitalization rates, or relevant market multiples, leasing prospects and local market information, expected probabilities of outcomes, if applicable, and whether an impairment is other-than-temporary. Changes in economic and operating conditions including, changes in the financial condition of our tenants and changes to our intent and ability to hold the related asset, that occur subsequent to our review of recoverability of investment property and other investments could impact the assumptions used in that assessment and could result in future charges to earnings if assumptions regarding those investments differ from actual results.

During the fourth quarter of 2024, we recorded an other-than-temporary impairment charge of \$57.0 million, representing our pre-development costs associated with an unconsolidated joint venture development project, which is included in gain due to disposal, exchange or revaluation of equity interests, net in the accompanying consolidated statement of operations and comprehensive income. Additionally, during the fourth quarter of 2024, we recorded an other-than-temporary impairment charge of \$ 19.3 million to reduce our investment balance in one retail unconsolidated joint venture to its estimated fair value, which is included in loss (gain) on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interest in unconsolidated entities and impairment, net in the accompanying consolidated statement of operations and comprehensive income.

Purchase Accounting

We allocate the purchase price of asset acquisitions and any excess investment in unconsolidated entities to the various components of the acquisition based upon the relative fair value of each component which may be derived from various observable or unobservable inputs and assumptions. Also, we may utilize third party valuation specialists. These components typically include buildings, land and intangibles related to in-place leases and we estimate:

- the relative fair value of land and related improvements and buildings on an as-if-vacant basis,
- the market value of in-place leases based upon our best estimate of current market rents and amortize the resulting market rent adjustment into lease income,
- the value of costs to obtain tenants, including tenant allowances and improvements and leasing commissions, and
- the value of lease income and recovery of costs foregone during a reasonable lease-up period, as if the space was vacant.

The relative fair value of buildings is depreciated over the estimated remaining life of the acquired building or related improvements. We amortize tenant improvements, in-place lease assets and other lease-related intangibles over the remaining life of the underlying leases. We also estimate the value of other acquired intangible assets, if any, which are amortized over the remaining life of the underlying related intangibles.

Cash and Cash Equivalents and Short-term investments

We consider all highly liquid investments purchased with an original maturity of 90 days or less to be cash and cash equivalents. Cash equivalents are carried at cost, which approximates fair value. Cash equivalents generally consist of

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commercial paper, bankers' acceptances, Eurodollars, repurchase agreements, and money market deposits or securities. Financial instruments that potentially subject us to concentrations of credit risk include our cash and cash equivalents and our trade accounts receivable. We place our cash and cash equivalents with institutions of high credit quality. However, at certain times, such cash and cash equivalents are in excess of Federal Deposit Insurance Corporation and Securities Investor Protection Corporation insurance limits. See Notes 4 and 8 for disclosures about non-cash investing and financing transactions.

We classify short-term investments, which consist of time-deposits with original maturities in excess of 90 days as available-for-sale. Short-term investments are reported at fair value and reviewed periodically for allowances for credit losses and impairment. When evaluating the investments, we review factors such as the extent to which the fair value of the security is less than the amortized cost basis, adverse conditions specifically related to the security, the financial condition of the issuer, the Company's intent to sell, and whether it would be more likely than not that the Company would be required to sell the investments before the recovery of their amortized cost basis.

Equity Instruments and Debt Securities

Equity instruments and debt securities consist primarily of equity instruments, our deferred compensation plan investments, the debt securities of our captive insurance subsidiary, and certain investments held to fund the debt service requirements of debt previously secured by investment properties. At December 31, 2024 and 2023, we had equity instruments with readily determinable fair values of \$ 89.9 million and \$ 97.7 million, respectively. Changes in the fair value of these equity instruments are recorded in unrealized gains (losses) in fair value of publicly traded equity instruments and derivative instrument, net in our consolidated statements of operations and comprehensive income. At December 31, 2024 and 2023, we had equity instruments without readily determinable fair values of \$ 408.9 million and \$ 240.2 million, respectively, for which we have elected the measurement alternative. We regularly evaluate these investments for any impairment in their estimated fair value, as well as any observable price changes for an identical or similar equity instrument of the same issuer. We recorded a reduction in the carrying value of these investments of \$ 7.0 million, nil , and \$ 27.5 million for the years ended December 31, 2024, 2023, and 2022, respectively. Changes in the fair value of these equity instruments are recorded in gain due to disposal, exchange, or revaluation of equity interests, net in our consolidated statements of operations and comprehensive income.

Our deferred compensation plan equity instruments are valued based upon quoted market prices. The investments have a matching liability as the amounts are fully payable to the employees that earned the compensation. Changes in value of these securities and changes to the matching liability to employees are both recognized in earnings and, as a result, there is no impact to consolidated net income.

At December 31, 2024 and 2023, we held debt securities of \$133.4 million and \$ 79.7 million, respectively, in our captive insurance subsidiary. The types of securities included in the investment portfolio of our captive insurance subsidiary are typically U.S. Treasury or other U.S. government securities as well as corporate debt securities with maturities ranging from less than one year to ten years . These securities are classified as available-for-sale and are valued based upon quoted market prices or other observable inputs when quoted market prices are not available. The amortized cost of debt securities, which approximates fair value, held by our captive insurance subsidiary is adjusted for amortization of premiums and accretion of discounts to maturity. Changes in the values of these securities are recognized in accumulated other comprehensive income (loss) until the gain or loss is realized or until any unrealized loss is deemed to be other-than-temporary. We review any declines in value of these securities for other-than-temporary impairment and consider the severity and duration of any decline in value. To the extent an other-than-temporary impairment is deemed to have occurred, an impairment is recorded and a new cost basis is established.

Our captive insurance subsidiary is required to maintain statutory minimum capital and surplus as well as maintain a minimum liquidity ratio. Therefore, our access to these securities may be limited.

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Fair Value Measurements

Level 1 fair value inputs are quoted prices for identical items in active, liquid and visible markets such as stock exchanges. Level 2 fair value inputs are observable information for similar items in active or inactive markets, and appropriately consider counterparty creditworthiness in the valuations. Level 3 fair value inputs reflect our best estimate of inputs and assumptions market participants would use in pricing an asset or liability at the measurement date. The inputs are unobservable in the market and significant to the valuation estimate. We have no investments for which fair value is measured on a recurring basis using Level 3 inputs.

We have equity instruments with readily determinable fair values that are valued using Level 1 inputs. We have foreign currency forward contracts, interest rate cap and swap agreements, and time-deposits that mature within one-year that are valued using Level 2 inputs. The notional value of our time-deposits approximate fair value given the relatively short-term nature of the instrument. We also have a bifurcated embedded derivative option that was a component of the € 750.0 million exchangeable bonds issued in November 2023. This instrument is classified as primarily having Level 3 inputs and is further discussed in Note 3, within the Derivative Financial Instruments subsection and Note 7.

Description	December 31, 2024	Quoted Prices in Active Markets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Other Unobservable Inputs (Level 3)	
Assets:							
Deferred costs and other assets	\$ 110,897	\$ 89,871		\$ 21,026		\$ -	
Liabilities:							
Other Liabilities	\$ 62,109	\$ -		\$ 2,136		\$ 59,973	
Description	December 31, 2023	Quoted Prices in Active Markets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Other Unobservable Inputs (Level 3)	
Assets:							
Short-term investments	\$ 1,000,000	\$ -		\$ 1,000,000		\$ -	
Deferred costs and other assets	\$ 113,779	\$ 97,696		\$ 16,083		\$ -	
Total	\$ 1,113,779	\$ 97,696		\$ 1,016,083		\$ -	
Liabilities:							
Other Liabilities	\$ 38,146	\$ -		\$ 9,774		\$ 28,372	

Note 7 includes a discussion of the fair value of debt measured using Level 2 inputs. Notes 3, 4, and 6 include discussions of the fair values recorded in purchase accounting using Level 2 and Level 3 inputs. Level 3 inputs to our purchase accounting and impairment analyses include our estimations of fair value, based primarily on net operating results of the property and capitalization rates.

Gains or losses on Issuances of Stock by Equity Method Investees

When one of our equity method investees issues additional shares to third parties, our percentage ownership interest in the investee may decrease. In the event the issuance price per share is higher or lower than our average carrying amount per share, we recognize a noncash gain or loss on the issuance, when appropriate. This noncash gain or loss is recognized in our net income in the period the change of ownership interest occurs.

Use of Estimates

We prepared the accompanying consolidated financial statements in accordance with accounting principles

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generally accepted in the United States, or GAAP. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reported period. Our actual results could differ from these estimates.

Deferred Costs and Other Assets

Deferred costs and other assets include the following as of December 31:

	2024	2023
Deferred lease costs, net	\$ 82,323	\$ 77,811
In-place lease intangibles, net	867	3,085
Acquired above market lease intangibles, net	1,879	5,629
Marketable securities of our captive insurance companies	133,381	79,716
Goodwill	20,098	20,098
Other marketable and non-marketable securities	498,974	338,120
Prepays, notes receivable and other assets, net	632,087	593,257
	<u>\$ 1,369,609</u>	<u>\$ 1,117,716</u>

Deferred Lease Costs

Our deferred leasing costs consist primarily of initial direct costs and, prior to the adoption of ASC 842, capitalized salaries and related benefits, in connection with lease originations. We record amortization of deferred leasing costs on a straight-line basis over the terms of the related leases. Details of these deferred costs as of December 31 are as follows:

	2024	2023
Deferred lease costs	\$ 249,477	\$ 273,010
Accumulated amortization	(167,154)	(195,199)
Deferred lease costs, net	<u>\$ 82,323</u>	<u>\$ 77,811</u>

Amortization of deferred leasing costs is a component of depreciation and amortization expense. The accompanying consolidated statements of operations and comprehensive income include amortization of deferred leasing costs as follows:

	For the Year Ended December 31,		
	2024	2023	2022
Amortization of deferred leasing costs	\$ 29,154	\$ 34,119	\$ 39,606

Intangibles

The average remaining life of in-place lease intangibles is approximately 2.4 years and is being amortized on a straight-line basis and is included with depreciation and amortization in the consolidated statements of operations and comprehensive income. The fair market value of above and below market leases is amortized into lease income over the remaining lease life as a component of reported lease income. The weighted average remaining life of these intangibles is approximately 2.3 years. The unamortized amount of below market leases is included in accounts payable, accrued expenses, intangibles and deferred revenues in the consolidated balance sheets and was \$ 7.5 million and \$ 11.1 million as of December 31, 2024 and 2023, respectively. The amount of amortization of above and below market leases, net, which increased lease income for the years ended December 31, 2024, 2023, and 2022, was \$ 0.1 million, \$ 0.9 million and \$ 1.7 million, respectively. If a lease is terminated prior to the original lease termination, any remaining unamortized intangible is written off to earnings.

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Details of intangible assets as of December 31 are as follows:

	2024	2023
In-place lease intangibles	\$ 38,133	\$ 52,138
Accumulated amortization	(37,266)	(49,054)
In-place lease intangibles, net	<u><u>\$ 867</u></u>	<u><u>\$ 3,084</u></u>

	2024	2023
Acquired above market lease intangibles	\$ 119,803	\$ 119,985
Accumulated amortization	(117,924)	(114,356)
Acquired above market lease intangibles, net	<u><u>\$ 1,879</u></u>	<u><u>\$ 5,629</u></u>

Estimated future amortization and the increasing (decreasing) effect on lease income for our above and below market leases as of December 31, 2024 are as follows:

	Below Market Leases	Above Market Leases	Impact to Lease Income, Net
2025	\$ 2,291	\$ (1,434)	\$ 857
2026	1,540	(420)	1,120
2027	1,241	(25)	1,216
2028	1,204	—	1,204
2029	1,117	—	1,117
Thereafter	123	—	123
	<u><u>\$ 7,516</u></u>	<u><u>\$ (1,879)</u></u>	<u><u>\$ 5,637</u></u>

Derivative Financial Instruments

We record all derivatives on our consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether we have designated a derivative as a hedge and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. We may use a variety of derivative financial instruments in the normal course of business to selectively manage or hedge a portion of the risks associated with our indebtedness and interest payments. Our objectives in using interest rate derivatives are to add stability to interest expense and to manage our exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps and caps. We require that hedging derivative instruments be highly effective in reducing the risk exposure that they are designated to hedge. We generally formally designate instruments that meets these hedging criteria as a hedge at the inception of the derivative contract. We have no credit-risk-related hedging or derivative activities.

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As of December 31, 2024, we had the following outstanding interest rate derivatives related to managing our interest rate risk:

Interest Rate Derivative	Number of Instruments	Notional Amount
Interest Rate Swaps	3	\$ 430.0 million
Interest Rate Swaps	2	€ 193.0 million
Interest Rate Caps	2	€ 80.0 million

As of December 31, 2023, we had the following outstanding interest rate derivatives related to managing our interest rate risk:

Interest Rate Derivative	Number of Instruments	Notional Amount
Interest Rate Swaps	5	\$ 805.0 million
Interest Rate Caps	1	\$ 38.0 million
Interest Rate Swaps	1	€ 128.0 million
Interest Rate Caps	3	€ 129.0 million

The carrying value of our interest rate cap and swap agreements, at fair value, as of December 31, 2024 and December 31, 2023 was a net asset balance of \$ 6.1 million and \$ 11.6 million, respectively, and is included in deferred costs and other assets.

Our exposure to market risk due to changes in interest rates primarily relates to our long-term debt obligations. We manage exposure to interest rate market risk through our risk management strategy by a combination of interest rate protection agreements to effectively fix or cap a portion of variable rate debt.

We may enter into treasury lock agreements as part of an anticipated debt issuance. Upon completion of the debt issuance, the fair value of these instruments is recorded as part of accumulated other comprehensive income (loss) and is amortized to interest expense over the life of the debt agreement.

The unamortized gain on our treasury locks and terminated hedges recorded in accumulated other comprehensive income was \$ 40.8 million and \$ 41.9 million as of December 31, 2024 and 2023, respectively. Within the next year, we expect to reclassify to earnings approximately \$ 6.1 million of gains related to terminated interest rate swaps from the current balance held in accumulated other comprehensive income (loss).

We are also exposed to foreign currency risk on financings of certain foreign operations. Our intent is to offset gains and losses that occur on the underlying exposers, with gains and losses on the derivative contracts hedging these exposers. We do not enter into either interest rate protection or foreign currency rate protection agreements for speculative purposes.

We are also exposed to fluctuations in foreign exchange rates on financial instruments which are denominated in foreign currencies, primarily in Yen and Euro. We use currency forward contracts, cross currency swap contracts, and nonderivative instruments such as foreign currency denominated debt to manage our exposure to changes in foreign exchange rates on certain Yen and Euro-denominated receivables and net investments. Currency forward contracts involve fixing the Yen:USD or Euro:USD exchange rate for delivery of a specified amount of foreign currency on a specified date. The currency forward contracts are typically cash settled in U.S. dollars for their fair value at or close to their settlement date.

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We had the following Euro:USD forward contracts designated as net investment hedges at December 31, 2024 and 2023 (in millions):

Notional Value	Maturity Date	Asset (Liability) Value as of	
		December 31, 2024	December 31, 2023
€ 50.0	January 17, 2024	—	(0.4)
€ 30.0	March 15, 2024	—	1.0
€ 51.0	March 15, 2024	—	(3.6)
€ 20.0	April 12, 2024	—	(0.1)
€ 25.0	July 17, 2024	—	0.7
€ 37.0	December 13, 2024	—	(0.9)
€ 37.0	December 13, 2024	—	(0.9)
€ 50.0	March 17, 2025	3.2	(1.1)
€ 27.0	March 17, 2025	1.9	—
€ 54.0	March 17, 2025	3.9	—
€ 50.0	April 17, 2025	3.8	—

Asset balances in the above table are included in deferred costs and other assets. Liability balances in the above table are included in other liabilities.

We have designated certain derivative and nonderivative instruments as net investment hedges. Accordingly, we report the changes in fair value in other comprehensive income (loss). For the years ended December 31, 2024, 2023, and 2022 we recorded gains (losses) of \$ 119.2 million, (\$ 45.2 million), and \$ 131.7 million, respectively, in the cumulative translation adjustment section of the other comprehensive income (loss). Changes in the value of these instruments are offset by changes in the underlying hedged Euro investments.

The total accumulated other comprehensive income (loss) related to Simon's derivative activities, including our share of other comprehensive income (loss) from unconsolidated entities, was \$ 57.9 million and \$ 48.7 million as of December 31, 2024 and 2023, respectively. The total accumulated other comprehensive income (loss) related to the Operating Partnership's derivative activities, including our share of the other comprehensive income (loss) from unconsolidated entities, was \$ 66.9 million and \$ 56.1 million as of December 31, 2024 and 2023, respectively.

The exchange option of our exchangeable bonds is valued as a derivative liability using an option pricing model that incorporates the observed period ending price of the exchangeable bonds and secondary market prices of comparable unsecured senior notes without an exchange feature. The key assumptions utilized are the period ending share-price of Klépierre, share-price implied volatility, the EUR risk-free rate, Klépierre expected dividend yield, time to maturity, and the comparable spread to the EUR risk-free rate of unsecured senior notes without an exchange feature.

The fair value of the option is recorded in other liabilities in the consolidated balance sheets and changes to the value of the option are recognized in the consolidated statements of operations and comprehensive income in unrealized gains (losses) in fair value of publicly traded equity instruments and derivative instrument, net.

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The key inputs into the option model for the exchange option within the exchangeable bonds as of December 31, 2024 and December 31, 2023 were as follows:

	December 31, 2024	December 31, 2023
Klépierre stock price	€ 27.80	€ 24.68
Implied volatility	19.20 %	17.88 %
EUR risk-free rate	2.10 %	2.11 %
Klépierre expected dividend yield	6.10 %	6.85 %
Expected term	1.87 years	2.88 years
Credit Spread	0.50 %	0.84 %

The option is measured at fair value on a recurring basis. As of December 31, 2024 and December 31, 2023 the values of the option were \$ 60.0 million and \$ 28.4 million, respectively.

Noncontrolling Interests

Simon

Details of the carrying amount of our noncontrolling interests are as follows as of December 31:

	2024	2023
Limited partners' interests in the Operating Partnership	\$ 451,339	\$ 447,494
Nonredeemable noncontrolling interests in properties, net	21,459	21,321
Total noncontrolling interests reflected in equity	\$ 472,798	\$ 468,815

Net income attributable to noncontrolling interests (which includes nonredeemable and redeemable noncontrolling interests in consolidated properties, limited partners' interests in the Operating Partnership, and preferred distributions payable by the Operating Partnership on its outstanding preferred units) is a component of consolidated net income. In addition, the individual components of other comprehensive income (loss) are presented in the aggregate for both controlling and noncontrolling interests, with the portion attributable to noncontrolling interests deducted from comprehensive income attributable to common stockholders.

The Operating Partnership

Our evaluation of the appropriateness of classifying the Operating Partnership's common units of partnership interest, or units, held by Simon and the Operating Partnership's limited partners within permanent equity considered several significant factors. First, as a limited partnership, all decisions relating to the Operating Partnership's operations and distributions are made by Simon, acting as the Operating Partnership's sole general partner. The decisions of the general partner are made by Simon's Board of Directors or management. The Operating Partnership has no other governance structure. Secondly, the sole asset of Simon is its interest in the Operating Partnership. As a result, a share of common stock of Simon, or common stock, if owned by the Operating Partnership, is best characterized as being similar to a treasury share and thus not an asset of the Operating Partnership.

Limited partners of the Operating Partnership have the right under the Operating Partnership's partnership agreement to exchange their units for shares of common stock or cash, as selected by Simon as the sole general partner. Accordingly, we classify units held by limited partners in permanent equity because Simon may elect to issue shares of common stock to limited partners exercising their exchange rights rather than using cash. Under the Operating Partnership's partnership agreement, the Operating Partnership is required to redeem units held by Simon only when Simon has repurchased shares of common stock. We classify units held by Simon in permanent equity because the decision to redeem those units would be made by Simon.

Net income attributable to noncontrolling interests (which includes nonredeemable and redeemable noncontrolling interests in consolidated properties) is a component of consolidated net income.

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Accumulated Other Comprehensive Income (Loss)

Simon

The total accumulated other comprehensive income (loss) related to Simon's currency translation adjustment was (\$ 250.2) million, (\$ 221.6) million and (\$ 199.5) million as of December 31, 2024, 2023 and 2022, respectively.

The reclassifications out of accumulated other comprehensive income (loss) consisted of the following as of December 31:

	For the Year Ended December 31,			Affected line item where net income is presented
	2024	2023	2022	
Accumulated derivative gains, net	\$ 5,623	\$ 4,084	\$ 1,595	Interest expense
	(757)	(533)	(202)	Net income attributable to noncontrolling interests
	<u><u>\$ 4,866</u></u>	<u><u>\$ 3,551</u></u>	<u><u>\$ 1,393</u></u>	

The Operating Partnership

The total accumulated other comprehensive income (loss) related to the Operating Partnership's currency translation adjustment was (\$ 289.1) million, (\$ 254.9) million and (\$ 228.3) million as of December 31, 2024, 2023 and 2022, respectively.

The reclassifications out of accumulated other comprehensive income (loss) consisted of the following as of December 31:

	For the Year Ended December 31,			Affected line item where net income is presented
	2024	2023	2022	
Accumulated derivative gains, net	\$ 5,623	\$ 4,084	\$ 1,595	Interest expense

Revenue Recognition

We, as a lessor, primarily under long-term leases, retain substantially all of the risks and benefits of ownership of the investment properties and account for our leases as operating leases. We accrue fixed lease income on a straight-line basis over the terms of the leases when we believe substantially all lease income, including the related straight-line rent receivable, is probable of collection. Substantially all of our retail tenants are also required to pay overage rents based on reported sales over a stated base amount during the lease year. We recognize this variable lease consideration only when each tenant's reported sales exceed the applicable sales threshold. We amortize any tenant inducements as a reduction of lease income utilizing the straight-line method over the term of the related lease or occupancy term of the tenant, if shorter.

We structure our leases to allow us to recover a significant portion of our property operating, real estate taxes, repairs and maintenance, and advertising and promotion expenses from our tenants. A substantial portion of our leases, other than those for anchor stores, require the tenant to reimburse us for a substantial portion of our operating expenses, including common area maintenance, or CAM, real estate taxes and insurance. Such property operating expenses typically include utility, insurance, security, janitorial, landscaping, food court and other administrative expenses. This significantly reduces our exposure to increases in costs and operating expenses resulting from inflation or otherwise. For substantially all of our leases in the U.S. mall portfolio, we receive a fixed payment from the tenant for the CAM component which is

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recognized as lease income on a straight-line basis over the term of the lease beginning with the adoption of ASC 842. When not reimbursed by the fixed CAM component, CAM expense reimbursements are based on the tenant's proportionate share of the allocable operating expenses and CAM capital expenditures for the property. We accrue all variable reimbursements from tenants for recoverable portions of all of these expenses as variable lease consideration in the period the applicable expenditures are incurred. We recognize differences between estimated recoveries and the final billed amounts in the subsequent year. These differences were not material in any period presented. Our advertising and promotional costs are expensed as incurred. Provisions for credit losses that are not probable of collection are recognized as a reduction of lease income.

In April 2020, the FASB staff released guidance focused on treatment of concessions related to the effects of COVID-19 on the application of lease modification guidance in Accounting Standards Codification (ASC) 842, "Leases." The guidance provides a practical expedient to forgo the associated reassessments required by ASC 842 when changes to a lease result in similar or lower future consideration. We have elected to generally account for rent abatements as negative variable lease consideration in the period granted, or in the period we determine we expect to grant an abatement. Further abatements granted in the future will reduce lease income in the period we grant, or determine we expect to grant, an abatement.

In connection with rent deferrals or other accruals of unpaid rent payments, if we determine that rent payments are probable of collection, we will continue to recognize lease income on a straight-line basis over the lease term along with associated tenant receivables. However, if we determine that such deferred rent payments or other accrued but unpaid rent payments are not probable of collection, lease income will be recorded on the cash basis, with the corresponding tenant receivable and deferred rent receivable balances charged as a direct write-off against lease income in the period of the change in our collectability determination. Additionally, our assessment of collectability, primarily under long-term leases, incorporates information regarding a tenant's financial condition that is obtained from available financial data, the expected outcome of contractual disputes and other matters, and our communications and negotiations with the tenant.

When a tenant seeks to reorganize its operations through bankruptcy proceedings, we assess the collectability of receivable balances. Our ongoing assessment incorporates, among other things, the timing of a tenant's bankruptcy filing and our expectations of the assumptions by the tenant in bankruptcy proceedings of leases at the Company's properties on substantially similar terms. Refer to Note 9 for further disclosure of lease income.

Management Fees and Other Revenues

Management fees and other revenues are generally received from our unconsolidated joint venture properties as well as third parties. Management fee revenue is earned based on a contractual percentage of joint venture property revenue. Development fee revenue is earned on a contractual percentage of hard costs to develop a property. Leasing fee revenue is earned on a contractual per square foot charge based on the square footage of current year leasing activity. We recognize revenue for these services provided when earned based on the performance criteria.

Revenues from insurance premiums charged to unconsolidated properties are recognized on a pro-rata basis over the terms of the policies. Insurance losses on these policies and our self-insurance for our consolidated properties are reflected in property operating expenses in the accompanying consolidated statements of operations and comprehensive income and include estimates for losses incurred but not reported as well as losses pending settlement. Estimates for losses are based on evaluations by third-party actuaries and management's estimates. Total insurance reserves for our insurance subsidiaries and other self-insurance programs as of December 31, 2024 and 2023 approximated \$ 114.8 million and \$ 96.1 million, respectively, and are included in other liabilities in the consolidated balance sheets. Information related to the securities included in the investment portfolio of our captive insurance subsidiary is included within the "Equity Instruments and Debt Securities" section above.

Income Taxes

Simon and certain subsidiaries of the Operating Partnership have elected to be taxed as REITs under Sections 856 through 860 of the Internal Revenue Code and applicable Treasury regulations relating to REIT qualification. In order to

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maintain this REIT status, the regulations require the entity to distribute at least 90% of REIT taxable income to its owners and meet certain other asset and income tests as well as other requirements. We intend to continue to adhere to these requirements and maintain Simon's REIT status and that of the REIT subsidiaries. As REITs, these entities will generally not be liable for U.S. federal corporate income taxes as long as they distribute not less than 100% of their REIT taxable income. Thus, we made no provision for U.S. federal income taxes for these entities in the accompanying consolidated financial statements. If Simon or any of the REIT subsidiaries fail to qualify as a REIT, and if available relief provisions do not apply, Simon or that entity will be subject to tax at regular corporate rates for the years in which it failed to qualify. If Simon or any of the REIT subsidiaries loses its REIT status it could not elect to be taxed as a REIT for four taxable years following the year during which qualification was lost unless the failure to qualify was due to reasonable cause and certain other conditions were satisfied.

We have also elected taxable REIT subsidiary, or TRS, status for some of our subsidiaries. This enables us to provide services that would otherwise be considered impermissible for REITs and participate in activities that do not qualify as "rents from real property," in each case, through such subsidiaries. For these entities, deferred tax assets and liabilities are established for temporary differences between the financial reporting basis and the tax basis of assets and liabilities at the enacted tax rates expected to be in effect when the temporary differences reverse. A valuation allowance for deferred tax assets is provided if we believe all or some portion of the deferred tax asset may not be realized. An increase or decrease in the valuation allowance that results from the change in circumstances that causes a change in our judgment about the realizability of the related deferred tax asset is included in income.

As a partnership, the allocated share of the Operating Partnership's income or loss for each year is included in the income tax returns of the partners; accordingly, no accounting for income taxes is required in the accompanying consolidated financial statements other than as discussed above for our TRSs.

As of December 31, 2024 and 2023, we had net deferred tax liabilities of \$217.8 million and \$ 307.8 million, respectively, which primarily relate to the temporary differences between the carrying value of balance sheet assets and liabilities and their tax bases. These differences were primarily created through the consolidation of various European assets in 2016. Additionally, we have deferred tax assets related to our TRSs, consisting of operating losses and other carryforwards for U.S. federal income tax purposes as well as the timing of the deductibility of losses or reserves from insurance subsidiaries, though these amounts are not material to the financial statements. The deferred tax asset is included in deferred costs and other assets and the deferred tax liability is included in other liabilities in the accompanying consolidated balance sheets.

We are also subject to certain other taxes, including state and local taxes, franchise taxes, as well as income-based and withholding taxes on dividends from certain of our international investments, which are included in income and other taxes in the consolidated statements of operations and comprehensive income.

Our cash paid for taxes in each period was as follows:

	For the Year Ended December 31,		
	2024	2023	2022
Cash paid for taxes	\$ 119,145	\$ 31,187	\$ 53,241

Corporate Expenses

Home and regional office costs primarily include compensation and personnel related costs, travel, building and office costs, and other expenses for our corporate home office and regional offices. General and administrative expense primarily includes executive compensation, benefits and travel expenses as well as costs of being a public company, including certain legal costs, audit fees, regulatory fees, and certain other professional fees.

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Simon Property Group Acquisition Holdings, Inc.

The Company sponsored, through a wholly-owned subsidiary, a special purpose acquisition corporation, or SPAC, named Simon Property Group Acquisition Holdings, Inc. On February 18, 2021, the SPAC announced the pricing of its initial public offering, which was consummated on February 23, 2021, and generated gross proceeds of \$345.0 million, was placed in a trust account. The SPAC was a consolidated VIE which was formed for the purpose of effecting a business combination. The Company accounted for the noncontrolling interest in the SPAC as noncontrolling redeemable interests as these instruments were redeemable at the option of the holder and were classified as temporary equity at their redemption value in Simon's accompanying consolidated balance sheet in Limited partners preferred interest in the Operating Partnership and noncontrolling redeemable interests and in the Operating Partnership's accompanying consolidated balance sheet in Preferred units, various series, at liquidation value, and noncontrolling redeemable interests.

In December 2022, the SPAC was liquidated and dissolved, resulting in the recognition of a \$ 10.2 million loss recorded in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income, representing our investment in the SPAC.

New Accounting Pronouncements

In March 2020, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2020-04, "Reference Rate Reform," which provides temporary optional expedients and exceptions to the US GAAP guidance on contract modifications and hedge accounting to ease the financial reporting burdens of the expected market transition from LIBOR and other interbank offered rates to alternative reference rates. Additional optional expedients, exceptions, and clarifications were created in ASU 2021-01. The guidance is effective upon issuance and generally can be applied to any contract modifications or existing and new hedging relationships through December 31, 2024. We elected the expedients in conjunction with transitioning certain debt instruments, as discussed in Note 7, to alternative benchmark indexes. There was no impact on our consolidated financial statements at adoption.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting," which provides improvements to reportable segment disclosures, primarily through enhanced disclosures about significant segment expenses. The standard became effective for us for fiscal years beginning after December 15, 2023 and will be effective for interim periods within fiscal years beginning after December 15, 2024. Refer to Note 11.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes," which provides improvements to income tax disclosures by enhancing the transparency and decision usefulness of the material provided. The standard will be effective for us for the fiscal years beginning after December 15, 2024. We are currently evaluating the impact that the adoption of the new standard will have on our consolidated financial statements and footnotes.

In November 2024, the FASB issued ASU 2024-03, "Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures," to improve the disclosures about a public business entity's expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The standard will be effective for us for fiscal years beginning after December 15, 2025 and interim periods within those fiscal years. We are currently evaluating the impact that the adoption of this new standard will have on our consolidated financial statements and footnotes.

4. Real Estate Acquisitions and Dispositions

We acquire interests in properties to generate both current income and long-term appreciation in value. We acquire interests in individual properties or portfolios of real estate companies that meet our investment criteria and sell properties which no longer meet our strategic criteria. Unless otherwise noted below, gains and losses on these transactions are included in (loss) gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income. We capitalize asset acquisition costs and expense costs related to business combinations, as well

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as disposition related costs as they are incurred. We incurred a minimal amount of transaction expenses during 2024, 2023, and 2022. Refer to Note 6 for disclosure of unconsolidated joint venture acquisitions and dispositions.

Our acquisition and disposition activity for the periods presented are as follows:

2025 Acquisitions

On January 30, 2025, we completed the acquisition of a 100 % interest in two luxury outlet destinations in Italy, one in Leccio, nearby Florence, and the other in Sanremo, on the Italian riviera. The acquisition price was € 350.0 million, subject to customary working capital adjustments.

2024 Acquisitions

In the fourth quarter of 2024, we acquired the remaining interest in Smith Haven Mall from a joint venture partner, resulting in the consolidation of this property. The cash consideration for this transaction was \$ 56.1 million, which includes cash acquired of \$ 35.8 million. Upon consolidation, we recorded \$ 170.1 million of investment property. The property was subject to a \$ 160.8 million 8.10 % variable rate mortgage loan. This mortgage loan was paid off prior to December 31, 2024. We accounted for this transaction as an asset acquisition and these non-cash investing and financing activities are excluded from our statement of cash flows.

On February 6, 2024, we acquired an additional interest in Miami International Mall from a joint venture partner, resulting in the consolidation of this property. The cash consideration for this transaction was de minimis. Upon consolidation, we recorded \$ 102.5 million of investment property. The property is subject to a \$ 158.0 million 6.92 % fixed rate mortgage loan. We accounted for this transaction as an asset acquisition and these non-cash investing and financing activities are excluded from our statement of cash flows.

2024 Dispositions

During 2024, we disposed of our interests in two consolidated retail properties. The combined proceeds from these transactions were \$ 55.2 million, resulting in a net loss of \$ 67.2 million.

2022 Acquisitions

On June 17, 2022, we acquired an additional interest in Gloucester Premium Outlets from a joint venture partner for \$ 14.0 million in cash consideration, including a pro-rata share of working capital, resulting in the consolidation of this property. The property is subject to an \$ 85.7 million 3.29 % variable interest rate mortgage loan. We accounted for this transaction as an asset acquisition and substantially all of our investment has been determined to relate to investment property.

2022 Dispositions

On June 17, 2022, we disposed of our interest in one consolidated retail property. The proceeds from this transaction were \$ 59.0 million, resulting in a loss of \$ 15.6 million.

5. Per Share and Per Unit Data

We determine basic earnings per share and basic earnings per unit based on the weighted average number of shares of common stock or units, as applicable, outstanding during the period and we consider any participating securities for purposes of applying the two-class method. We determine diluted earnings per share and diluted earnings per unit based on the weighted average number of shares of common stock or units, as applicable, outstanding combined with the incremental weighted average number of shares or units, as applicable, that would have been outstanding assuming all potentially dilutive securities were converted into shares of common stock or units, as applicable, at the earliest date possible. The following tables set forth the components of basic and diluted earnings per share and basic and diluted earnings per unit.

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Simon

	For the Year Ended December 31,		
	2024	2023	2022
Net Income attributable to Common Stockholders — Basic and Diluted	\$ 2,367,559	\$ 2,279,789	\$ 2,136,198
Weighted Average Shares Outstanding — Basic and Diluted	326,097,137	326,807,326	327,816,695

For the year ended December 31, 2024, potentially dilutive securities include units that are exchangeable for common stock and long-term incentive performance units, or LTIP units, granted under our long-term incentive performance programs that are convertible into units and exchangeable for common stock. No securities had a material dilutive effect for the years ended December 31, 2024, 2023, and 2022. We have not adjusted net income attributable to common stockholders and weighted average shares outstanding for income allocable to limited partners or units, respectively, as doing so would have no dilutive impact. We accrue dividends when they are declared.

The Operating Partnership

	For the Year Ended December 31,		
	2024	2023	2022
Net Income attributable to Unitholders — Basic and Diluted	\$ 2,725,765	\$ 2,613,117	\$ 2,444,395
Weighted Average Units Outstanding — Basic and Diluted	375,434,534	374,589,788	375,111,997

For the year ended December 31, 2024, potentially dilutive securities include LTIP units. No securities had a material dilutive effect for the years ended December 31, 2024, 2023, and 2022. We accrue distributions when they are declared.

The taxable nature of the dividends declared and Operating Partnership distributions declared for each of the years ended as indicated is summarized as follows:

	For the Year Ended December 31,		
	2024	2023	2022
Total dividends/distributions paid per common share/unit	\$ 8.10	\$ 7.45	\$ 6.90
Percent taxable as ordinary income	99.40 %	99.70 %	98.60 %
Percent taxable as long-term capital gains	0.60 %	0.30 %	1.40 %
	100.00 %	100.00 %	100.00 %

6. Investments in Unconsolidated Entities and International Investments

Real Estate Joint Ventures and Investments

Joint ventures are common in the real estate industry. We use joint ventures to finance properties, develop new properties and diversify our risk in a particular property or portfolio of properties. As discussed in Note 2, we held joint venture interests in 79 properties as of December 31, 2024 and 81 properties as of December 31, 2023.

Certain of our joint venture properties are subject to various rights of first refusal, buy-sell provisions, put and call rights, or other sale or marketing rights for partners which are customary in real estate joint venture agreements and the industry. We and our partners in these joint ventures may initiate these provisions (subject to any applicable lock up or similar restrictions), which may result in either the sale of our interest or the use of available cash or borrowings, or the use of limited partnership interests in the Operating Partnership, to acquire the joint venture interest from our partner.

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We may provide financing to joint ventures primarily in the form of interest bearing construction loans. As of December 31, 2024 and 2023, we had construction loans and other advances to these related parties totaling \$ 59.6 million and \$ 98.0 million, respectively, which are included in deferred costs and other assets in the accompanying consolidated balance sheets.

During the third quarter of 2023, we disposed of our interest in one unconsolidated property through foreclosure in satisfaction of the \$ 114.8 million non-recourse mortgage loan. We recognized no gain or loss in connection with this disposal.

During 2022, we recorded a non-cash gain of \$ 19.9 million related to the disposition and foreclosure of two unconsolidated properties in satisfaction of the respective \$ 99.6 million and \$ 83.1 million non-recourse mortgage loans, which is included in loss (gain) on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statement of operations and comprehensive income. This non-cash investing and financing activity is excluded from our consolidated statement of cash flows.

Taubman Realty Group

During the fourth quarter of 2024, we acquired an additional 4 % ownership in TRG for approximately \$ 266.7 million by issuing 1,572,500 units in the Operating Partnership, bringing our noncontrolling ownership interest in TRG to 88 %. In the third quarter of 2023, we acquired an additional 4 % ownership in TRG for approximately \$ 199.6 million by issuing 1,725,000 units in the Operating Partnership. Substantially all our investment has been determined to relate to investment property. Our investment includes 6.38 % Series A Cumulative Redeemable Preferred Units for \$ 362.5 million issued to us. Neither transaction included or resulted in any change to the rights and obligations or decision making authority of the members of the TRG partnership.

The tables below represent summary financial information of TRG.

	December 31, 2024	December 31, 2023
	For the Year Ended December 31,	
	2024	2023
Total assets	\$ 3,210,634	\$ 3,416,630
Total liabilities	4,171,378	4,386,131
Noncontrolling interests	167,251	164,720
	For the Year Ended December 31,	
	2024	2023
Total revenues	\$ 716,668	\$ 695,222
Operating income before other items	289,827	281,349
Consolidated net income (loss)	243,169	42,910
Our share of net income (loss)	203,518	32,728
Amortization of excess investment	(264,942)	(113,333)
	(189,629)	(189,629)

Other Platform Investments

During the fourth quarter of 2024, J.C. Penney completed an all-equity transaction where it acquired the retail operations of SPARC Group, resulting in the recognition of a non-cash pre-tax gain, our share of which was \$ 100.5 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. The combined business was renamed Catalyst post transaction. This non-cash investment activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$ 25.1 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income. As of December 31, 2024, we own a 31.3 % noncontrolling interest in Catalyst.

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Additionally, we continue to hold a 33.3 % noncontrolling interest in SPARC Holdings, the former owner of SPARC Group, which now primarily holds a 25 % interest in Catalyst.

During the first quarter of 2024, we and a partner funded a loan to SPARC Group, our share of which was \$ 100.0 million, which constituted a reconsideration event and the resulting determination that SPARC Group was a VIE. As we did not have power to direct the activities that most significantly impacted the economic performance of SPARC Group, we were not the primarily beneficiary and continued to account for our investment under the equity method. In the second quarter of 2024, we were reimbursed \$ 50.0 million by a venture partner, reducing our loan receivable to \$ 50.0 million and equalizing all partners' loans to the venture. We had previously provided a guarantee to SPARC Group's lenders of \$ 50.0 million, however as a result of the Catalyst transaction discussed above, this guarantee has been cancelled. Further, we have determined SPARC Group is no longer a VIE.

During the third quarter of 2023, SPARC Group issued equity to a third party resulting in the dilution of our ownership to approximately 33.3 % and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$ 145.8 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. This non-cash investing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$ 36.9 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

During the second quarter of 2024, we participated in the formation of a joint venture, Phoenix Retail, LLC, to acquire the Express Retail Company and operate Express and Bonobos direct-to-consumer businesses in the United States, from the previous owner on June 21, 2024, in a bankruptcy proceeding. There was no cash consideration transferred for our 39.4 % noncontrolling interest and non-cash consideration was de minimis.

During the first quarter of 2024, we sold all of our remaining interest in Authentic Brands Group, or ABG, for cash proceeds of \$ 1.2 billion, resulting in a pre-tax gain of \$ 414.8 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. In connection with this transaction, we recorded tax expense of \$ 103.7 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

During the fourth quarter of 2023, we sold a portion of our interest in ABG for cash proceeds of \$300.2 million, resulting in a pre-tax gain of \$ 157.1 million. In connection with this transaction, we recorded tax expense of \$ 39.3 million which is included in income and other tax expense in the consolidated statement of operations and comprehensive income. Concurrently, ABG completed a capital transaction resulting in the dilution of our ownership to approximately 9.6 % and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$ 10.3 million. These gains are included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. This non-cash investing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$ 2.6 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

During the third quarter of 2023, ABG completed a capital transaction resulting in the dilution of our ownership to approximately 11.7 % and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$ 12.4 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net in the consolidated statement of operations and comprehensive income. This non-cash investing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$ 3.1 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

During the second quarter of 2023, ABG completed a capital transaction resulting in a dilution of our ownership from approximately 12.3 % to approximately 11.8 % and a deemed disposal of a proportional interest of our investment. As a result, we recognized a non-cash pre-tax gain on the deemed disposal of \$ 36.4 million, which is included in gain due to

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disposal, exchange, or revaluation of equity interests in the consolidated statement of operations and comprehensive income. This non-cash investing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$ 9.1 million, which is included in income and other tax expense in the consolidated statement of operations and comprehensive income.

During the fourth quarter of 2022, we sold to ABG all of our interests in the licensing venture of Eddie Bauer for additional interests in ABG. As a result, in the fourth quarter of 2022, we recognized a non-cash pre-tax gain of \$ 159.0 million, which is included in gain due to disposal, exchange, or revaluation of equity interests, net, representing the difference between the fair value of the interests received determined using Level 3 inputs and the \$ 98.8 million carrying value of the intellectual property licensing venture less costs to sell. This non-cash investing and financing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$ 39.7 million.

As of December 31, 2024, we own a 45 % noncontrolling interest in Rue Gilt Groupe.

On December 19, 2022, we completed the acquisition of a 50 % noncontrolling legal ownership interest in Jamestown, a global real estate investment and asset management company, as well as separate interests in certain real estate and working capital, for total cash consideration of \$ 173.4 million. In connection with this transaction our excess investment was primarily assigned to intangible assets and goodwill.

The tables below represents combined summary financial information, after intercompany eliminations, of our other platform investments. The decline in total assets and liabilities shown below is primarily due to the sale of our interests in ABG described above.

	December 31, 2024	December 31, 2023
Total assets	\$ 7,362,494	\$ 14,921,120
Total liabilities	7,093,528	11,406,440
Noncontrolling interests	—	501,224

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	For the Year Ended December 31,		
	2024	2023	2022
Total revenues	\$ 12,627,806	\$ 13,865,845	\$ 14,895,379
Operating income before other items	10,438	683,723	972,360
Consolidated net (loss) income	(201,170)	239,491	738,255
Share of net (loss) income, net of tax	(21,920)	40,002	238,412
Amortization of excess investment	(2,768)	(6,740)	(6,659)

International Investments

We conduct our international operations primarily through joint venture arrangements and account for the majority of these international joint venture investments using the equity method of accounting.

European Investments

At December 31, 2024, we owned 63,924,148 shares, or approximately 22.4 %, of Klépierre, which had a quoted market price of \$ 28.88 per share. The tables below represent summary financial information with respect to our investment in Klépierre. This information is based on applicable Euro:USD exchange rates and after our conversion of Klépierre's results to GAAP.

	December 31, 2024	December 31, 2023
Total assets	\$ 15,114,097	\$ 16,114,513
Total liabilities	9,843,187	10,282,111
Noncontrolling interests	1,138,385	1,255,479

	For the Year Ended December 31,		
	2024	2023	2022
Total revenues	\$ 1,421,595	\$ 1,359,246	\$ 1,308,409
Operating income before other items	659,553	618,260	590,829
Consolidated net income	441,371	347,311	581,075
Our share of net income	83,806	64,805	116,084
Amortization of excess investment	(15,029)	(17,658)	(13,937)

During the years ended December 31, 2024 and 2023, Klépierre completed the disposal of its interests in certain shopping centers and our share of the net loss was \$ 4.1 million and \$ 11.2 million, respectively. During the year ended December 31, 2022, Klépierre completed the disposal of its interests in certain shopping centers and our share of the net gain was \$ 1.3 million. These transactions are included in (loss) gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income

We have an interest in a European investee that had interests in 12 Designer Outlet properties as of December 31, 2024, 12 Designer Outlet properties as of December 31, 2023, and 11 Designer Outlet properties as of December 31, 2022. Eight of these Designer Outlets are consolidated by us as of December 31, 2024. As of December 31, 2024, our legal percentage ownership interests in these properties ranged from 23 % to 94 %. Due to certain redemption rights held by our venture partner, which will require us to purchase their interests under certain circumstances, the noncontrolling

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interest is presented (i) in the accompanying Simon consolidated balance sheets outside of equity in limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests in properties and (ii) in the accompanying Operating Partnership consolidated balance sheets within preferred units, various series, at liquidation value, and noncontrolling redeemable interests in properties.

In addition, we have a 50.0 % noncontrolling interest in a European property management and development company that provides services to the Designer Outlet properties.

Asian Joint Ventures

We conduct our international Premium Outlet operations in Japan through a joint venture with Mitsubishi Estate Co., Ltd. We have a 40 % noncontrolling ownership interest in this joint venture. The carrying amount of our investment in this joint venture was \$ 221.5 million and \$ 231.2 million as of December 31, 2024 and 2023, respectively, including all related components of accumulated other comprehensive income (loss). We conduct our international Premium Outlet operations in South Korea through a joint venture with Shinsegae International Co. We have a 50 % noncontrolling ownership interest in this joint venture. The carrying amount of our investment in this joint venture was \$ 209.1 million and \$ 200.6 million as of December 31, 2024 and 2023, respectively, including all related components of accumulated other comprehensive income (loss).

Summary Financial Information

The following tables present a summary of the combined balance sheets and statements of operations of our equity method investments and share of income from such investments, excluding our investments in Klépierre and TRG, as well as our other platform investments.

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COMBINED BALANCE SHEETS

	December 31, 2024	December 31, 2023
Assets:		
Investment properties, at cost	\$ 18,875,241	\$ 19,315,578
Less - accumulated depreciation	<u>8,944,188</u>	8,874,745
	<u>9,931,053</u>	10,440,833
Cash and cash equivalents	1,270,594	1,372,377
Tenant receivables and accrued revenue, net	533,676	505,933
Right-of-use assets, net	113,014	126,539
Deferred costs and other assets	531,059	537,943
Total assets	<u>\$ 12,379,396</u>	\$ 12,983,625
Liabilities and Partners' Deficit:		
Mortgages	\$ 13,666,090	\$ 14,282,839
Accounts payable, accrued expenses, intangibles, and deferred revenue	<u>1,037,015</u>	1,032,217
Lease liabilities	<u>104,120</u>	116,535
Other liabilities	<u>363,488</u>	368,582
Total liabilities	<u>15,170,713</u>	15,800,173
Preferred units	67,450	67,450
Partners' deficit	<u>(2,858,767)</u>	(2,883,998)
Total liabilities and partners' deficit	<u>\$ 12,379,396</u>	\$ 12,983,625
Our Share of:		
Partners' deficit	\$ (1,180,960)	\$ (1,258,809)
Add: Excess Investment	<u>1,077,204</u>	1,173,852
Our net Investment in unconsolidated entities, at equity	<u>\$ (103,756)</u>	<u>\$ (84,957)</u>

"Excess Investment" represents the unamortized difference of our investment over our share of the equity in the underlying net assets of the joint ventures or other investments acquired and has been determined to relate to the fair value of the investment properties, intangible assets, including goodwill, and debt premiums and discounts. We amortize excess investment over the life of the related depreciable components of assets acquired, typically no greater than 40 years, the terms of the applicable leases, the estimated useful lives of the finite lived intangibles, and the applicable debt maturity, respectively. The amortization is included in the reported amount of income from unconsolidated entities.

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As of December 31, 2024, scheduled principal repayments on these joint venture properties' mortgage indebtedness, assuming the obligations remain outstanding through the initial maturities, are as follows:

2025	\$ 2,703,030
2026	2,929,317
2027	2,276,766
2028	2,201,597
2029	204,918
Thereafter	<u>3,382,906</u>
Total principal maturities	<u>13,698,534</u>
Debt issuance costs	<u>(32,444)</u>
Total mortgages	<u>\$ 13,666,090</u>

This debt becomes due in installments over various terms extending through 2035 with interest rates ranging from 0.28 % to 13.40 % and a weighted average interest rate of 4.77 % at December 31, 2024.

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COMBINED STATEMENTS OF OPERATIONS

	December 31,		
	2024	2023	2022
REVENUE:			
Lease income	\$ 3,060,755	\$ 2,984,455	\$ 2,894,611
Other income	<u>385,004</u>	<u>464,058</u>	<u>341,923</u>
Total revenue	3,445,759	3,448,513	3,236,534
OPERATING EXPENSES:			
Property operating	660,004	638,638	605,018
Depreciation and amortization	<u>636,218</u>	<u>656,089</u>	<u>666,762</u>
Real estate taxes	<u>231,843</u>	<u>237,809</u>	<u>246,707</u>
Repairs and maintenance	<u>74,172</u>	<u>77,093</u>	<u>81,522</u>
Advertising and promotion	<u>88,693</u>	<u>83,279</u>	<u>74,776</u>
Other	<u>299,645</u>	<u>236,955</u>	<u>205,405</u>
Total operating expenses	1,990,575	1,929,863	1,880,190
Operating Income Before Other Items	1,455,184	1,518,650	1,356,344
Interest expense	(711,402)	(685,193)	(599,245)
(Loss) gain on sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	<u>(36,536)</u>	<u>20,529</u>	<u>50,336</u>
Net Income	\$ 707,246	\$ 853,986	\$ 807,435
Third-Party Investors' Share of Net Income	\$ 360,792	\$ 436,408	\$ 423,816
Our Share of Net Income	\$ 346,454	\$ 417,578	\$ 383,619
Amortization of Excess Investment	(58,163)	(59,707)	(60,109)
Our Share of Loss on Sale or Disposal of Assets and Interests in Other Income in the Consolidated Financial Statements	36,470	—	—
Our Share of Loss (gain) on Acquisition of Controlling Interest, Sale or Disposal of, or Recovery on, Assets and Interests in Unconsolidated Entities and Impairment, net	18,236	(454)	(2,532)
Income from Unconsolidated Entities	\$ 342,997	\$ 357,417	\$ 320,978

Our share of income from unconsolidated entities in the above table, aggregated with our share of results from our investments in Klépierre and TRG, as well as our other platform investments, is presented in income from unconsolidated entities in the accompanying consolidated statements of operations and comprehensive income. Unless otherwise noted, our share of the gain on sale or disposal of, or recovery on, assets and interests in unconsolidated entities, net is reflected within (loss) gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income.

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7. Indebtedness

Our mortgages and unsecured indebtedness, excluding the impact of derivative instruments, consist of the following as of December 31:

	2024	2023
Fixed-Rate Debt:		
Mortgage notes, including \$ 1,518 and \$ 1,977 of net premiums and \$ 8,749 and \$ 10,408 of debt issuance costs, respectively. Weighted average interest and maturity of 3.96 % and 2.2 years at December 31, 2024.	\$ 4,788,845	\$ 4,832,884
Unsecured notes and Credit Facilities (see below), including \$ 74,733 and \$ 74,968 of net discounts and \$ 120,559 and \$ 125,557 of debt issuance costs, respectively.	<u>19,187,150</u>	20,811,917
Total Fixed-Rate Debt	23,975,995	25,644,801
Variable-Rate Debt:		
Mortgage notes, including \$ 1,954 and \$ 4,477 of debt issuance costs, respectively. Weighted average interest and maturity of 5.61 % and 1.1 years at December 31, 2024.	210,739	328,027
Credit Facilities	18,696	—
Total Variable-Rate Debt	229,435	328,027
Other Debt Obligations	59,065	60,595
Total Mortgages and Unsecured Indebtedness	\$ 24,264,495	\$ 26,033,423

General. Our unsecured debt agreements contain financial covenants and other non-financial covenants. If we were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lender, including adjustments to the applicable interest rate. As of December 31, 2024, we were in compliance with all covenants of our unsecured debt.

At December 31, 2024, our consolidated subsidiaries were the borrowers under 35 non-recourse mortgage notes secured by mortgages on 38 properties and other assets, including two separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of five properties. Under these cross-default provisions, a default under any mortgage included in the cross-defaulted pool may constitute a default under all mortgages within that pool and may lead to acceleration of the indebtedness due on each property within the pool. Certain of our secured debt instruments contain financial and other non-financial covenants which are specific to the properties that serve as collateral for that debt. If the applicable borrower under these non-recourse mortgage notes were to fail to comply with these covenants, the lender could accelerate the debt and enforce its rights against their collateral. At December 31, 2024, the applicable borrowers under these non-recourse mortgage notes were in compliance with all covenants where non-compliance could individually or in the aggregate, giving effect to applicable cross-default provisions, have a material adverse effect on our financial condition, liquidity or results of operations.

Unsecured Debt

At December 31, 2024, our unsecured debt consisted of \$19.1 billion of senior unsecured notes of the Operating Partnership and \$ 323.7 million outstanding under the Operating Partnership's \$ 5.0 billion unsecured revolving credit facility, or Credit Facility. The Operating Partnership also has a \$ 3.5 billion unsecured revolving credit facility, or Supplemental Facility, and together with the Credit Facility, the Credit Facilities.

The Credit Facility can be increased in the form of additional commitments in an aggregate not to exceed \$1.0 billion, for a total aggregate size of \$ 6.0 billion, subject to obtaining additional lender commitments and satisfying certain customary conditions precedent. Borrowings may be denominated in U.S. dollars, Euro, Yen, Pounds, Sterling, Canadian

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dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 97 % of the maximum revolving credit amount, as defined. The initial maturity date of the Credit Facility is June 30, 2027. The Credit Facility can be extended for two additional six-month periods to June 30, 2028, at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Credit Facility bear interest, at our election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment and if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by our corporate credit rating of between 0.650 % and 1.400 % or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.500 % or Adjusted Term SOFR Rate for one month plus 1.000 %) (the "Base Rate"), plus a margin determined by our corporate credit rating of between 0.000 % and 0.400 %. The Credit Facility includes a facility fee determined by our corporate credit rating of between 0.100 % and 0.300 % on the aggregate revolving commitments under the Credit Facility. Based upon our current credit ratings, the interest rate on the Credit Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

The Supplemental Facility has a borrowing capacity of \$3.5 to \$ 4.5 billion during its term subject to obtaining additional lender commitments and satisfying certain customary conditions precedent and provides for borrowings denominated in U.S. dollars, Euro, Yen, Pounds, Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 100 % of the maximum revolving credit amount, as defined. The initial maturity date of the Supplemental Facility is January 31, 2029 and can be extended for an additional year to January 31, 2030 at our sole option, subject to the continued compliance with the terms thereof.

Borrowings under the Supplemental Facility bear interest, at the Company's election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, the Adjusted Term CORRA Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment, if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, and if denominated in Canadian Dollars, Daily Simple CORRA plus a benchmark adjustment or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by the Company's corporate credit rating of between 0.650 % and 1.400 % or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the NYFRB Rate plus 0.500 % or Adjusted Term SOFR Rate for one month plus 1.000 %) (the "Base Rate"), plus a margin determined by the Company's corporate credit rating of between 0.000 % and 0.400 %. The Supplemental Facility includes a facility fee determined by the Company's corporate credit rating of between 0.100 % and 0.300 % on the aggregate revolving commitments under the Supplemental Facility. Based upon our current credit ratings, the interest rate on the Supplemental Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

On December 31, 2024 we had an aggregate available borrowing capacity of \$8.2 billion under the Credit Facilities. The maximum aggregate outstanding balance under the Facilities during the year ended December 31, 2024 was \$ 325.1 million and the weighted average outstanding balance was \$ 311.1 million. Letters of credit of \$ 8.6 million were outstanding under the Facilities as of December 31, 2024.

The Operating Partnership also has available a Commercial Paper program of \$ 2.0 billion, or the non-U.S. dollar equivalent thereof. The Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euro and other currencies. Notes issued in non-U.S. currencies may be issued by one or more subsidiaries of the Operating Partnership and are guaranteed by the Operating Partnership. Notes will be sold under customary terms in the U.S. and Euro commercial paper note markets and rank (either by themselves or as a result of the guarantee described above) *pari passu* with the Operating Partnership's other unsecured senior indebtedness. The Commercial Paper program is supported by the Credit Facilities, and if necessary or appropriate, we may make one or more draws under either of the Credit Facilities to pay amounts outstanding from time to time on the Commercial Paper program. On December 31, 2024, we had no

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outstanding balance under the Commercial Paper program. Borrowings under the Commercial Paper program reduce amounts otherwise available under the Credit Facilities.

On January 10, 2023, the Operating Partnership completed interest rate swap agreements with a combined notional value at € 750.0 million to swap the interest rate of the Euro denominated borrowings outstanding under the Supplemental Facility to an all-in fixed rate of 3.81 %. These interest rate swaps were terminated in connection with the repayment of these borrowings on November 14, 2023.

On March 8, 2023, the Operating Partnership completed the issuance of the following senior unsecured notes: \$650 million with a fixed interest rate 5.50 %, and \$ 650 million with a fixed interest rate of 5.85 %, with maturity dates of March 8, 2033 and March 8, 2053, respectively. The Operating Partnership used a portion of the net proceeds of the offering to fund the optional redemption of its \$ 500 million floating rate notes due January 2024 on March 13, 2023.

On April 28, 2023 the Operating Partnership completed a borrowing of \$180.0 million under the Credit Facility and subsequently unencumbered two properties.

On June 1, 2023, the Operating Partnership completed the redemption, at par, of its \$600 million 2.75 % notes at maturity.

On November 9, 2023, the Operating Partnership completed the issuance of the following senior unsecured notes: \$500 million with a fixed interest rate of 6.25 % and \$ 500 million with a fixed interest rate of 6.65 %, with maturity dates of January 15, 2034 and January 15, 2054, respectively. The proceeds were used to redeem, at par, its \$ 600 million 3.75 % notes at maturity on February 1, 2024.

On November 14, 2023, the Operating Partnership completed the issuance of €750.0 million senior unsecured bonds (\$ 808.0 million U.S. dollar equivalent) with a maturity date of November 14, 2026 and a fixed interest rate of 3.50 %. The bonds are exchangeable into shares of Klépierre at the option of the holder of the bond at an initial common price of € 27.2092 . We may elect to settle the exchange with cash instead of shares. The proceeds were used to repay € 750.0 million (\$ 815.4 million U.S. dollar equivalent) outstanding under the Supplemental Facility on November 17, 2023. The exchangeable option within the bonds has been determined to meet the criteria for bifurcation as previously discussed in Note 3.

On February 1, 2024, the Operating Partnership completed the redemption, at par, of its \$ 600 million 3.75 % senior unsecured notes at maturity.

On September 13, 2024, the Operating Partnership completed the redemption, at par, of its \$ 1.0 billion 2.00 % senior unsecured notes at maturity.

On September 26, 2024, the Operating Partnership completed the issuance of \$1.0 billion senior unsecured notes with a fixed interest rate of 4.75 % and a maturity date of September 26, 2034.

On October 1, 2024, the Operating Partnership completed the redemption, at par, of its \$ 900.0 million 3.38 % senior unsecured notes at maturity.

Mortgage Debt

Total mortgage indebtedness was \$5.0 billion and \$5.2 billion at December 31, 2024 and 2023, respectively.

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Debt Maturity and Other

Our scheduled principal repayments on indebtedness as of December 31, 2024, assuming the obligations remain outstanding through the initial maturities, are as follows:

2025	\$ 2,680,925
2026	4,862,878
2027	2,484,600
2028	1,172,617
2029	1,798,885
Thereafter	<u>11,410,002</u>
Total principal maturities	24,409,907
Net unamortized debt premium	6,232
Net unamortized debt discount	(79,447)
Debt issuance costs, net	(131,262)
Other Debt Obligations	59,065
Total mortgages and unsecured indebtedness	<u><u>\$ 24,264,495</u></u>

Our cash paid for interest in each period, net of any amounts capitalized, was as follows:

	For the Year Ended December 31,		
	2024	2023	2022
Cash paid for interest	\$ 911,349	\$ 856,110	\$ 763,203

Debt Issuance Costs

Our debt issuance costs consist primarily of financing fees we incurred in order to obtain long-term financing. We record amortization of debt issuance costs on a straight-line basis over the terms of the respective loans or agreements. Details of those debt issuance costs as of December 31 are as follows:

	2024	2023
Debt issuance costs	\$ 252,560	\$ 253,178
Accumulated amortization	(121,298)	(112,736)
Debt issuance costs, net	<u>\$ 131,262</u>	<u>\$ 140,442</u>

We report amortization of debt issuance costs, amortization of premiums, and accretion of discounts as part of interest expense. We amortize debt premiums and discounts, which are included in mortgages and unsecured indebtedness, over the remaining terms of the related debt instruments. These debt premiums or discounts arise either at the time of the debt issuance or as part of purchase accounting for the fair value of debt assumed in acquisitions. The accompanying consolidated statements of operations and comprehensive income include amortization as follows:

	2024	2023	2023
Amortization of debt issuance costs	\$ 32,477	\$ 28,660	\$ 26,113
Amortization of debt discounts/(premiums)	5,829	433	7

Fair Value of Debt

The carrying value of our variable-rate mortgages and other loans approximates their fair values. We estimate the fair values of consolidated fixed-rate mortgages using cash flows discounted at current borrowing rates and other indebtedness using cash flows discounted at current market rates. We estimate the fair values of consolidated fixed-rate

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unsecured notes using quoted market prices, or, if no quoted market prices are available, we use quoted market prices for securities with similar terms and maturities. The book value of our consolidated fixed-rate mortgages and unsecured indebtedness including commercial paper was \$ 24.0 billion and \$ 25.6 billion as of December 31, 2024 and 2023, respectively. The fair values of these financial instruments and the related discount rate assumptions as of December 31 are summarized as follows:

	2024	2023
Fair value of consolidated fixed rate mortgages and unsecured indebtedness (in millions)	\$ 22,510	\$ 24,248
Weighted average discount rates assumed in calculation of fair value for fixed rate mortgages	6.27 %	6.10 %
Weighted average discount rates assumed in calculation of fair value for unsecured indebtedness	6.50 %	6.10 %

8. Equity

Simon's Board of Directors is authorized to reclassify excess common stock into one or more additional classes and series of capital stock, to establish the number of shares in each class or series and to fix the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications and terms and conditions of redemption of such class or series, without any further vote or action by the stockholders. The issuance of additional classes or series of capital stock may have the effect of delaying, deferring or preventing a change in control of us without further action of the stockholders. The ability to issue additional classes or series of capital stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from acquiring, a majority of Simon's outstanding voting stock.

Holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders, other than for the election of directors. The holders of Simon's Class B common stock have the right to elect up to four members of Simon's Board of Directors. All 8,000 outstanding shares of the Class B common stock are subject to two voting trusts as to which Herbert Simon and David Simon are the trustees. Shares of Class B common stock convert automatically into an equal number of shares of common stock upon the occurrence of certain events and can be converted into shares of common stock at the option of the holders.

Common Stock and Unit Issuances and Repurchases

In 2024, Simon issued 55,000 shares of common stock to a limited partner of the Operating Partnership in exchange for an equal number of units pursuant to the partnership agreement of the Operating Partnership. During the year ended December 31, 2024, the Operating Partnership redeemed 288,350 units from eight limited partners for \$ 42.3 million. During the year ended December 31, 2023, the Operating Partnership redeemed 114,241 units from eleven limited partners for \$ 13.5 million. These transactions increased Simon's ownership interest in the Operating Partnership.

During the fourth quarter of 2024, the Operating Partnership issued 1,572,500 units in connection with the acquisition of an additional 4 % ownership interest in TRG, as discussed in Note 6 and in the third quarter of 2023, the Operating Partnership issued 1,725,000 units in connection with the acquisition of an additional 4 % ownership interest in TRG, as discussed in Note 6.

On February 8, 2024, Simon's Board of Directors authorized a new common stock repurchase program which immediately replaced the prior repurchase program, where the Company may purchase up to \$ 2.0 billion of its common stock over the next 24 months. As of December 31, 2024, no shares had been repurchased under the plan. As Simon repurchases shares under this program, the Operating Partnership repurchases an equal number of units from Simon.

On May 9, 2022, Simon's Board of Directors authorized a common stock repurchase plan commencing on May 16, 2022. Under the program, the Company could purchase up to \$ 2.0 billion of its common stock during the two-year period

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ending May 16, 2024 in open market or privately negotiated transactions, at prices that the Company deemed appropriate and subject to market conditions, applicable law, and other factors deemed relevant in the Company's sole discretion. During the year ended December 31, 2023, Simon purchased 1,273,733 shares at an average price of \$ 110.38 per share. During the year ended December 31, 2022, Simon purchased 1,830,022 shares at an average price of \$ 98.57 per share. As Simon repurchased shares under this program, the Operating Partnership repurchased an equal number of units from Simon.

Temporary Equity**Simon**

Simon classifies as temporary equity those securities for which there is the possibility that Simon could be required to redeem the security for cash irrespective of the probability of such a possibility. As a result, Simon classifies one series of preferred units in the Operating Partnership and noncontrolling redeemable interests in properties in temporary equity. Each of these securities is discussed further below.

Limited Partners' Preferred Interest in the Operating Partnership and Noncontrolling Redeemable Interests in Properties. The redemption features of the preferred units in the Operating Partnership contain provisions which could require the Operating Partnership to settle the redemption in cash. As a result, this series of preferred units in the Operating Partnership remains classified outside permanent equity.

The remaining noncontrolling interests in a property or portfolio of properties which are redeemable at the option of the holder or in circumstances that may be outside Simon's control, are accounted for as temporary equity. The carrying amount of the noncontrolling interest is adjusted to the redemption amount assuming the instrument is redeemable at the balance sheet date. Changes in the redemption value of the underlying noncontrolling interest are recorded and presented within accumulated deficit in the consolidated statements of equity in the line issuance of unit equivalents and other. There were no noncontrolling interests redeemable at amounts in excess of fair value as of December 31, 2024 and 2023. The following table summarizes the preferred units in the Operating Partnership and the amount of the noncontrolling redeemable interests in properties as of December 31.

	<u>2024</u>	<u>2023</u>
7.50 % Cumulative Redeemable Preferred Units, 260,000 units authorized, 155,373 and 230,373 issued and outstanding, respectively	<u>\$ 15,537</u>	<u>\$ 23,037</u>
Other noncontrolling redeemable interests	<u>169,192</u>	<u>172,912</u>
Limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests in properties	<u>\$ 184,729</u>	<u>\$ 195,949</u>

7.50 % Cumulative Redeemable Preferred Units. This series of preferred units accrues cumulative quarterly distributions at a rate of \$ 7.50 annually. The preferred units are redeemable by the Operating Partnership upon the death of the survivor of the original holders, or the transfer of any preferred units to any person or entity other than the persons or entities entitled to the benefits of the original holder. The redemption price is the liquidation value (\$ 100.00 per preferred unit) plus accrued and unpaid distributions, payable either in cash or fully registered shares of common stock at our election. In the event of the death of a holder of the preferred units, the occurrence of certain tax triggering events applicable to the holder, or on or after November 10, 2006, the holder may require the Operating Partnership to redeem the preferred units at the same redemption price payable at the option of the Operating Partnership in either cash or shares of common stock. During 2024, the Operating Partnership redeemed 75,000 preferred units for \$ 7.5 million. During 2023, the Operating Partnership redeemed 25,000 preferred units for \$ 2.5 million. As of December 31, 2024 and 2023, these preferred units have a carrying value of \$ 15.5 million and \$ 23.0 million, respectively, and are included in limited partners' preferred interest in the Operating Partnership in the consolidated balance sheets.

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The Operating Partnership classifies as temporary equity those securities for which there is the possibility that the Operating Partnership could be required to redeem the security for cash, irrespective of the probability of such a possibility. As a result, the Operating Partnership classifies one series of preferred units and noncontrolling redeemable interests in properties in temporary equity. Each of these securities is discussed further below.

Noncontrolling Redeemable Interests in Properties Redeemable instruments, which typically represent the remaining noncontrolling interests in a property or portfolio of properties, and which are redeemable at the option of the holder or in circumstances that may be outside our control, are accounted for as temporary equity. The carrying amount of the noncontrolling interest is adjusted to the redemption amount assuming the instrument is redeemable at the balance sheet date. Changes in the redemption value of the underlying noncontrolling interest are recorded within equity and are presented in the consolidated statements of equity in the line issuance of unit equivalents and other. There are no noncontrolling interests redeemable at amounts in excess of fair value as of December 31, 2024 and 2023. The following table summarizes the preferred units and the amount of the noncontrolling redeemable interests in properties as of December 31.

	2024	2023
7.50 % Cumulative Redeemable Preferred Units, 260,000 units authorized, 155,373 and 230,373 issued and outstanding, respectively	\$ 15,537	\$ 23,037
Other noncontrolling redeemable interests	169,192	172,912
Total preferred units, at liquidation value, and noncontrolling redeemable interests in properties	\$ 184,729	\$ 195,949

7.50 % Cumulative Redeemable Preferred Units The 7.50 % preferred units accrue cumulative quarterly distributions at a rate of \$ 7.50 annually. We may redeem the preferred units upon the death of the survivor of the original holders, or the transfer of any preferred units to any person or entity other than the persons or entities entitled to the benefits of the original holder. The redemption price is the liquidation value (\$ 100.00 per preferred unit) plus accrued and unpaid distributions, payable either in cash or fully registered shares of common stock of Simon at our election. In the event of the death of a holder of the 7.5 % preferred units, the occurrence of certain tax triggering events applicable to the holder, or on or after November 10, 2006, the holder may require the Operating Partnership to redeem the preferred units at the same redemption price payable at the Operating Partnership's option in either cash or fully registered shares of common stock of Simon. During 2024, the Operating Partnership redeemed 75,000 preferred units for \$ 7.5 million. During 2023, the Operating Partnership redeemed 25,000 preferred units for \$ 2.5 million. As of December 31, 2024 and 2023, these preferred units have a carrying value of \$ 15.5 million and \$ 23.0 million, respectively, and are included in limited partners' preferred interest in the Operating Partnership in the consolidated balance sheets.

Permanent Equity

Simon

Preferred Stock. Dividends on all series of preferred stock are calculated based upon the preferred stock's preferred return multiplied by the preferred stock's corresponding liquidation value. The Operating Partnership pays preferred distributions to Simon equal to the dividends Simon pays on the preferred stock issued.

Series J 8^{3/8}% Cumulative Preferred Stock. Dividends accrue quarterly at an annual rate of 8^{3/8}% per share. Simon can redeem this series, in whole or in part, on and after October 15, 2027 at a redemption price of \$ 50.00 per share, plus accumulated and unpaid dividends. This preferred stock was issued at a premium of \$ 7.5 million. The unamortized premium included in the carrying value of the preferred stock at December 31, 2024 and 2023 was \$ 0.9 million and \$ 1.3 million, respectively.

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Series J 8 $\frac{3}{8}$ % Cumulative Redeemable Preferred Units. Distributions accrue quarterly at an annual rate of 8 $\frac{3}{8}$ % per unit on the Series J 8 $\frac{3}{8}$ % preferred units, or Series J preferred units. Simon owns all of the Series J preferred units which have the same economic rights and preferences of an outstanding series of Simon preferred stock. The Operating Partnership can redeem this series, in whole or in part, when Simon can redeem the related preferred stock, on and after October 15, 2027 at a redemption price of \$ 50.00 per unit, plus accumulated and unpaid distributions. The Series J preferred units were issued at a premium of \$ 7.5 million. The unamortized premium included in the carrying value of the preferred units at December 31, 2024 and 2023 was \$ 0.9 million and \$ 1.3 million, respectively. There are 1,000,000 Series J preferred units authorized and 796,948 Series J preferred units issued and outstanding.

Other Equity Activity

The Simon Property Group, L.P. 2019 Stock Incentive Plan. This plan, or the 2019 Plan, provides for the grant of equity-based awards with respect to the equity of Simon in the form of incentive and nonqualified stock options to purchase shares, stock appreciation rights, restricted stock grants and performance-based awards. Options may be granted which are qualified as "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code and options which are not so qualified. An aggregate of 8,000,000 shares of common stock have been reserved under the 2019 plan.

The 2019 Plan is administered by the Compensation and Human Capital Committee. The Compensation and Human Capital Committee determines which eligible individuals may participate and the type, extent and terms of the awards to be granted to them. In addition, the Compensation and Human Capital Committee interprets the 2019 Plan and makes all other determinations deemed advisable for its administration. Options granted to employees become exercisable over the period determined by the Compensation and Human Capital Committee. The exercise price of an employee option may not be less than the fair market value of the shares on the date of grant. Employee options generally vest over a three-year period and expire ten years from the date of grant.

Directors who are not also our employees or employees of our affiliates are eligible to receive awards under the 2019 plan. Each independent director receives an annual cash retainer of \$ 110,000 , and an annual restricted stock award with a grant date value of \$ 175,000 . Committee chairs receive annual retainers for the Company's Audit, Compensation and Human Capital, and Governance and Nominating Committee of \$ 35,000 , \$ 35,000 and \$ 25,000 , respectively. Directors receive fixed annual retainers for service on the Audit, Compensation and Human Capital, and Governance and Nominating Committees, of \$ 15,000 , \$ 15,000 , and \$ 10,000 , respectively. The Lead Director receives an annual retainer of \$ 50,000 . These retainers are paid 50 % in cash and 50 % in restricted stock.

Restricted stock awards vest in full after one year . Once vested, the delivery of the shares of restricted stock (including reinvested dividends) is deferred under our Director Deferred Compensation Plan until the director retires, dies or becomes disabled or otherwise no longer serves as a director. The directors may vote and are entitled to receive dividends on the underlying shares; however, any dividends on the shares of restricted stock must be reinvested in shares of common stock and held in the Director Deferred Compensation Plan until the shares of restricted stock are delivered to the former director.

Stock Based Compensation

Our long-term incentive compensation awards under our stock-based compensation plans primarily take the form of LTIP units, restricted stock units, and restricted stock. The substantial majority of these awards are market condition or performance-based, and are based on various market, corporate and business unit performance measures as further described below. The expense related to these programs, net of amounts capitalized, is included within home and regional office costs and general and administrative costs in the accompanying statements of operations and comprehensive income. LTIP units are a form of limited partnership interest issued by the Operating Partnership, which are subject to the participant maintaining employment with us through certain dates and other conditions as described in the applicable award agreements. Awarded LTIP units not earned in accordance with the conditions set forth in the applicable award agreements

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are forfeited. Earned and fully vested LTIP units are equivalent to units of the Operating Partnership. Participants are entitled to receive distributions on the awarded LTIP units, as defined, equal to 10 % of the regular quarterly distributions paid on a unit of the Operating Partnership. As a result, we account for these LTIP units as participating securities under the two class method of computing earnings per share. These are granted under The Simon Property Group, L.P. 2019 Stock Incentive Plan, or the 2019 Plan.

The grant date fair values of any LTIP units that are market-based awards are estimated using a Monte Carlo model, and the resulting fixed expense is recorded regardless of whether the market condition criteria are achieved if the participant performs the required service period. The grant date fair values of the market-based awards are being amortized into expense over the performance period, which is the grant date through the date at which the awards, if earned, become vested. The expense of the performance-based award is recorded over the performance period, which is the grant date through the date at which the awards, if earned, become vested, based on our assessment as to whether it is probable that the performance criteria will be achieved during the applicable performance periods. The grant date fair values of any restricted stock unit awards are recognized as expense over the vesting period.

2020 LTI Program. In 2020, the Compensation and Human Capital Committee established and granted awards under the 2020 LTI Program, which consisted of a one-time grant of 312,263 time-based restricted stock units under the 2019 Plan at a grant date fair market value of \$ 84.37 per share. One-third of these awards vested on each of January 1, 2022 and 2023, and the remaining awards vested on January 1, 2024. The grant date fair value of the awards of \$ 26.3 million was recognized as expense over the three-year vesting period.

2021 LTI Program. In 2021, the Compensation and Human Capital Committee established and granted awards under the 2021 LTI Program. Awards under the 2021 LTI Program took the form of LTIP units and restricted stock units. Awards of LTIP units under this program will be considered earned if the respective performance conditions (based on FFO and Objective Criteria Goals) and market conditions (based on Absolute TSR performance), as defined in the applicable award agreements, are achieved during the applicable three-year measurement period. Any units determined to be earned LTIP units under the 2021 LTI Program vested on January 1, 2025. The 2021 LTI Program provides that the amount earned related to the performance-based portion of the awards is dependent on the Compensation and Human Capital Committee's determination that Simon's FFO performance and achievement of certain objective criteria goals and has a maximum potential fair value at grant date of \$ 18.4 million. As part of the 2021 LTI Program, the Compensation and Human Capital Committee also established a grant of 37,976 time-based restricted stock units under the 2019 Plan at a grant date fair market value of \$ 112.92 per share. These awards vested on March 1, 2024. The \$ 4.3 million grant date fair value of these awards was recognized as expense over the three-year vesting period.

2022 LTI Program. In the first quarter of 2022, the Compensation and Human Capital Committee established and granted awards under a 2022 Long-Term Incentive Program, or 2022 LTI Program. Awards under the 2022 LTI Program, took the form of LTIP units and restricted stock units. Awards of LTIP units under this program will be considered earned if the respective performance conditions (based on FFO and Objective Criteria Goals), subject to adjustment based upon a TSR modifier, with respect to the FFO performance condition, as defined in the applicable award agreements, are achieved during the applicable three-year measurement period. Any units determined to be earned LTIP units under the 2022 LTI Program will vest on January 1, 2026. The 2022 LTI Program provides that the amount earned related to the performance-based portion of the awards is dependent on the Compensation and Human Capital Committee's determination that Simon's FFO performance and achievement of certain objective criteria goals and has a maximum potential fair value at grant date of \$ 20.6 million. As part of the 2022 LTI Program, on March 11, 2022 and March 18, 2022, the Compensation and Human Capital Committee also established grants of 52,673 time-based restricted stock units under the 2019 Plan at a grant date fair market value of \$ 130.05 and \$ 130.84 per share. These awards will vest on March 11, 2025 and March 18, 2025. The \$ 6.9 million grant date fair value of these awards is being recognized as expense over the three-year vesting period.

2023 LTI Program. In the first quarter of 2023, the Compensation and Human Capital Committee established and granted awards under a 2023 Long-Term Incentive Program, or 2023 LTI Program. Awards under the 2023 LTI Program, took the form of LTIP units and restricted stock units. Awards of LTIP units under this program will be considered earned

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if the respective performance conditions (based on FFO and Objective Criteria Goals), subject to adjustment based upon a TSR modifier, with respect to the FFO performance condition, as defined in the applicable award agreements, are achieved during the applicable three-year measurement period. Any units determined to be earned LTIP units under the 2023 LTI Program will vest on January 1, 2027. The 2023 LTI Program provides that the amount earned related to the performance-based portion of the awards is dependent on the Compensation and Human Capital Committee's determination that Simon's FFO performance and achievement of certain objective criteria goals and has a maximum potential fair value at grant date of \$ 42.5 million. As part of the 2023 LTI Program, on March 1, 2023, the Compensation and Human Capital Committee also established a grant of 64,852 time-based restricted stock units under the 2019 Plan at a grant date fair market value of \$ 121.25 per share. These awards will vest on March 1, 2026. The \$ 7.9 million grant date fair value of these awards is being recognized as expense over the three-year vesting period.

2024 LTI Program. In the first quarter of 2024, the Compensation and Human Capital Committee established and granted awards under a 2024 Long-Term Incentive Program, or 2024 LTI Program. Awards under the 2024 LTI Program, took the form of LTIP units and restricted stock units. Awards of LTIP units under this program will be considered earned if the respective performance conditions (based on FFO and Objective Criteria Goals), subject to adjustment based upon a TSR modifier, with respect to the FFO performance condition, as defined in the applicable award agreements, are achieved during the applicable three-year measurement period. Any units determined to be earned LTIP units under the 2024 LTI Program will vest on January 1, 2028. The 2024 LTI Program provides that the amount earned related to the performance-based portion of the awards is dependent on the Compensation and Human Capital Committee's determination that Simon's FFO performance and achievement of certain Objective Criteria Goals have been achieved and has a maximum potential fair value at grant date of \$ 44.1 million. As part of the 2024 LTI Program, on March 6, 2024, the Compensation and Human Capital Committee also established a grant of 53,679 time-based restricted stock units under the 2019 Plan at a grant date fair market value of \$ 152.32 per share. These awards will vest on March 6, 2027. The \$ 8.2 million grant date fair value of these awards is being recognized as expense over the three-year vesting period.

2024 OPI LTIP Awards. On August 29, 2024, Simon's Board of Directors, upon the recommendation and approval of the Compensation and Human Capital Committee, granted awards under the Amended and Restated Other Platform Investment Incentive Program in the form of 406,976 Series 2024-2 LTIP units of Simon Property Group, L.P. to certain named executive officers. The awards are subject to future service conditions and had a grant date fair value of \$ 165.50 per unit or share. The \$ 67.4 million grant date fair value of the LTIP units is being recognized as expense over a five-year vesting period. In accordance with the Operating Partnership's partnership agreement, the Operating Partnership issued an equal number of units to Simon that are subject to the same vesting conditions as the restricted stock.

The Compensation and Human Capital Committee approved LTIP unit grants as shown in the table below. The extent to which LTIP units were determined by the Compensation and Human Capital Committee to have been earned, and the aggregate grant date fair value, are as follows:

LTIP Awards	LTIP Units Earned	Grant Date Target Value of Performance-Based Awards	
		Grant Date Fair Value of TSR Award	Grant Date Fair Value of Performance-Based Awards
2021 LTIP Awards	209,784	\$ 5.7 million	\$ 12.2 million
2022 LTIP Awards	To be determined in 2025	—	\$ 13.7 million
2023 LTIP Awards	To be determined in 2026	—	\$ 23.6 million
2024 LTIP Awards	To be determined in 2027	—	\$ 24.5 million
2024 OPI LTIP Awards	406,976	—	\$ 67.4 million

We recorded compensation expense, net of capitalization and forfeitures, related to LTIP programs of approximately \$ 33.6 million, \$ 26.7 million, and \$ 24.7 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Restricted Stock and Restricted Stock Units. The 2019 plan also provides for shares of restricted stock to be granted to certain employees at no cost to those employees, subject to achievement of individual performance and certain financial and return-based performance measures established by the Compensation and Human Capital Committee related to the most recent year's performance. Once granted, the shares of restricted stock then vest annually over a three-year

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or a four-year period (as defined in the award). The cost of restricted stock grants, which is based upon the stock's fair market value on the grant date, is recognized as expense ratably over the vesting period. Through December 31, 2024 a total of 5,858,453 shares of restricted stock, net of forfeitures, have been awarded under the 1998 plan, and 1,433,529 shares of restricted stock and RSUs have been awarded under the 2019 plan.

2024 OPI Restricted Stock Awards. On August 29, 2024, Simon's Board of Directors, upon the recommendation and approval of the Compensation and Human Capital Committee, granted awards under the Amended and Restated Other Platform Investment Incentive Program in the form of 178,931 shares of restricted stock to certain senior employees of the Company. The awards are subject to future service conditions and had a grant date fair value of \$ 165.50 per unit or share. The \$ 29.6 million grant date fair value of the restricted stock will be recognized as expense over a four-year vesting period. In accordance with the Operating Partnership's partnership agreement, the Operating Partnership issued an equal number of units to Simon that are subject to the same vesting conditions as the restricted stock.

Information regarding restricted stock awards is summarized in the following table for each of the years presented:

	For the Year Ended December 31,		
	2024	2023	2022
Shares of restricted stock awarded during the year, net of forfeitures	318,816	227,232	160,259
Weighted average fair value of shares granted during the year	\$ 161.61	\$ 111.37	\$ 129.62
Compensation expense, net of capitalization	\$ 21,277	\$ 16,356	\$ 9,583

We also maintain a tax-qualified retirement 401(k) savings plan and offer no other post-retirement or post-employment benefits to our employees.

Exchange Rights**Simon**

Limited partners in the Operating Partnership have the right to exchange all or any portion of their units for shares of common stock on a one -for-one basis or cash, as determined by Simon's Board of Directors. The amount of cash to be paid if the exchange right is exercised and the cash option is selected will be based on the trading price of Simon's common stock at that time. At December 31, 2024, Simon had reserved 56,002,333 shares of common stock for possible issuance upon the exchange of units, stock options and Class B common stock.

The Operating Partnership

Limited partners have the right under the partnership agreement to exchange all or any portion of their units for shares of Simon common stock on a one -for-one basis or cash, as determined by Simon in its sole discretion. If Simon selects cash, Simon cannot cause the Operating Partnership to redeem the exchanged units for cash without contributing cash to the Operating Partnership as partners' equity sufficient to effect the redemption. If sufficient cash is not contributed, Simon will be deemed to have elected to exchange the units for shares of Simon common stock. The amount of cash to be paid if the exchange right is exercised and the cash option is selected will be based on the trading price of Simon's common stock at that time. The number of shares of Simon's common stock issued pursuant to the exercise of the exchange right will be the same as the number of units exchanged.

9. Lease Income

Fixed lease income under our operating leases includes fixed minimum lease consideration and fixed CAM reimbursements recorded on a straight-line basis. Variable lease income includes consideration based on reported sales,

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as well as reimbursements for real estate taxes, utilities, marketing, and certain other items including negative variable lease income as discussed in Note 3.

	For the Year Ended December 31,		
	2024	2023	2022
Fixed lease income	\$ 4,365,734	\$ 4,145,288	\$ 3,858,592
Variable lease income	1,024,026	1,019,047	1,046,583
Total lease income	<u>\$ 5,389,760</u>	<u>\$ 5,164,335</u>	<u>\$ 4,905,175</u>

Tenant receivables and accrued revenue in the accompanying consolidated balance sheets includes straight-line receivables of \$ 539.6 million and \$ 535.8 million at December 31, 2024 and 2023, respectively.

Minimum fixed lease consideration under non-cancelable tenant operating leases for each of the next five years and thereafter, excluding variable lease consideration, as of December 31, 2024, is as follows:

2025	\$ 3,406,348
2026	2,846,739
2027	2,310,381
2028	1,776,488
2029	1,279,011
Thereafter	4,151,024
	<u>\$ 15,769,991</u>

10. Commitments and Contingencies

Litigation

We are involved from time-to-time in various legal and regulatory proceedings that arise in the ordinary course of our business, including, but not limited to, commercial disputes, environmental matters, and litigation in connection with transactions such as acquisitions and divestitures. We believe that current proceedings will not have a material adverse effect on our financial condition, liquidity or results of operations. We record a liability when a loss is considered probable and the amount can be reasonably estimated.

Lease Commitments

As of December 31, 2024, we are subject to ground leases that cover all or a portion of 23 of our consolidated properties with termination dates extending through 2090, including periods for which exercising an extension option is reasonably assured. These ground leases generally require us to make fixed annual rental payments, or a fixed annual rental payment plus a percentage rent component based upon the revenues or total reported sales of the property. In addition, we have several regional office locations that are subject to leases with termination dates ranging from 2025 to 2034. These office leases generally require us to make fixed annual rental payments plus pay our share of common area, real estate, and utility expenses. Some of our ground and office leases include escalation clauses. All of our lease

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arrangements are classified as operating leases. We incurred ground lease expense and office lease expense, which are included in other expense and home office and regional expense, respectively, as follows:

	For the Year Ended December 31,		
	2024	2023	2022
Operating Lease Cost			
Fixed lease cost	\$ 35,518	\$ 34,112	\$ 30,257
Variable lease cost	16,232	16,930	17,593
Total operating lease cost	\$ 51,750	\$ 51,042	\$ 47,850

	For the Year Ended December 31,		
	2024	2023	2022
Other Information			
Cash paid for amounts included in the measurement of lease liabilities			
Operating cash flows from operating leases	\$ 51,690	\$ 50,967	\$ 47,754
Weighted-average remaining lease term - operating leases	32.0 years	32.3 years	32.7 years
Weighted-average discount rate - operating leases	5.32 %	4.93 %	4.87 %

Future minimum lease payments due under these leases for years ending December 31, excluding applicable extension options and renewal options unless reasonably certain of exercise and any sublease income, are as follows:

2025	\$ 36,358
2026	36,372
2027	36,401
2028	36,427
2029	36,458
Thereafter	923,037
	\$ 1,105,053
Impact of discounting	(584,770)
Operating lease liabilities	\$ 520,283

Insurance

We maintain insurance coverage with third-party carriers who provide a portion of the coverage for specific layers of potential losses, including commercial general liability, fire, flood, extended coverage and rental loss insurance on all of our properties in the United States as well as cyber coverage. The initial portion of coverage not provided by third-party carriers may be insured through our wholly-owned captive insurance company, or other financial arrangements controlled by us. If required, a third-party carrier has, in turn, agreed to provide evidence of coverage for this layer of losses under the terms and conditions of the carrier's insurance policy with us. A similar insurance policy written either through our captive insurance company or other financial arrangements controlled by us also provides initial coverage for property insurance and certain windstorm risks.

We currently maintain insurance coverage against acts of terrorism on all of our properties in the United States on an "all risk" basis in the amount of up to \$ 1 billion. Despite the existence of this insurance coverage, any threatened or

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actual terrorist attacks where we operate could adversely affect our property values, revenues, consumer traffic and tenant sales.

Guarantees of Indebtedness

Joint venture debt is the liability of the joint venture and is typically secured by the joint venture property, which is non-recourse to us. As of December 31, 2024 and 2023, the Operating Partnership guaranteed joint venture related mortgage indebtedness of \$ 109.8 million and \$ 139.2 million, respectively. Mortgages guaranteed by the Operating Partnership are secured by the property of the joint venture which could be sold in order to satisfy the outstanding obligation and which have estimated fair values in excess of the guaranteed amount.

Concentration of Credit Risk

Our U.S. Malls, Premium Outlets, and The Mills rely upon anchor tenants to attract customers; however, anchors do not contribute materially to our financial results as many anchors own their spaces. No customer or tenant accounts for 5 % or more of our consolidated revenues.

11. Segments and Geographic Locations

Our primary business is the ownership, development and management of premier shopping, dining, entertainment and mixed-use destinations, which consist primarily of malls, Premium Outlets, and The Mills. We identify our operating segments based on how our chief operating decision maker ("CODM") allocates resources, assesses performance, and makes decisions. Our CODM is our President and Chief Executive Officer who is actively involved in all aspects of the portfolio operations. We have aggregated our consolidated real estate operations, including malls, Premium Outlets, The Mills, and our consolidated international real estate operations into one reportable segment because they have similar economic characteristics and we provide similar products and services to similar types of, and in many cases, the same, tenants. Revenue earned from these segment operations represents substantially all of lease income reported on the consolidated statements of operations and comprehensive income, all of which is generated from external customers, with the exception of eliminations made to remove our share of lease income earned from tenants in which we have an ownership interest. The primary financial measure the CODM uses to measure the operating performance of the consolidated real estate operations is net operating income ("NOI"), which is reconciled to consolidated net income below. The Company believes that NOI is helpful to investors as a measure of operating performance because it is a direct measure of the actual operating results of the Company's properties and because it is a widely recognized measure of the performance of REITs providing a relevant basis for comparison among REITs. Non-segment revenue includes Management Fees and Other revenues, described earlier in Note 3, and the majority of Other income, which primarily includes interest income and miscellaneous activities such as land sales, dividends received from certain investments and other activities as disclosed through these notes to the extent material, as well as eliminations. None of our unconsolidated investments meet the materiality threshold required for separate reporting as a reportable segment; though we have included disclosures related to the activities of these investments in Note 6. Approximately 95 % of total consolidated assets, with the exception of our investment in Klépierre, TRG and other unconsolidated entities and certain other assets, are attributable to our real estate segment.

As of December 31, 2024, and 2023, approximately 6.8 % and 7.3 %, respectively, of our consolidated long-lived assets were located outside the United States and as of December 31, 2024, 2023, and 2022, approximately 4.4 %, 4.2 %, and 3.5 %, respectively, of our consolidated total revenues were derived from assets located outside the United States. Substantially all of our capital expenditures reported in the consolidated statements of cash flows relate to our segment operations.

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The following table reconciles our reportable segment to net income:

	Real estate segment	All other & eliminations, net	Consolidated
For the period ended December 31, 2024:			
Income:			
Lease Income	\$ 5,402,306	\$ (12,546)	\$ 5,389,760
Management fees and other revenues	- -	133,250	133,250
Other Income	140,009	300,779	440,788
Total	<u>5,542,315</u>	<u>421,483</u>	<u>5,963,798</u>
Expenses:			
Property Operating	658,425	(128,672)	529,753
Real estate taxes	409,124	(483)	408,641
Repairs and maintenance	103,030	1,990	105,020
Advertising and promotion	147,891	(3,340)	144,551
Other	60,391	88,468	148,859
Total	<u>1,378,861</u>	<u>(42,037)</u>	<u>1,336,824</u>
NOI of consolidated entities	<u>\$ 4,163,454</u>	<u>\$ 463,520</u>	<u>\$ 4,626,974</u>
Other Income:			
Gain due to disposal, exchange, or revaluation of equity interests, net			451,172
Income from unconsolidated entities			207,322
Other Expenses:			
Depreciation and amortization			1,265,340
Home and regional office costs			223,277
General and administrative			44,743
Interest expense			905,797
Income and other tax expense			23,262
Unrealized losses in fair value of publicly traded equity instruments and derivative instrument, net			17,392
Loss on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net			75,818
Other expense			818
Consolidated net income	<u>\$ 2,729,021</u>		

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	Real estate segment	All other & eliminations, net	Consolidated
For the period ended December 31, 2023:			
Income:			
Lease Income	\$ 5,199,120	\$ (34,785)	\$ 5,164,335
Management fees and other revenues	-	125,995	125,995
Other Income	124,075	244,431	368,506
Total	<u>5,323,195</u>	<u>335,641</u>	<u>5,658,836</u>
Expenses:			
Property Operating	616,190	\$ (126,844)	\$ 489,346
Real estate taxes	439,885	1,898	441,783
Repairs and maintenance	95,331	1,926	97,257
Advertising and promotion	130,660	(3,314)	127,346
Other	63,536	123,988	187,524
Total	<u>1,345,602</u>	<u>(2,346)</u>	<u>1,343,256</u>
NOI of consolidated entities	\$ 3,977,593	\$ 337,987	\$ 4,315,580
Other Income:			
Gain due to disposal, exchange, or revaluation of equity interests, net			362,019
Income from unconsolidated entities			375,663
Unrealized gains in fair value of publicly traded equity instruments and derivative instrument, net			11,892
Other Expenses:			
Depreciation and amortization			1,262,107
Home and regional office costs			207,618
General and administrative			38,513
Interest expense			854,648
Income and other tax expense			81,874
Loss on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net			3,056
Other expense			320
Consolidated net income			\$ 2,617,018

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	Real estate segment	All other & eliminations, net	Consolidated
For the period ended December 31, 2022:			
Income:			
Lease Income	\$ 4,942,410	\$ (37,235)	\$ 4,905,175
Management fees and other revenues	- 116,904	116,904	116,904
Other Income	113,703 155,665	269,368	269,368
Total	<u>5,056,113</u>	<u>235,334</u>	<u>5,291,447</u>
Expenses:			
Property Operating	581,426 (117,291)	464,135	464,135
Real estate taxes	439,965 3,259	443,224	443,224
Repairs and maintenance	91,296 2,299	93,595	93,595
Advertising and promotion	110,983 (3,190)	107,793	107,793
Other	51,237 87,563	138,800	138,800
Total	<u>1,274,907</u> (27,360)	<u>1,247,547</u>	<u>1,247,547</u>
NOI of consolidated entities	\$ 3,781,206	\$ 262,694	\$ 4,043,900
Other Income:			
Gain due to disposal, exchange, or revaluation of equity interests, net	121,177		
Income from unconsolidated entities	647,977		
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	5,647		
Other Expenses:			
Depreciation and amortization	1,227,371		
Home and regional office costs	184,592		
General and administrative	34,971		
Interest expense	761,253		
Unrealized losses in fair value of publicly traded equity instruments and derivative instrument, net	61,204		
Income and other tax expense	83,512		
Other expense	13,413		
Consolidated net income	\$ 2,452,385		

12. Related Party Transactions

Transactions with Affiliates

Our management company provides office space and legal, human resource administration, property specific financing and other support services to Melvin Simon & Associates, Inc., or MSA, a related party, for which we received a fee of \$ 0.6 million in each of 2024, 2023 and 2022. In addition, pursuant to management agreements that provide for our receipt of a management fee and reimbursement of our direct and indirect costs, we have managed since 1993 two shopping centers owned by entities in which David Simon and Herbert Simon have ownership interests, for which we received a fee of \$ 3.9 million, \$ 3.9 million, and \$ 3.8 million in 2024, 2023, and 2022, respectively.

Transactions with Unconsolidated Joint Ventures

As described in Note 2, our management company provides management, insurance, and other services to certain unconsolidated joint ventures. Amounts received for such services were \$ 128.6 million, \$ 121.2 million, and \$ 112.1 million in 2024, 2023, and 2022, respectively. During 2024, 2023, and 2022, we recorded development, royalty, and other fee income, net of elimination, related to our unconsolidated international joint ventures of \$ 13.9 million, \$ 13.3 million, and \$ 12.1 million, respectively. The fees related to our international investments are included in other income in the

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accompanying consolidated statements of operations and comprehensive income. Neither MSA, David Simon, or Herb Simon have an ownership interest in any of our unconsolidated joint ventures, except through their ownership interests in the Company or the Operating Partnership.

We have investments in retailers including Catalyst (formerly J.C. Penney and SPARC Group), and these retailers are lessees at certain of our operating properties. Lease income from the date of our investments in our consolidated statements of operations and comprehensive income related to these retailers was \$ 105.9 million, \$ 101.8 million, and \$ 83.8 million for the years ended December 31, 2024, 2023, and 2022, respectively, net of elimination.

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13. Quarterly Financial Data (Unaudited)

Quarterly 2024 and 2023 data is summarized in the table below. Quarterly amounts may not sum to annual amounts due to rounding.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2024				
Total revenue	\$ 1,442,590	\$ 1,458,266	\$ 1,480,710	\$ 1,582,232
Operating income before other items	735,180	754,101	767,769	835,746
Consolidated net income	841,155	569,435	546,671	771,760
Simon Property Group, Inc.				
Net income attributable to common stockholders	\$ 731,702	\$ 493,465	\$ 475,161	\$ 667,231
Net income per share — Basic and Diluted	\$ 2.25	\$ 1.51	\$ 1.46	\$ 2.04
Weighted average shares outstanding — Basic and Diluted	325,911,525	326,038,544	326,157,686	326,278,138
Simon Property Group, L.P.				
Net income attributable to unitholders	\$ 841,359	\$ 567,384	\$ 546,479	\$ 770,543
Net income per unit — Basic and Diluted	\$ 2.25	\$ 1.51	\$ 1.46	\$ 2.04
Weighted average units outstanding — Basic and Diluted	374,754,605	374,882,354	375,097,198	376,990,586
2023				
Total revenue	\$ 1,350,849	\$ 1,369,601	\$ 1,410,948	\$ 1,527,438
Operating income before other items	662,723	657,925	694,234	792,139
Consolidated net income	519,255	557,505	680,762	859,496
Simon Property Group, Inc.				
Net income attributable to common stockholders	\$ 451,827	\$ 486,343	\$ 594,139	\$ 747,480
Net income per share — Basic and Diluted	\$ 1.38	\$ 1.49	\$ 1.82	\$ 2.29
Weighted average shares outstanding — Basic and Diluted	326,954,294	327,189,785	327,158,743	325,933,832
Simon Property Group, L.P.				
Net income attributable to unitholders	\$ 517,180	\$ 556,556	\$ 680,598	\$ 858,783
Net income per unit — Basic and Diluted	\$ 1.38	\$ 1.49	\$ 1.82	\$ 2.29
Weighted average units outstanding — Basic and Diluted	374,245,604	374,423,175	374,816,882	374,864,197

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Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Simon

Management's Evaluation of Disclosure Controls and Procedures

Simon maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to Simon's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

Our management, with the participation of Simon's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of Simon's disclosure controls and procedures as of December 31, 2024. Based on that evaluation, Simon's Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2024, Simon's disclosure controls and procedures were effective at a reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting

Simon is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) under the Exchange Act as a process designed by, or under the supervision of, Simon's principal executive and principal financial officers and effected by Simon's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and disposition of assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

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

We assessed the effectiveness of Simon's internal control over financial reporting as of December 31, 2024. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013). Based on that assessment and criteria, we believe that, as of December 31, 2024, Simon's internal control over financial reporting was effective.

Attestation Report of the Registered Public Accounting Firm

The audit report of Ernst & Young LLP on their assessment of Simon's internal control over financial reporting as of December 31, 2024 is set forth within Item 8 of this Form 10-K.

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Changes in Internal Control Over Financial Reporting

There have not been any changes in Simon's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the year ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, Simon's internal control over financial reporting.

The Operating Partnership

Management's Evaluation of Disclosure Controls and Procedures

The Operating Partnership maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including Simon's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

Our management, with the participation of Simon's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Operating Partnership's disclosure controls and procedures as of December 31, 2024. Based on that evaluation, Simon's Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2024, the Operating Partnership's disclosure controls and procedures were effective at a reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting

The Operating Partnership is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) under the Exchange Act as a process designed by, or under the supervision of, Simon's principal executive and principal financial officers and effected by Simon's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and disposition of assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

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

We assessed the effectiveness of the Operating Partnership's internal control over financial reporting as of December 31, 2024. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013). Based on that assessment and criteria, we believe that, as of December 31, 2024, the Operating Partnership's internal control over financial reporting was effective.

Attestation Report of the Registered Public Accounting Firm

The audit report of Ernst & Young LLP on their assessment of the Operating Partnership's internal control over financial reporting as of December 31, 2024 is set forth within Item 8 of this Form 10-K.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Operating Partnership's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the year ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

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Item 9B. Other Information

During the fourth quarter of the year covered by this Annual Report on Form 10-K, the Audit Committee of Simon's Board of Directors approved certain audit, audit-related and non-audit tax compliance and tax consulting services to be provided by Ernst & Young LLP, our independent registered public accounting firm. This disclosure is made pursuant to Section 10A(i)(2) of the Exchange Act as added by Section 202 of the Sarbanes-Oxley Act of 2002.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated herein by reference to the definitive proxy statement for Simon's 2025 annual meeting of stockholders to be filed with the SEC pursuant to Regulation 14A and the information included under the caption "Information about our Executive Officers" in Part I hereof.

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to the definitive proxy statement for Simon's 2025 annual meeting of stockholders to be filed with the SEC pursuant to Regulation 14A.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated herein by reference to the definitive proxy statement for Simon's 2025 annual meeting of stockholders to be filed with the SEC pursuant to Regulation 14A.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated herein by reference to the definitive proxy statement for Simon's 2025 annual meeting of stockholders to be filed with the SEC pursuant to Regulation 14A.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to the definitive proxy statement for Simon's 2025 annual meeting of stockholders to be filed with the SEC pursuant to Regulation 14A.

The Audit Committee of Simon's Board of Directors pre-approves all audit and permissible non-audit services to be provided by Ernst & Young LLP (PCAOB ID: 42), or Ernst & Young, Simon's and the Operating Partnership's independent registered public accounting firm, prior to commencement of services. The Audit Committee has delegated to the Chairman of the Audit Committee the authority to pre-approve specific services up to specified individual and aggregate fee amounts. These pre-approval decisions are presented to the full Audit Committee at the next scheduled meeting after such approvals are made. We have incurred fees as shown below for services from Ernst & Young as Simon's and the Operating Partnership's independent registered public accounting firm and for services provided to our managed consolidated and joint venture properties and our consolidated non-managed properties. Ernst & Young has advised us that it has billed or will bill these indicated amounts for the following categories of services for the years ended December 31, 2024 and 2023, respectively:

	2024	2023
Audit Fees (1)	\$ 5,201,000	\$ 5,506,000
Audit Related Fees (2)	6,073,000	5,517,000
Tax Fees (3)	298,000	283,000
All Other Fees	—	—

(1) Audit Fees include fees for the audits of the financial statements and the effectiveness of internal control over financial reporting and quarterly reviews for Simon and the Operating Partnership and services associated with the related SEC registration statements, periodic reports, and other documents issued in connection with securities offerings. This

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category may vary year-over-year and is directly tied to the level of capital market and transaction related activities in any given year.

- (2) Audit-Related Fees include audits of individual or portfolios of properties and schedules to comply with lender, joint venture partner or contract requirements, services related to pre-implementation reviews of certain information technology applications, audit services related to our employee benefit plan, and due diligence services in relation to acquisition-related activity for our managed consolidated and joint venture entities and our consolidated non-managed entities. Our share of these Audit-Related Fees was approximately 64% and 59% for the years ended 2024 and 2023, respectively.
- (3) Tax Fees include fees for international and other tax consulting services, tax due diligence and tax return compliance services associated with the tax returns for certain managed joint ventures as well as other miscellaneous tax compliance services. Our share of these Tax Fees was approximately 70% and 59% for 2024 and 2023, respectively.

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Part IV

Item 15. Exhibits and Financial Statement Schedules

		<u>Page No.</u>
(a)	(1) <i>Financial Statements</i>	
	The following consolidated financial statements of Simon Property Group, Inc. and Simon Property Group, L.P. are set forth in Part II, item 8.	
	Reports of Independent Registered Public Accounting Firm	80
	Consolidated Financial Statements of Simon Property Group, Inc.	
	Consolidated Balance Sheets as of December 31, 2024 and 2023	88
	Consolidated Statements of Operations and Comprehensive Income for the years ended December 31, 2024, 2023 and 2022	89
	Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023 and 2022	90
	Consolidated Statements of Equity for the years ended December 31, 2024, 2023 and 2022	91
	Consolidated Financial Statements of Simon Property Group, L.P.	
	Consolidated Balance Sheets as of December 31, 2024 and 2023	93
	Consolidated Statements of Operations and Comprehensive Income for the years ended December 31, 2024, 2023 and 2022	94
	Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023 and 2022	95
	Consolidated Statements of Equity for the years ended December 31, 2024, 2023 and 2022	96
	Notes to Consolidated Financial Statements	98
(2)	<i>Financial Statement Schedule</i>	
	Simon Property Group, Inc. and Simon Property Group, L.P. Schedule III — Schedule of Real Estate and Accumulated Depreciation	155
	Notes to Schedule III	160
	Other financial statement schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.	
(3)	<i>Exhibits</i>	
	The Exhibit Index attached hereto is hereby incorporated by reference to this Item.	147

Item 16. Form 10-K Summary

None.

EXHIBIT INDEX

Exhibits

- 2.1 [Separation and Distribution Agreement by and among Simon Property Group, Inc., Simon Property Group, L.P., Washington Prime Group Inc. and Washington Prime Group, L.P., dated as of May 27, 2014 \(incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K filed May 29, 2014\).](#)
- 2.2 [Amended and Restated Agreement and Plan of Merger dated as of November 14, 2020, by and among the Taubman Parties and the Simon Parties \(incorporated by reference to exhibit 2.1 of Simon Property Group Inc.'s and Simon Property Group L.P.'s Current Report on Form 8-K filed on November 16, 2020\).](#)
- 3.1 [Restated Certificate of Incorporation of Simon Property Group, Inc. \(incorporated by reference to Appendix A of Simon Property Group, Inc.'s Proxy Statement on Schedule 14A filed March 27, 2009\).](#)
- 3.2 [Amended and Restated By-Laws of Simon Property Group, Inc. as adopted on March 20, 2017 \(incorporated by reference to Exhibit 3.1 of Simon Property Group, Inc.'s Current Report on Form 8-K filed March 24, 2017\).](#)
- 3.3 [Certificate of Powers, Designations, Preferences and Rights of the 8 1/2% Series J Cumulative Redeemable Preferred Stock, \\$0.0001 Par Value \(incorporated by reference to Exhibit 3.2 of Simon Property Group, Inc.'s Current Report on Form 8-K filed October 20, 2004\).](#)
- 3.4 [Certificate of Designation of Series A Junior Participating Redeemable Preferred Stock \(incorporated by reference to Exhibit 3.1 of Simon Property Group, Inc.'s Current Report on Form 8-K filed May 15, 2014\).](#)
- 3.5 [Second Amended and Restated Certificate of Limited Partnership of the Limited Partnership \(incorporated by reference to Exhibit 3.1 of Simon Property Group, L.P.'s Annual Report on Form 10-K filed March 31, 2003\).](#)
- 3.6 [Eighth Amended and Restated Limited Partnership Agreement of Simon Property Group, L.P. dated as of May 8, 2008 \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Current Report on Form 8-K filed May 9, 2008\).](#)
- 3.7 [Certificate of Designation of Series B Junior Participating Redeemable Preferred Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 3.1 of Simon Property Group, L.P.'s Quarterly Report on Form 10-Q filed August 8, 2014\).](#)
- 3.8 [Agreement between Simon Property Group, Inc. and Simon Property Group, L.P. dated March 7, 2007, but effective as of August 27, 1999, regarding a prior agreement filed under an exhibit 99.1 to Form S-3/A of Simon Property Group, L.P. on November 20, 1996 \(incorporated by reference to Exhibit 3.4 of Simon Property Group, L.P.'s Annual Report on Form 10-K filed March 16, 2007\).](#)
- 3.9 [Agreement between Simon Property Group, Inc. and Simon Property Group, L.P. dated April 29, 2009, but effective as of October 14, 2004, regarding redemption of the Registrant's Series I Preferred Units \(incorporated by reference to Exhibit 3.2 of Simon Property Group, L.P.'s Quarterly Report on Form 10-Q filed May 8, 2009\).](#)
- 4.1(a) [Indenture, dated as of November 26, 1996, by and among Simon Property Group, L.P. and The Chase Manhattan Bank, as trustee \(incorporated by reference to Exhibit 4.1 of Simon Property Group, L.P.'s Registration Statement on Form S-3 filed October 21, 1996 \(Reg. No. 333-11491\)\).](#)
- 4.2 [Description of Each Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.](#)
- 9.1 [Second Amended and Restated Voting Trust Agreement, Voting Agreement and Proxy dated as of March 1, 2004 between Melvin Simon & Associates, Inc., on the one hand and Melvin Simon, Herbert Simon and David Simon on the other hand \(incorporated by reference to Exhibit 9.1 of Simon Property Group, Inc.'s Quarterly Report on Form 10-Q filed May 10, 2004\).](#)
- 9.2 [Voting Trust Agreement, Voting Agreement and Proxy dated as of March 1, 2004 between David Simon, Melvin Simon and Herbert Simon \(incorporated by reference to Exhibit 9.2 of Simon Property Group, Inc.'s Quarterly Report on Form 10-Q filed May 10, 2004\).](#)

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Exhibits

10.1 [Form of the Indemnity Agreement between Simon Property Group, Inc. and its directors and officers \(incorporated by reference to Exhibit 10.7 of Simon Property Group, Inc.'s Form S-4 filed August 13, 1998 \(Reg. No. 333-61399\)\).](#)

10.2 [Registration Rights Agreement, dated as of September 24, 1998, by and among Simon Property Group, Inc. and the persons named therein \(incorporated by reference to Exhibit 4.4 of Simon Property Group, Inc.'s Current Report on Form 8-K filed October 9, 1998\).](#)

10.3 [Registration Rights Agreement, dated as of August 27, 1999, by and among Simon Property Group, Inc. and the persons named therein \(incorporated by reference to Exhibit 4.4 of the Registration Statement on Form S-3 filed March 24, 2004 \(Reg. No. 333-113884\)\).](#)

10.4 [Registration Rights Agreement, dated as of November 14, 1997, by and between O'Connor Retail Partners, L.P. and Simon DeBartolo Group, Inc. \(incorporated by reference to Exhibit 4.8 of the Registration Statement on Form S-3 filed December 7, 2001 \(Reg. No. 333-74722\)\).](#)

10.5* [Simon Property Group, L.P. Amended and Restated 1998 Stock Incentive Plan \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Current Report on Form 8-K filed April 10, 2014\).](#)

10.6* [Form of Nonqualified Stock Option Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan \(incorporated by reference to Exhibit 10.8 of Simon Property Group, Inc.'s Annual Report on Form 10-K filed March 16, 2005\).](#)

10.7* [Form of Performance-Based Restricted Stock Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan \(incorporated by reference to Exhibit 10.9 of Simon Property Group, Inc.'s Annual Report on Form 10-K filed February 28, 2007\).](#)

10.8* [Form of Non-Employee Director Restricted Stock Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan \(incorporated by reference to Exhibit 10.10 of Simon Property Group, Inc.'s Annual Report on Form 10-K filed March 16, 2005\).](#)

10.9* [Employment Agreement between Simon Property Group, Inc. and David Simon effective as of July 6, 2011 \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s Current Report on Form 8-K filed July 7, 2011\).](#)

10.10* [First Amendment to Employment Agreement between Simon Property Group, Inc. and David Simon, dated as of March 29, 2013 \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Current Report on Form 8-K filed April 4, 2013\).](#)

10.11* [Non-Qualified Deferred Compensation Plan dated as of December 31, 2008 \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Quarterly Report on Form 10-Q filed November 5, 2009\).](#)

10.12* [Amendment — 2008 Performance Based-Restricted Stock Agreement dated as of March 6, 2009 \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s Quarterly Report on Form 10-Q filed November 5, 2009\).](#)

10.13* [Certificate of Designation of Series 2010 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.4 of Simon Property Group, Inc.'s Current Report on Form 8-K filed March 19, 2010\).](#)

10.14* [Form of Series 2010 LTIP Unit \(Three Year Program\) Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Current Report on Form 8-K filed March 19, 2010\).](#)

10.15* [Form of Series 2010 LTIP Unit \(Two Year Program\) Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s Current Report on Form 8-K filed March 19, 2010\).](#)

10.16* [Form of Series 2010 LTIP Unit \(One Year Program\) Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s Current Report on Form 8-K filed March 19, 2010\).](#)

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Exhibits

10.17* [Certificate of Designation of Series CEO LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s Current Report on Form 8-K filed July 7, 2011\).](#)

10.18* [Simon Property Group Series CEO LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.4 of Simon Property Group, Inc.'s Current Report on Form 8-K filed July 7, 2011\).](#)

10.19* [First Amendment to Simon Property Group Series CEO LTIP Unit Award Agreement dated as of December 22, 2011 \(incorporated by reference to Exhibit 10.24 of Simon Property Group, Inc.'s Annual Report on Form 10-K filed February 28, 2012\).](#)

10.20* [Second Amendment to Simon Property Group Series CEO LTIP Unit Award Agreement, dated as of March 29, 2013 \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s Current Report on Form 8-K filed April 4, 2013\).](#)

10.21* [Simon Property Group Amended and Restated Series CEO LTIP Unit Award Agreement, dated as of December 31, 2013 \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Current Report on Form 8-K filed January 2, 2014\).](#)

10.22* [Certificate of Designation of Series 2011 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.5 of Simon Property Group, Inc.'s Current Report on Form 8-K filed July 7, 2011\).](#)

10.23* [Form of Simon Property Group Series 2011 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.6 of Simon Property Group, Inc.'s Current Report on Form 8-K filed July 7, 2011\).](#)

10.24* [Certificate of Designation of Series 2012 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.2 of Simon Property Group, L.P.'s Quarterly Report on Form 10-Q filed May 11, 2012\).](#)

10.25* [Amended and Restated Certificate of Designation of Series 2012 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.5 of Simon Property Group, L.P.'s Quarterly Report on Form 10-Q filed May 7, 2014\).](#)

10.26* [Form of Simon Property Group Series 2012 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Quarterly Report on Form 10-Q filed May 8, 2012\).](#)

10.27* [Simon Property Group Amended and Restated Series 2012 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Current Report on Form 8-K filed April 28, 2014\).](#)

10.28* [Certificate of Designation of Series 2013 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.2 of Simon Property Group, L.P.'s Quarterly Report on Form 10-Q filed May 10, 2013\).](#)

10.29* [Form of Simon Property Group Series 2013 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s Current Report on Form 8-K filed April 4, 2013\).](#)

10.30* [Form of Simon Property Group Executive Officer LTIP Waiver, dated April 18, 2014 \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s Current Report on Form 8-K filed April 28, 2014\).](#)

10.31* [Simon Property Group CEO LTIP Unit Adjustment Waiver, dated April 18, 2014 \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s Current Report on Form 8-K filed April 28, 2014\).](#)

10.32* [Form of Simon Property Group Series 2014 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s Quarterly Report on Form 10-Q filed May 7, 2014\).](#)

10.33* [Certificate of Designation of Series 2014 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.3 of Simon Property Group, L.P.'s Quarterly Report on Form 10-Q filed May 7, 2014\).](#)

10.34* [Form of Simon Property Group Series 2015 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2015 filed on January 13, 2016\).](#)

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Exhibits

10.35* [Certificate of Designation of Series 2015 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.4 of Simon Property Group, L.P.'s Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2015 filed on January 13, 2016\).](#)

10.36* [Form of Simon Property Group Series 2016 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 filed on May 5, 2016\).](#)

10.37* [Form of Certificate of Designation of Series 2016 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 filed on May 5, 2016\).](#)

10.38* [Form of Simon Property Group Series 2018 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 filed on May 3, 2018\).](#)

10.39* [Form of Certificate of Designation of Series 2018 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 filed on May 3, 2018\).](#)

10.40* [Form of Simon Property Group Series 2019 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 filed on August 7, 2019\).](#)

10.41* [Form of Certificate of Designation of Series 2019 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 filed on August 7, 2019\).](#)

10.42* [Form of Restricted Stock Unit Agreement under Simon Property Group, L.P. 2019 Stock Incentive Plan \(incorporated by reference to Exhibit 10.48 of Simon Property Group, Inc.'s Annual Report on Form 10-K filed February 25, 2021\).](#)

10.43* [Form of Simon Property Group Series 2021 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 filed on May 10, 2021\).](#)

10.44* [Form of Certificate of Designation of Series 2021 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 filed on May 10, 2021\).](#)

10.45* [Simon Property Group, Inc., 2022 Incentive Compensation Plan \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 filed on May 9, 2022\).](#)

10.46* [Form of Simon Property Group Series 2022 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 filed on May 9, 2022\).](#)

10.47* [Form of Certificate of Designation of Series 2022 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 filed on May 9, 2022\).](#)

10.48* [Form of Restricted Stock Unit Award Agreement \(incorporated by reference to Exhibit 10.4 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 filed on May 9, 2022\).](#)

10.49 [Third Amended and Restated \\$5,000,000,000 Credit Agreement, dated as of March 14, 2023 \(incorporated by reference to Exhibit 99.2 of Simon Property Group, Inc. and L.P.'s Current Report on Form 8-K filed March 15, 2023\).](#)

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Exhibits

10.50* [Simon Property Group, Inc., 2023 Incentive Compensation Plan \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 filed on May 4, 2023\).](#)

10.51* [Form of Simon Property Group Series 2023 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 filed on May 4, 2023\).](#)

10.52* [Form of Certificate of Designation of Series 2023 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.4 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 filed on May 4, 2023\).](#)

10.53* [Form of Simon Property Group 2023 Restricted Stock Unit Award Agreement \(incorporated by reference to Exhibit 10.5 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 filed on May 4, 2023\).](#)

10.54* [Amended and Restated Other Platform Investment Incentive Program \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s Form 8-K/A filed on November 9, 2023\).](#)

10.55* [Simon Property Group L.P. 2019 Stock Incentive Plan \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 filed on May 7, 2024\).](#)

10.56* [Form of Simon Property Group Series 2024 LTIP Unit Award Agreement incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 filed on May 7, 2024\).](#)

10.57* [Form of Certificate of Designation of Series 2024 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.3 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 filed on May 7, 2024\).](#)

10.58* [Form of Simon Property Group 2024 Restricted Stock Unit Agreement \(incorporated by reference to Exhibit 10.4 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 filed on May 7, 2024\).](#)

10.59* [Form of Simon Property Group Series 2024-2 LTIP Unit Award Agreement \(incorporated by reference to Exhibit 10.1 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Form 8-K filed on August 29, 2024\).](#)

10.60* [Form of Certificate of Designation of Series 2024-2 LTIP Units of Simon Property Group, L.P. \(incorporated by reference to Exhibit 10.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Form 8-K filed on August 29, 2024\).](#)

10.61 [Third Amended and Restated \\$3,500,000,000 Credit Agreement dated as of September 19, 2024 \(incorporated by reference to Exhibit 99.2 of Simon Property Group, Inc.'s and Simon Property Group, L.P.'s Form 8-K filed September 19, 2024\).](#)

19.1 [Simon Property Group, Inc. – Insider Trading Policy](#)

21.1 [List of Subsidiaries of Simon Property Group Inc. and Simon Property Group, L.P.](#)

23.1 [Simon Property Group, Inc. — Consent of Ernst & Young LLP.](#)

23.2 [Simon Property Group, L.P. — Consent of Ernst & Young LLP.](#)

31.1 [Simon Property Group, Inc. — Certification by the Chief Executive Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

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Exhibits

31.2 [Simon Property Group, Inc. — Certification by the Chief Financial Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

31.3 [Simon Property Group, L.P. — Certification by the Chief Executive Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

31.4 [Simon Property Group, L.P. — Certification by the Chief Financial Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

32.1 [Simon Property Group, Inc. — Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

32.2 [Simon Property Group, L.P. — Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

97 [Simon Property Group, Inc. – Policy For Recovery of Erroneously Awarded Compensation \(incorporated by reference to Exhibit 97 of Simon Property Group, Inc.'s Annual Report on Form 10-K filed February 22, 2024\).](#)

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.

101.SCH Inline XBRL Taxonomy Extension Schema Document

101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document

101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document

104 Cover Page Interactive File (formatted as Inline XBRL and contained in Exhibit 101)

(a) Does not include supplemental indentures that authorize the issuance of debt securities series, none of which exceeds 10% of the total assets of Simon Property Group, L.P. on a consolidated basis. Simon Property Group, L.P. agrees to file copies of any such supplemental indentures upon the request of the Commission.

* Represents a management contract, or compensatory plan, contract or arrangement required to be filed pursuant to Regulation S-K.

SIGNATURES

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

SIMON PROPERTY GROUP, INC.

By /s/ DAVID SIMON
David Simon
Chairman of the Board of Directors, Chief
Executive Officer and President
Date: February 21, 2025

SIMON PROPERTY GROUP, L.P.

/s/ DAVID SIMON
David Simon
Chairman of the Board of Directors, Chief Executive Officer
and President of Simon Property Group, Inc., General Partner
Date: February 21, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Simon Property Group, Inc., for itself and in its capacity as General Partner of Simon Property Group, L.P., and in the capacities and on the dates indicated.

Signature	Capacity	Date
<u>/s/ DAVID SIMON</u> David Simon	Chairman of the Board of Directors, Chief Executive Officer (Principal Executive Officer) and President	February 21, 2025
<u>/s/ ELI SIMON</u> Eli Simon	Director and Chief Investment Officer	February 21, 2025
<u>/s/ RICHARD S. SOKOLOV</u> Richard S. Sokolov	Director and Vice Chairman	February 21, 2025
<u>/s/ LARRY C. GLASSCOCK</u> Larry C. Glasscock	Director	February 21, 2025
<u>/s/ REUBEN S. LEIBOWITZ</u> Reuben S. Leibowitz	Director	February 21, 2025
<u>/s/ RANDALL J. LEWIS</u> Randall J. Lewis	Director	February 21, 2025
<u>/s/ NINA P. JONES</u> Nina P. Jones	Director	February 21, 2025
<u>/s/ ALLAN HUBBARD</u> Allan Hubbard	Director	February 21, 2025
<u>/s/ DANIEL C. SMITH</u> Daniel C. Smith	Director	February 21, 2025

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<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ GARY M. RODKIN</u> Gary M. Rodkin	Director	February 21, 2025
<u>/s/ GLYN F. AEPPEL</u> Glyn F. Aeppl	Director	February 21, 2025
<u>/s/ STEFAN M. SELIG</u> Stefan M. Selig	Director	February 21, 2025
<u>/s/ MARTA R. STEWART</u> Marta R. Stewart	Director	February 21, 2025
<u>/s/ PEGGY F. ROE</u> Peggy F. Roe	Director	February 21, 2025
<u>/s/ BRIAN J. MCDADE</u> Brian J. McDade	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 21, 2025
<u>/s/ ADAM J. REUILLE</u> Adam J. Reuille	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 21, 2025

Simon Property Group, Inc.
Simon Property Group, L.P.
Real Estate and Accumulated Depreciation
December 31, 2024
(Dollars in thousands)

Name	Location	Encumbrances (6)	Cost Capitalized				Gross Amounts At Which				Date of Construction	
			Initial Cost (3)		Subsequent to Acquisition (3)		Carried At Close of Period					
			Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total (1)	Accumulated Depreciation (2)	or Acquisition	
Malls												
Barton Creek Square	Austin, TX	\$	-	\$ 2,903	\$ 20,929	\$ 7,983	\$ 104,331	\$ 10,886	\$ 125,260	\$ 136,146	\$ 77,462	1981
Battlefield Mall	Springfield, MO	-	3,919	27,231	3,000	76,698	6,919	103,929	110,848	82,028	1970	
Bay Park Square	Green Bay, WI	-	6,278	25,623	4,106	31,653	10,384	57,276	67,660	39,375	1980	
Brea Mall	Brea (Los Angeles), CA	-	39,500	209,202	3,847	219,740	43,347	428,942	472,289	188,906	1998 (4)	
Broadway Square	Tyler, TX	-	11,306	32,431	-	53,318	11,306	85,749	97,055	50,395	1994 (4)	
Burlington Mall	Burlington (Boston), MA	-	46,600	303,618	27,458	277,625	74,058	581,243	655,301	317,197	1998 (4)	
Castleton Square	Indianapolis, IN	-	26,250	98,287	7,434	82,590	33,684	180,877	214,561	139,683	1972	
Cielo Vista Mall	El Paso, TX	-	1,005	15,262	608	63,078	1,613	78,340	79,953	57,736	1974	
College Mall	Bloomington, IN	-	1,003	16,245	720	72,503	1,723	88,748	90,471	56,869	1965	
Columbia Center	Kennewick, WA	-	17,441	66,580	-	48,803	17,441	115,383	132,824	78,658	1987	
Copley Place	Boston, MA	-	-	378,045	-	236,259	-	614,304	614,304	329,118	2002 (4)	
Coral Square	Coral Springs (Miami), FL	-	12,282	93,630	-	23,066	12,282	116,696	128,978	96,101	1984	
Cordova Mall	Pensacola, FL	-	18,626	73,091	7,321	76,987	25,947	150,078	176,025	98,469	1998 (4)	
Domain, The	Austin, TX	210,000	40,436	197,010	-	196,440	40,436	393,450	433,886	220,797	2005	
Empire Mall	Sioux Falls, SD	169,566	35,998	192,186	-	41,985	35,998	234,171	270,169	99,168	1998 (5)	
Fashion Mall at Keystone, The Firewheel Town Center	Indianapolis, IN	-	-	120,579	29,145	123,834	29,145	244,413	273,558	160,486	1997 (4)	
Forum Shops at Caesars Palace, The	Las Vegas, NV	-	8,438	82,716	-	28,327	8,438	111,043	119,481	72,154	2004	
Greenwood Park Mall	Greenwood (Indianapolis), IN	-	2,423	23,445	5,253	131,643	7,676	155,088	162,764	105,783	1979	
Haywood Mall	Greenville, SC	-	11,585	133,893	6	48,480	11,591	182,373	193,964	131,890	1998 (4)	
King of Prussia	King of Prussia (Philadelphia), PA	-	175,063	1,128,236	-	440,595	175,063	1,568,831	1,743,894	669,884	2003 (5)	
La Plaza Mall (13)	McAllen, TX	-	87,912	9,828	6,569	197,764	94,481	207,592	302,073	76,134	1976	
Lakeline Mall	Cedar Park (Austin), TX	-	8,944	81,568	14	26,600	8,958	108,168	117,126	76,662	1995	
Lenox Square	Atlanta, GA	-	37,216	492,411	-	167,283	37,216	659,694	696,910	450,514	1998 (4)	
Mall of Georgia	Buford (Atlanta), GA	-	47,492	326,633	-	20,688	47,492	347,321	394,813	240,683	1999 (5)	
McCain Mall	N. Little Rock, AR	-	-	9,515	10,142	31,042	10,142	40,557	50,699	22,715	1973	
Menlo Park Mall	Edison (New York), NJ	-	65,684	223,252	-	107,385	65,684	330,637	396,321	226,902	1997 (4)	
Miami International	Miami, FL	158,000	3,996	160,710	-	350	3,996	161,060	165,056	68,883	1982 (5)	
Midland Park Mall	Midland, TX	-	687	9,213	1,196	46,118	1,883	55,331	57,214	27,336	1980	
Miller Hill Mall	Duluth, MN	-	2,965	18,092	1,811	50,657	4,776	68,749	73,525	50,609	1973	
North East Mall	Hurst (Dallas), TX	-	128	12,966	19,010	135,086	19,138	148,052	167,190	115,948	1971	
Ocean County Mall	Toms River (New York), NJ	-	20,404	124,945	3,277	89,072	23,681	214,017	237,698	128,165	1998 (4)	
Orland Square	Orland Park (Chicago), IL	-	35,439	129,906	-	83,641	35,439	213,547	248,986	142,289	1997 (4)	
Penn Square Mall	Oklahoma City, OK	310,000	2,043	155,958	-	67,007	2,043	222,965	225,008	164,406	2002 (4)	
Pheasant Lane Mall	Nashua, NH	-	3,902	155,068	550	52,797	4,452	207,865	212,317	140,998	2004 (5)	
Phipps Plaza	Atlanta, GA	-	15,005	210,610	-	274,918	15,005	485,528	500,533	222,387	1998 (4)	
Plaza Carolina	Carolina (San Juan), PR	-	15,493	279,560	-	84,628	15,493	364,188	379,681	213,887	2004 (4)	
Prien Lake Mall	Lake Charles, LA	-	1,842	2,813	3,053	69,031	4,895	71,844	76,739	34,945	1972	
Rockaway Townsquare	Rockaway (New York), NJ	-	41,918	212,257	-	76,917	41,918	289,174	331,092	194,087	1998 (4)	
Roosevelt Field	Garden City (New York), NY	-	163,160	702,008	1,246	412,044	164,406	1,114,052	1,278,458	672,623	1998 (4)	

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Simon Property Group, Inc.
Simon Property Group, L.P.
Real Estate and Accumulated Depreciation
December 31, 2024
(Dollars in thousands)

Name	Location	Encumbrances (6)	Cost Capitalized												Date of Construction or Acquisition	
			Initial Cost (3)			Subsequent to Acquisition (3)			Gross Amounts At Which Carried At Close of Period			Buildings and Improvements	Total (1)	Accumulated Depreciation (2)		
			Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total					
Ross Park Mall	Pittsburgh, PA	\$ -	\$ 23,541	\$ 90,203	\$ 5,815	\$ 162,232	\$ 29,356	\$ 252,435	\$ 281,791	\$ 156,797	\$ 156,797	1986				
Santa Rosa Plaza	Santa Rosa, CA	-	10,400	87,864	-	31,631	10,400	119,495	129,895	80,614	80,614	1998 (4)				
Shops at Chestnut Hill, The	Chestnut Hill (Boston), MA	93,075	449	25,102	38,864	107,735	39,313	132,837	172,150	60,996	60,996	2002 (5)				
Shops at Riverside, The	Hackensack (New York), NJ	-	13,521	238,746	-	275,240	13,521	513,986	527,507	175,456	175,456	2007 (4) (5)				
Smith Haven Mall	Lake Grove (New York)	-	25,822	398,974	-	1,139	25,822	400,113	425,935	257,416	257,416	1995 (4) (5)				
South Hills Village	Pittsburgh, PA	-	23,445	125,840	1,472	99,541	24,917	225,381	250,298	133,709	133,709	1997 (4)				
South Shore Plaza	Braintree (Boston), MA	-	101,200	301,495	1,972	178,531	103,172	480,026	583,198	323,508	323,508	1998 (4)				
Southdale Center	Edina (Minneapolis), MN	-	41,430	184,967	-	195,872	41,430	380,839	422,269	106,762	106,762	2007 (4) (5)				
SouthPark	Charlotte, NC	-	42,092	188,055	100	252,956	42,192	441,011	483,203	273,203	273,203	2002 (4)				
St. Charles Towne Center	Waldorf (Washington, DC), MD	-	7,710	52,934	1,180	25,249	8,890	78,183	87,073	66,648	66,648	1990				
Stanford Shopping Center	Palo Alto (San Jose), CA	-	-	339,537	-	243,663	-	583,200	583,200	283,248	283,248	2003 (4)				
Summit Mall	Akron, OH	85,000	15,374	51,137	-	61,715	15,374	112,852	128,226	79,028	79,028	1965				
Tacoma Mall	Tacoma (Seattle), WA	-	37,113	125,826	-	188,904	37,113	314,730	351,843	182,943	182,943	1987				
Tippecanoe Mall	Lafayette, IN	-	2,897	8,439	5,517	51,252	8,414	59,691	68,105	48,612	48,612	1973				
Town Center at Boca Raton	Boca Raton (Miami), FL	-	64,200	307,317	-	278,939	64,200	586,256	650,456	372,051	372,051	1998 (4)				
Towne East Square	Wichita, KS	-	8,024	18,479	4,108	64,787	12,132	83,266	95,398	53,351	53,351	1975				
Treasure Coast Square	Jensen Beach, FL	-	10,750	72,990	3,067	29,817	13,817	102,807	116,624	76,016	76,016	1987				
Tyrone Square	St. Petersburg (Tampa), FL	-	15,638	120,962	1,459	51,295	17,097	172,257	189,354	132,925	132,925	1972				
University Park Mall	Mishawaka, IN	-	10,762	118,164	7,000	60,885	17,762	179,049	196,811	153,914	153,914	1996 (4)				
Walt Whitman Shops	Huntington Station (New York), NY	-	51,700	111,258	3,789	146,371	55,489	257,629	313,118	159,826	159,826	1998 (4)				
White Oaks Mall	Springfield, IL	34,000	2,907	35,692	2,468	69,009	5,375	104,701	110,076	70,665	70,665	1977				
Wolfchase Galleria	Memphis, TN	155,152	16,407	128,276	-	20,212	16,407	148,488	164,895	116,046	116,046	2002 (4)				
Woodland Hills Mall	Tulsa, OK	-	34,211	187,123	13,811	53,723	48,022	240,846	288,868	177,173	177,173	2004 (5)				
Premium Outlets																
Albertville Premium Outlets	Albertville (Minneapolis), MN	-	3,900	97,059	-	11,295	3,900	108,354	112,254	75,819	75,819	2004 (4)				
Allen Premium Outlets	Allen (Dallas), TX	-	20,932	69,788	-	45,389	20,932	115,177	136,109	51,036	51,036	2004 (4)				
Aurora Farms Premium Outlets	Aurora (Cleveland), OH	-	2,370	24,326	541	10,255	2,911	34,581	37,492	27,066	27,066	2004 (4)				
Birch Run Premium Outlets	Birch Run (Detroit), MI	123,000	11,477	77,856	-	9,423	11,477	87,279	98,756	47,917	47,917	2010 (4)				
Camarillo Premium Outlets	Camarillo (Los Angeles), CA	-	16,599	224,721	395	79,553	16,994	304,274	321,268	183,418	183,418	2004 (4)				
Carlsbad Premium Outlets	Carlsbad (San Diego), CA	-	12,890	184,990	96	14,886	12,986	199,876	212,862	108,623	108,623	2004 (4)				
Carolina Premium Outlets	Smithfield (Raleigh), NC	-	3,175	59,863	5,311	9,442	8,486	69,305	77,791	44,524	44,524	2004 (4)				
Chicago Premium Outlets	Aurora (Chicago), IL	-	659	118,005	13,050	98,447	13,709	216,452	230,161	107,321	107,321	2004 (4)				
Cincinnati Premium Outlets	Monroe (Cincinnati), OH	-	14,117	71,520	-	5,132	14,117	76,652	90,769	44,758	44,758	2008				
Clinton Premium Outlets	Clinton, CT	-	2,060	107,556	1,532	7,785	3,592	115,341	118,933	75,699	75,699	2004 (4)				
Denver Premium Outlets	Thornton (Denver), CO	-	10,182	45,335	10	65,942	10,192	111,277	121,469	35,181	35,181	2018				
Desert Hills Premium Outlets	Cabazon (Palm Springs), CA	-	3,440	338,679	-	121,909	3,440	460,588	464,028	240,073	240,073	2004 (4)				
Ellenton Premium Outlets	Ellenton (Tampa), FL	178,000	15,807	182,412	-	9,691	15,807	192,103	207,910	142,793	142,793	2010 (4)				
Finger Lakes Premium Outlets	Waterloo, NY	-	3,230	75,277	-	16,557	3,230	91,834	95,064	57,361	57,361	2004 (4)				
Folsom Premium Outlets	Folsom (Sacramento), CA	-	9,060	50,281	-	7,067	9,060	57,348	66,408	38,751	38,751	2004 (4)				
Gilroy Premium Outlets	Gilroy (San Jose), CA	-	8,539	190,835	-	-	8,539	190,835	199,374	115,071	115,071	2004 (4)				
Gloucester Premium Outlets	Blackwood (Philadelphia), NJ	75,000	14,389	107,685	-	1,142	14,389	108,827	123,216	37,328	37,328	2015 (5)				
Grand Prairie Premium Outlets	Grand Prairie (Dallas), TX	-	9,497	194,245	-	2,238	9,497	196,483	205,980	78,046	78,046	2012				

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Simon Property Group, Inc.
Simon Property Group, L.P.
Real Estate and Accumulated Depreciation
December 31, 2024
(Dollars in thousands)

Name	Location	Encumbrances (6)	Cost Capitalized						Date of Construction	
			Initial Cost (3)		Subsequent to Acquisition (3)		Gross Amounts At Which Carried At Close of Period			
			Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total (1)	Accumulated Depreciation (2)
Grove City Premium Outlets	Grove City (Pittsburgh), PA	\$ 140,000	\$ 6,421	\$ 121,880	\$ -	\$ 11,026	\$ 6,421	\$ 132,906	\$ 139,327	\$ 97,735
Gulfport Premium Outlets	Gulfport, MS	50,000	-	27,949	-	8,616	-	36,565	36,565	23,260
Hagerstown Premium Outlets	Hagerstown (Baltimore/Washington, DC), MD	68,365	3,560	85,883	-	760	3,560	86,643	90,203	50,692
Houston Premium Outlets	Cypress (Houston), TX	-	8,695	69,350	-	41,086	8,695	110,436	119,131	66,539
Indiana Premium Outlets	Edinburgh (Indianapolis), IN	-	2,857	47,309	-	23,881	2,857	71,190	74,047	43,305
Jackson Premium Outlets	Jackson (New York), NJ	-	6,413	104,013	3	9,330	6,416	113,343	119,759	63,855
Jersey Shore Premium Outlets	Tinton Falls (New York), NJ	-	15,390	50,979	-	81,429	15,390	132,408	147,798	82,529
Johnson Creek Premium Outlets	Johnson Creek, WI	-	2,800	39,546	-	8,788	2,800	48,334	51,134	28,415
Kittery Premium Outlets	Kittery, ME	-	11,832	94,994	-	15,096	11,832	110,090	121,922	58,923
Las Americas Premium Outlets	San Diego, CA	-	52,969	283,081	-	14,522	52,969	297,603	350,572	134,603
Las Vegas North Premium Outlets	Las Vegas, NV	-	25,435	134,973	16,536	154,418	41,971	289,391	331,362	167,869
Las Vegas South Premium Outlets	Las Vegas, NV	-	13,085	160,777	-	40,216	13,085	200,993	214,078	107,295
Lee Premium Outlets	Lee, MA	45,089	9,167	52,212	-	5,614	9,167	57,826	66,993	39,774
Leesburg Premium Outlets	Leesburg (Washington, DC), VA	-	7,190	162,023	-	25,353	7,190	187,376	194,566	108,129
Lighthouse Place Premium Outlets	Michigan City (Chicago, IL), IN	-	6,630	94,138	-	14,556	6,630	108,694	115,324	69,844
Merrimack Premium Outlets	Merrimack, NH	-	14,975	118,428	-	12,674	14,975	131,102	146,077	58,987
Napa Premium Outlets	Napa, CA	-	11,400	45,023	-	8,252	11,400	53,275	64,675	33,911
North Bend Premium Outlets	North Bend (Seattle), WA	-	2,012	36,036	-	30	2,012	36,066	38,078	20,975
North Georgia Premium Outlets	Dawsonville (Atlanta), GA	-	4,300	137,020	-	5,196	4,300	142,216	146,516	81,256
Orlando International Premium Outlets	Orlando, FL	-	31,998	472,815	-	22,239	31,998	495,054	527,052	244,446
Orlando Vineland Premium Outlets	Orlando, FL	-	14,040	382,949	36,023	35,536	50,063	418,485	468,548	227,552
Petaluma Village Premium Outlets	Petaluma (San Francisco), CA	-	13,322	13,710	-	3,889	13,322	17,599	30,921	12,183
Philadelphia Premium Outlets	Limerick (Philadelphia), PA	-	16,676	105,249	-	28,421	16,676	133,670	150,346	87,379
Phoenix Premium Outlets	Chandler (Phoenix), AZ	-	-	63,082	-	1,817	-	64,899	64,899	32,613
Pismo Beach Premium Outlets	Pismo Beach, CA	30,335	4,317	19,044	-	4,604	4,317	23,648	27,965	17,081
Pleasant Prairie Premium Outlets	Pleasant Prairie (Chicago, IL/Milwaukee), WI	145,000	16,823	126,686	-	10,775	16,823	137,461	154,284	73,847
Pocono Premium Outlets	Tannersville, PA	-	7,720	172,931	-	32,331	7,720	205,262	212,982	108,904
Puerto Rico Premium Outlets	Barceloneta, PR	-	20,586	114,021	-	11,355	20,586	125,376	145,962	67,121
Queenstown Premium Outlets	Queenstown (Baltimore), MD	53,290	8,129	61,950	-	6,358	8,129	68,308	76,437	37,400
Rio Grande Valley Premium Outlets	Mercedes (McAllen), TX	-	12,229	41,547	-	29,550	12,229	71,097	83,326	48,008
Round Rock Premium Outlets	Round Rock (Austin), TX	-	12,985	82,252	-	9,158	12,985	91,410	104,395	59,480
San Francisco Premium Outlets	Livermore (San Francisco), CA	-	21,925	308,694	46,177	75,416	68,102	384,110	452,212	146,135
San Marcos Premium Outlets	San Marcos (Austin/San Antonio), TX	-	13,180	287,179	-	33,112	13,180	320,291	333,471	157,020

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Simon Property Group, Inc.
Simon Property Group, L.P.
Real Estate and Accumulated Depreciation
December 31, 2024
(Dollars in thousands)

Name	Location	Encumbrances (6)	Cost Capitalized						Date of Construction	
			Initial Cost (3)		Subsequent to Acquisition (3)		Gross Amounts At Which Carried At Close of Period			
			Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total (1)	Accumulated Depreciation (2)
Seattle Premium Outlets	Tulalip (Seattle), WA	\$ - -	\$ 103,722	\$ 56,982	\$ 160,704	\$ 160,704	\$ 92,773	2004 (4)		
St. Augustine Premium Outlets	St. Augustine (Jacksonville), FL	- 6,090	57,670	2 17,226	6,092	74,896	80,988	45,678	2004 (4)	
Tampa Premium Outlets	Lutz (Tampa), FL	- 14,298	97,188	121 12,354	14,419	109,542	123,961	38,139	2015	
Tucson Premium Outlets	Marana (Tucson), AZ	- 12,508	69,677	- 6,799	12,508	76,476	88,984	27,144	2015	
Tulsa Premium Outlets	Jenks (Tulsa), OK	- 11,026	102,600	1 52,026	11,027	154,626	165,653	2,878	2024	
Vacaville Premium Outlets	Vacaville, CA	- 9,420	84,850	- 20,252	9,420	105,102	114,522	66,720	2004 (4)	
Waikiki Premium Outlets	Waipahu (Honolulu), HI	- 22,630	77,316	- 21,904	22,630	99,220	121,850	59,450	2004 (4)	
Williamsburg Premium Outlets	Williamsburg, VA	185,000	10,323	223,789	- 11,450	10,323	235,239	245,562	117,025	2010 (4)
Woodburn Premium Outlets	Woodburn (Portland), OR	- 9,414	150,414	- 5,660	9,414	156,074	165,488	66,478	2013 (4)	
Woodbury Common Premium Outlets	Central Valley (New York), NY	- 11,010	862,559	1,779 284,336	12,789	1,146,895	1,159,684	573,646	2004 (4)	
Wrentham Village Premium Outlets	Wrentham (Boston), MA	- 4,900	282,031	- 58,069	4,900	340,100	345,000	183,801	2004 (4)	
The Mills										
Arizona Mills	Tempe (Phoenix), AZ	94,000	41,285	297,289	- 19,686	41,285	316,975	358,260	118,066	2007 (4) (5)
Great Mall	Milpitas (San Jose), CA	- 69,853	463,101	- 68,227	69,853	531,328	601,181	230,996	2007 (4) (5)	
Gurnee Mills	Gurnee (Chicago), IL	257,710	41,133	297,911	- 43,215	41,133	341,126	382,259	148,573	2007 (4) (5)
Mills at Jersey Gardens, The	Elizabeth, NJ	-	120,417	865,605	- 32,696	120,417	898,301	1,018,718	321,737	2015 (4)
Opry Mills	Nashville, TN	375,000	51,000	327,503	- 30,461	51,000	357,964	408,964	142,722	2007 (4) (5)
Outlets at Orange, The	Orange (Los Angeles), CA	-	64,973	211,322	- 8,656	64,973	219,978	284,951	49,402	2007 (4) (5)
Potomac Mills	Woodbridge (Washington, DC), VA	416,000	61,608	425,370	- 49,281	61,608	474,651	536,259	209,799	2007 (4) (5)
Sawgrass Mills	Sunrise (Miami), FL	-	192,981	1,641,153	5,395 254,007	198,376	1,895,160	2,093,536	782,774	2007 (4) (5)
Designer Outlets										
La Reggia Designer Outlet	Marcianise (Naples), Italy	166,195	37,220	233,179	- 44,611	37,220	277,790	315,010	97,541	(4) (5)
Noventa Di Piave Designer Outlet	Venice, Italy	288,341	38,793	309,283	- 81,213	38,793	390,496	429,289	116,864	2013 (7) (4) (5)
Ochtrup Designer Outlet	Ochtrup, Germany	51,936	11,770	97,941	- 68	11,770	98,009	109,779	17,406	2016 (7) (4) (5)
Paris-Giverny Designer Outlets	Normandy, France	95,407	16,312	238,139	-	-	16,312	238,139	254,451	22,104 2023
Parmdorff Designer Outlet	Vienna, Austria	187,840	14,903	223,156	- 16,127	14,903	239,283	254,186	86,515	2013 (7) (4) (5)
Provence Designer Outlet	Provence, France	97,724	41,321	84,637	6,169 1,838	47,490	86,475	133,965	55,150	2017 (7) (4) (5)
Roermond Designer Outlet	Roermond, Netherlands	290,842	15,035	400,094	- 40,106	15,035	440,200	455,235	162,233	2013 (7) (4) (5)
Roosendaal Designer Outlet	Roosendaal, Netherlands	67,516	22,191	108,069	- 14,097	22,191	122,166	144,357	45,606	2017 (7) (4)
Lifestyle Centers										
ABQ Uptown	Albuquerque, NM	-	6,374	75,333	4,054	12,608	10,428	87,941	98,369	42,023
Northgate Station	Seattle, WA	-	19,904	115,992	15,964	115,842	35,868	231,834	267,702	72,416
University Park Village	Fort Worth, TX	50,113	18,031	100,523	- 12,181	18,031	112,704	130,735	39,402	2015 (4)
Other Properties										
Calhoun Outlet Marketplace	Calhoun, GA	16,282	1,745	12,529	-	2,210	1,745	14,739	16,484	12,622

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Simon Property Group, Inc.
Simon Property Group, L.P.
Real Estate and Accumulated Depreciation
December 31, 2024
(Dollars in thousands)

Name	Location	Encumbrances (6)	Cost Capitalized				Gross Amounts At Which Carried At Close of Period				Date of Construction or Acquisition	
			Initial Cost (3)		Subsequent to Acquisition (3)		Buildings and Improvements		Buildings and Improvements			
			Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total (1)	
Florida Keys Outlet	Florida City, FL											
Marketplace Gaffney Marketplace	Gaffney (Greenville/Charlotte), SC	\$ 17,000	\$ 1,112	\$ 1,748	\$ -	\$ 6,899	\$ 1,112	\$ 8,647	\$ 9,759	\$ 5,742	2010 (4)	
Orlando Outlet Marketplace	Orlando, FL	26,302	4,056	32,371	-	6,515	4,056	38,886	42,942	26,785	2010 (4)	
Oxford Valley Mall	Langhorne (Philadelphia), PA	-	3,367	1,557	-	4,715	3,367	6,272	9,639	4,072	2010 (4)	
Southridge Mall	Greendale (Milwaukee), WI	-	18,355	100,287	-	23,812	18,355	124,099	142,454	94,539	2003 (4)	
		103,889	12,359	130,111	1,939	12,244	14,298	142,355	156,653	74,824	2007 (5)	
Other pre-development costs		84,047	66,138	213,610	959	-	67,097	213,610	280,707	1,882		
Other		14,753	9,398	475,504	265	6	9,663	475,510	485,173	62,578		
Currency Translation Adjustment		-	(11,217)	(76,185)	(513)	(40,944)	(11,730)	(117,129)	(128,859)	(74,898)		
		<u>\$ 5,008,769</u>	<u>\$ 3,238,299</u>	<u>\$ 26,008,603</u>	<u>\$ 390,180</u>	<u>\$ 10,074,915</u>	<u>\$ 3,628,479</u>	<u>\$ 36,083,518</u>	<u>\$ 39,711,997</u>	<u>\$ 18,663,586</u>		

**Simon Property Group, Inc.
Simon Property Group, L.P.
Notes to Schedule III as of December 31, 2024
(Dollars in thousands)**

(1) Reconciliation of Real Estate Properties:

The changes in real estate assets for the years ended December 31, 2024, 2023, and 2022 are as follows:

	2024	2023	2022
Balance, beginning of year	\$ 38,784,918	\$ 37,879,778	\$ 37,497,216
Acquisitions and consolidations (7)	589,501	78,410	122,074
Improvements	744,574	823,705	688,173
Disposals and consolidations	(285,998)	(55,593)	(308,030)
Currency Translation Adjustment	(120,998)	58,618	(119,655)
Balance, close of year	\$ 39,711,997	\$ 38,784,918	\$ 37,879,778

The unaudited aggregate cost of domestic consolidated real estate assets for U.S. federal income tax purposes as of December 31, 2024 was \$ 24,269,521 .

(2) Reconciliation of Accumulated Depreciation:

The changes in accumulated depreciation for the years ended December 31, 2024, 2023, and 2022 are as follows:

	2024	2023	2022
Balance, beginning of year	\$ 17,351,320	\$ 16,224,050	\$ 15,304,461
Depreciation expense (7)	1,118,198	1,193,391	1,075,391
Disposals and consolidations	164,761	(53,489)	(180,091)
Currency Translation Adjustment	29,307	(12,632)	24,289
Balance, close of year	\$ 18,663,586	\$ 17,351,320	\$ 16,224,050

Depreciation of our investment in buildings and improvements reflected in the consolidated statements of operations and comprehensive income is calculated over the estimated original lives of the assets as noted below.

- Buildings and Improvements — typically 10 - 35 years for the structure, 15 years for landscaping and parking lot, and 10 years for HVAC equipment.
- Tenant Allowances and Improvements — shorter of lease term or useful life.

(3) Initial cost generally represents net book value at December 20, 1993, except for acquired properties and new developments after December 20, 1993. Initial cost also includes any new developments that are opened during the current year. Costs of disposals and impairments of property are first reflected as a reduction to cost capitalized subsequent to acquisition.

(4) Not developed/constructed by us or our predecessors. The date of construction represents the initial acquisition date for assets in which we have acquired multiple interests.

(5) Initial cost for these properties is the cost at the date of consolidation for properties previously accounted for under the equity method of accounting.

(6) Encumbrances represent face amount of mortgage debt and exclude any premiums or discounts and deferred financing costs.

(7) Represents the original cost and does not include subsequent currency translation adjustments.

**DESCRIPTION OF EACH REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

SIMON PROPERTY GROUP, INC.

As of December 31, 2024, Simon Property Group, Inc. had the two following classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): (i) our common stock, \$0.0001 par value per share ("common stock") and (ii) our Series J 8 1/8% Cumulative Redeemable Preferred Stock, \$0.0001 par value per share ("Series J Preferred Stock").

The following descriptions are summaries and do not purport to be complete. The descriptions are subject to and qualified in their entirety by reference to our restated certificate of incorporation (the "charter"), our amended and restated by-laws (the "by-laws") and the certificate of designations for the Series J Preferred Stock (the "Certificate of Designations"), each of which is incorporated by reference as an exhibit to our Annual Report on Form 10-K of which this Exhibit is a part, and certain provisions of the Delaware General Corporation Law.

References in the discussion under the caption "Simon Property Group, Inc." to "Simon," "we," "our" and "us" and similar references mean Simon Property Group, Inc. excluding, unless the context otherwise requires or otherwise expressly stated, its subsidiaries.

DESCRIPTION OF CAPITAL STOCK

Authorized Capital Stock

We have the authority to issue 850,000,000 shares of capital stock, par value \$0.0001 per share, consisting of the following:

- 511,990,000 shares of common stock,
- 10,000 shares of Class B common stock,
- 100,000,000 shares of preferred stock, and
- 238,000,000 shares of excess common stock, or Excess Stock.

Common Stock and Class B Common Stock

Terms of Common Stock

As of December 31, 2024, there were 342,945,839 shares of common stock outstanding, which excludes the outstanding shares of Class B common stock described below and the shares of common stock held in treasury. The holders of shares of common stock:

- are entitled to one vote per share on all matters to be voted on by stockholders, other than the election of four directors who are elected exclusively by holders of Class B common stock;

- are not entitled to cumulative voting for the election of directors;
- are entitled to receive dividends as may be declared from time to time by the board of directors, in its discretion, from legally available assets, subject to preferential rights of holders of preferred stock;
- are not entitled to preemptive, subscription or conversion rights; and
- are not subject to further calls or assessments.

The shares of common stock currently outstanding are validly issued, fully paid and non-assessable. There are no redemption or sinking fund provisions applicable to the common stock.

Terms of Class B Common Stock

As of December 31, 2024, we had 8,000 shares of Class B common stock outstanding. Holders of Class B common stock:

- are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders, other than the election of four directors who are elected exclusively by the holders of Class B common stock;
- are not entitled to cumulative voting for the election of directors; and
- are entitled to receive ratably such dividends as may be declared by the board of directors out of legally available funds, subject to preferential rights of holders of preferred stock.

If we are liquidated, each outstanding share of common stock and Class B common stock, including shares of Excess Stock, if any, will be entitled to participate pro rata in the assets remaining after payment of, or adequate provision for, all of our known debts and liabilities, subject to the right of the holders of preferred stock, including any excess preferred stock into which shares of such series has been converted, to receive preferential distributions.

All outstanding shares of Class B common stock are subject to a voting trust of which Herbert and David Simon are the voting trustees. The holders of Class B common stock are entitled to elect four of our directors. However, the number of Class B directors would decrease if the Simon family's aggregate ownership interest in us, including common stock, Class B common stock and units of limited partnership interest of Simon Property Group, L.P. considered on an as-converted basis, decreases to less than 50% of their aggregate ownership interest as of August 9, 1996.

Shares of Class B common stock may be converted at the holder's option into an equal number of shares of common stock. Shares of Class B common stock also convert automatically into an equal number of shares of common stock upon the sale or transfer thereof to a person not affiliated with the Simon family or if the Simon family's aggregate ownership interest declines to specified levels.

Holders of shares of common stock and Class B common stock have no sinking fund rights, redemption rights or preemptive rights to subscribe for any of our securities.

Subject to any separate rights of holders of preferred stock or as described below, any vacancies on the board of directors resulting from death, disability, resignation, retirement, disqualification, removal from office, or other cause of a director shall be filled by a vote of the stockholders or a majority of the directors then in office provided, however, that any vacancy relating to a director elected by the Class B common stock is to be filled by the holders of the Class B common stock.

The charter provides that, subject to the right of holders of any class or series separately entitled to elect one or more directors, if any such right has been granted, directors may be removed with or without cause upon the affirmative vote of holders of at least a majority of the voting power of all the then outstanding shares entitled to vote generally in the election of directors, voting together as a single class.

Transfer Agent

Computershare Trust Company, N.A. is the transfer agent for our common stock.

Delaware Law and Certain Charter and By-law Provisions

Our charter and by-laws and certain provisions of the Delaware General Corporation Law may have an anti-takeover effect. These provisions may delay, defer or prevent a tender offer or takeover attempt that a stockholder would consider in its best interest. This includes an attempt that might result in a premium over the market price for the shares held by stockholders. These provisions are expected to discourage certain types of coercive takeover practices and inadequate takeover bids. They are also expected to encourage persons seeking to acquire control of us to negotiate first with our board of directors. We believe that the benefits of these provisions outweigh the potential disadvantages of discouraging takeover proposals because, among other things, negotiation of takeover proposals might result in an improvement of their terms.

Delaware Anti-Takeover Law. We are a Delaware corporation and are subject to the provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a public Delaware corporation from engaging in a "business combination" with an "interested stockholder" for three years after the time at which the person became an interested stockholder unless:

- prior to that time, the board of directors approved either the business combination or transaction in which the stockholder became an interested stockholder; or
- upon becoming an interested stockholder, the stockholder owned at least 85% of the corporation's outstanding voting stock other than shares held by directors who are also officers and certain employee benefit plans; or
- the business combination is approved by both the board of directors and by holders of at least 66 $\frac{2}{3}$ % of the corporation's outstanding voting stock at a meeting and not by written consent, excluding shares owned by the interested stockholder.

For these purposes, the term "business combination" includes mergers, asset sales and other similar transactions with an "interested stockholder." "Interested stockholder" means a person who, together with its affiliates and associates, owns, or under certain circumstances has owned within the prior three years, 15% or more of the outstanding voting stock. Although Section 203 permits a corporation to elect not to be governed by its provisions, we have not made this election.

Advance Notice Provisions for Stockholder Nominations and Stockholder Proposals. Our by-laws establish an advance notice procedure for stockholders to make nominations of candidates for election as directors or bring other business before an annual meeting of stockholders. This procedure provides that

- the only persons who will be eligible for election as directors are persons who are nominated by or at the direction of the board of directors, or by a stockholder who (i) has complied with the advance notice procedures by giving timely written notice containing specified information to the Secretary prior to the meeting at which directors are to be elected or (ii) has complied with the proxy access provisions described below under "—Proxy Access", and
- the only business that may be conducted at an annual meeting is business that has been brought before the meeting by or at the direction of the board of directors or by a stockholder who has given timely written notice containing specified information to the Secretary of the stockholder's intention to bring the business before the meeting.

In general, pursuant to the advance notice provisions of our by-laws, we must receive written notice of stockholder nominations to be made or business to be brought at an annual meeting not less than 120 days prior to the first anniversary of the date of the previous year's annual meeting, in order for the notice to be timely. The notice must contain information concerning the person or persons to be nominated or the matters to be brought before the meeting and concerning the stockholder submitting the proposal.

The purposes of requiring stockholders to give us advance notice of nominations and other business include the following:

- to afford the board of directors a meaningful opportunity to consider the qualifications of the proposed nominees or the advisability of the other proposed business;
- to the extent deemed necessary or desirable by the board of directors, to inform stockholders and make recommendations about such qualifications or business; and
- to provide a more orderly procedure for conducting meetings of stockholders.

Our by-laws do not give our board of directors any power to disapprove stockholder nominations for the election of directors or proposals for action. However, they may have the effect of precluding a contest for the election of directors or the consideration of stockholder proposals if the proper procedures are not followed. Our by-laws may also discourage or deter a third party from soliciting proxies to elect its own slate of directors or to approve its own proposal, without regard to whether consideration of the nominees or proposals might be harmful or beneficial to us and our stockholders.

Proxy Access. Our by-laws also permit a stockholder, or group of up to 20 stockholders, owning at least three percent of our outstanding common stock (excluding Class B common stock) continuously for at least three years, to nominate and include in our proxy materials for our annual meeting of stockholders director nominees constituting up to the greater of two nominees or 20% of the number of directors on our board of directors which, at such time, the common stockholders are entitled to elect.

The foregoing proxy access right is subject to additional eligibility, procedural and disclosure requirements set forth in our by-laws.

In general, we must receive written notice of a nomination pursuant to the proxy access provisions of our by-laws no earlier than 150 days and no later than 120 days prior to the first anniversary of the date that we first mailed our proxy statement for the previous year's annual meeting of stockholders, in order for the notice to be timely. The notice must contain certain information specified in our by-laws.

Director Action. Our charter and by-laws and the Delaware General Corporation Law generally require that a majority of a quorum is necessary to approve any matter to come before the board of directors. Certain matters, including sales of property, transactions with members of the Simon family and related persons and certain affiliates and certain other matters, will also require approval of a majority of the independent directors on the board of directors.

Director Liability Limitation and Indemnification. Our charter provides that no director will be personally liable to us or to our stockholders for monetary damages for breach of fiduciary duty as a director. This will not, however, eliminate or limit the liability of a director for the following:

- any breach of the director's duty of loyalty to us and our stockholders;
- acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law;
- any transaction from which the director derived an improper personal benefit; or
- any matter in respect of which the director would be liable under Section 174 of the Delaware General Corporation Law.

These provisions may discourage stockholders' actions against directors. Directors' personal liability for violating the federal securities laws is not limited or otherwise affected. In addition, these provisions do not affect the ability of stockholders to obtain injunctive or other equitable relief from the courts with respect to a transaction involving gross negligence on the part of a director.

Our charter provides that we shall indemnify to the fullest extent permitted under and in accordance with Delaware law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she

- is or was our director or officer, or
- is or was serving at our request as a director, officer or trustee of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise.

With respect to such persons, we shall indemnify against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the following standards are met:

- the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, our best interests, and,
- with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The Delaware General Corporation Law provides that indemnification is mandatory where a director or officer has been successful on the merits or otherwise in the defense of any proceeding covered by the indemnification statute.

The Delaware General Corporation Law generally permits indemnification for expenses incurred in the defense or settlement of third-party actions or action by or in right of the corporation, and for judgments in third-party actions, provided the following determination is made:

- the person seeking indemnification acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and
- in a criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.

The determination must be made by directors who were not parties to the action, or if directed by such directors, by independent legal counsel or by a majority vote of a quorum of the stockholders. Without court approval, however, no indemnification may be made in respect of any action by or in right of the corporation in which such person is adjudged liable.

Under Delaware law, the indemnification provided by statute shall not be deemed exclusive of any rights under any by-law, agreement, vote of stockholders or disinterested directors or otherwise. In addition, the liability of officers may not be eliminated or limited under Delaware law.

The right of indemnification, including the right to receive payment in advance of expenses, conferred by our charter is not exclusive of any other rights to which any person seeking indemnification may otherwise be entitled.

Restrictions on Ownership and Transfer

Our charter contains certain restrictions on the number of shares of capital stock that individual stockholders may own. Certain requirements must be met for us to maintain our status as a real estate investment trust ("REIT"), including the following:

- not more than 50% in value of our outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals, as defined in the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code, to include certain entities, during the last half of a taxable year other than the first year, and
- our capital stock also must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year.

In part because we currently believe it is essential for us to maintain our status as a REIT, the provisions of our charter with respect to Excess Stock contain restrictions on the acquisition of our capital stock intended to ensure compliance with these requirements.

Our charter provides that, subject to certain specified exceptions, no stockholder may own, or be deemed to own by virtue of the attribution rules of the Internal Revenue Code, more than the ownership limit. The ownership limit is equal to 8%, or 18% in the case of members of the Simon family and related persons, of any class of capital stock. The board of directors may exempt a person from the ownership limit if the board of directors receives a ruling from the Internal Revenue Service or an opinion of tax counsel that such ownership will not jeopardize our status as a REIT.

Anyone acquiring shares in excess of the ownership limit will lose control over the power to dispose of the shares, will not receive dividends declared and will not be able to vote the shares. In the event of a purported transfer or other event that would, if effective, result in the ownership of shares of stock in violation of the ownership limit, the transfer or other event will be deemed void with respect to that number of shares that would be owned by the transferee in excess of the ownership limit. The intended transferee of the excess shares will acquire no rights in those shares of stock. Those shares of stock will automatically be converted into shares of Excess Stock according to rules set forth in the charter.

Upon a purported transfer or other event that results in Excess Stock, the Excess Stock will be deemed to have been transferred to a trustee to be held in trust for the exclusive benefit of a qualifying charitable organization designated by us. The Excess Stock will be issued and outstanding stock, and it will be entitled to dividends equal to any dividends which are declared and paid on the stock from which it was converted. Any dividend or distribution paid prior to our discovery that stock has been converted into Excess Stock is to be repaid upon demand. The recipient of the dividend will be personally liable to the trust. Any dividend or distribution declared but unpaid will be rescinded as void with respect to the shares of stock and will automatically be deemed to have been declared and paid with respect to the shares of Excess Stock into which the shares were converted. The Excess Stock will also be entitled to the voting rights as are ascribed to the stock from which it was converted. Any voting rights exercised prior to our discovery that shares of stock were converted to Excess Stock will be rescinded and recast as determined by the trustee.

While Excess Stock is held in trust, an interest in that trust may be transferred by the purported transferee, or other purported holder with respect to the Excess Stock, only to a person whose ownership of the shares of stock would not violate the ownership limit. Upon such transfer, the Excess Stock will be automatically exchanged for the same number of shares of stock of the same type and class as the shares of stock for which the Excess Stock was originally exchanged.

Our charter contains provisions that are designed to ensure that the purported transferee or other purported holder of the Excess Stock may not receive in return for such a transfer an amount that reflects any appreciation in the shares of stock for which the Excess Stock was exchanged during the period that the Excess Stock was outstanding. Any amount received by a purported transferee or other purported holder in excess of the amount permitted to be received must be paid over to the trust. If the foregoing restrictions are determined to be void or invalid by virtue of any legal decision, statute, rule or regulation, then the intended transferee or holder of any Excess Stock may be deemed, at our option, to have acted as an agent on behalf of the trust in acquiring or holding the Excess Stock and to hold the Excess Stock on behalf of the trust.

Our charter further provides that we may purchase, for a period of 90 days during the time the Excess Stock is held by the trustee in trust, all or any portion of the Excess Stock from the original transferee-stockholder at the lesser of the following:

- the price paid for the stock by the purported transferee, or if no notice of such purchase price is given, at a price to be determined by the board of directors, in its sole discretion, but no lower than the lowest market price of such stock at any time prior to the date we exercise our purchase option, and
- the closing market price for the stock on the date we exercise our option to purchase.

The 90-day period begins on the date of the violative transfer or other event if the original transferee-stockholder gives notice to us of the transfer or, if no notice is given, the date the board of directors determines that a violative transfer or other event has occurred.

Our charter further provides that in the event of a purported issuance or transfer that would, if effective, result in us being beneficially owned by fewer than 100 persons, such issuance or transfer would be deemed null and void, and the intended transferee would acquire no rights to the stock.

All certificates representing shares of any class of our stock bear a legend referring to the restrictions described above.

All persons who own, directly or by virtue of the attribution rules of the Internal Revenue Code, more than 5%, or such other percentage as may be required by the Internal Revenue Code or regulations promulgated thereunder, of the outstanding stock must file an affidavit with us containing the information specified in the charter before January 30 of each year. In addition, each stockholder shall, upon demand, be required to disclose to us in writing such information with respect to the direct, indirect and constructive ownership of shares as the board of directors deems necessary to comply with the provisions of the charter or the Internal Revenue Code applicable to a REIT.

The Excess Stock provision will not be removed automatically even if the REIT provisions of the Internal Revenue Code are changed so as to no longer contain any ownership concentration limitation or if the ownership concentration limitation is increased. In addition to preserving our status as a REIT, the ownership limit may have the effect of precluding an acquisition of control of us without the approval of our board of directors.

Listing

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

Preferred Stock

Rank

The Series J Preferred Stock, with respect to dividend rights and rights upon liquidation, dissolution or winding up of the affairs of Simon, rank (i) junior to all other shares of capital stock of Simon which, by their terms, rank senior to the Series J Preferred Stock, (ii) on a parity with all other shares of Simon preferred stock which are not, by their terms, junior or senior to the Series J Preferred Stock and (iii) senior to the common stock and Class B common stock and to all other shares of capital

stock of Simon which, by their terms, rank junior to the Series J Preferred Stock. The Series J Preferred Stock shall rank on a parity with any other class or series of Simon's capital stock that is not by its terms junior to the Series J Preferred Stock.

Dividends

Holders of the Series J Preferred Stock are entitled to receive, when and as authorized by the Simon board of directors, out of funds legally available for the payment of dividends, cumulative cash dividends at the rate of 8.375% of the liquidation preference per annum (equivalent to \$4.1875 per share per annum). Such dividends shall be payable quarterly in arrears on the last day of each March, June, September and December or, if not a business day, the succeeding business day. Any dividend payable on the Series J Preferred Stock for any partial dividend period will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends are payable to holders of record as they appear in the stock records of Simon at the close of business on the applicable record date, which shall be the 15th day of the calendar month in which the applicable dividend payment date falls or such other date designated by the Simon board of directors for the payment of dividends that is not more than 30 nor less than 10 days prior to such dividend payment date.

No dividends on the Series J Preferred Stock shall be authorized by the Simon board of directors or be paid or set apart for payment by Simon at such time as the terms and provisions of any agreement of Simon, including any agreement relating to its indebtedness, prohibits such authorization, payment or setting apart for payment or provides that such authorization, payment or setting apart for payment would constitute a breach thereof or a default thereunder, or if such authorization or payment shall be restricted or prohibited by law.

Notwithstanding the foregoing, dividends on the Series J Preferred Stock will accumulate whether or not Simon has earnings, whether or not there are funds legally available for the payment of such dividends and whether or not such dividends are authorized. Accumulated but unpaid dividends on the Series J Preferred Stock shall not bear interest and holders of the Series J Preferred Stock shall not be entitled to any dividends in excess of full cumulative dividends as described above.

No dividends will be declared or paid or set apart for payment on any capital stock of Simon ranking, as to dividends, on a parity with or junior to the Series J Preferred Stock for any period unless full cumulative dividends have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment therefor set apart for such payment on the Series J Preferred Stock for all past dividend periods and the then current dividend period. When dividends are not paid in full (or a sum sufficient for such full payment is not so set apart) upon the Series J Preferred Stock and the shares of any other series of preferred stock ranking on a parity as to dividends with the Series J Preferred Stock, all dividends declared on the Series J Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series J Preferred Stock shall be declared pro rata so that the amount of dividends declared per share of Series J Preferred Stock and such other series of preferred stock shall in all cases bear to each other the same ratio that accumulated dividends per share of Series J Preferred Stock and such other series of preferred stock bear to each other.

Except as provided in the immediately preceding paragraph, unless full cumulative dividends on the Series J Preferred Stock have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment therefor set apart for such payment on the Series J Preferred Stock for all past dividend periods and the then current dividend period, no dividends (other than in shares of

common stock or other capital stock ranking junior to the Series J Preferred Stock as to dividends and upon liquidation) shall be declared or paid or set aside for payment nor shall any other distribution be declared or made upon the common stock, Class B common stock or any other capital stock of Simon ranking junior to or on a parity with the Series J Preferred Stock as to dividends or upon liquidation, nor shall any shares of common stock, Class B common stock or any other capital stock of Simon ranking junior to or on a parity with the Series J Preferred Stock as to dividends or upon liquidation be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid or made available for a sinking fund for the redemption of such shares) by Simon (except by conversion into or exchange for other capital stock of Simon ranking junior to the Series J Preferred Stock as to dividends and upon liquidation).

Any dividend payment made on the Series J Preferred Stock shall first be credited against the earliest accumulated but unpaid dividend due with respect to such shares which remains payable.

Liquidation Preference

In the event of any liquidation, dissolution or winding up of the affairs of Simon (generally referred to herein as a "liquidation"), the holders of the Series J Preferred Stock will be entitled to be paid out of the assets of Simon legally available for distribution to its stockholders liquidating distributions in cash or property at its fair market value as determined by Simon's board of directors in the amount of a liquidation preference of \$50.00 per share, plus an amount equal to any accumulated and unpaid dividends, if any, thereon to the date of such liquidation, dissolution or winding up, before any distribution of assets is made to holders of common stock, Class B common stock or any other capital stock ranking junior to the Series J Preferred Stock as to liquidation rights. After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series J Preferred Stock will have no right or claim to any of the remaining assets of Simon.

In the event that, upon any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of Simon, the legally available assets of Simon are insufficient to pay the amount of the liquidating distributions on the Series J Preferred Stock and the corresponding amounts payable on the shares of any other series of preferred stock of Simon ranking on a parity with the Series J Preferred Stock in the distribution of assets upon liquidation, then the holders of the Series J Preferred Stock and any other series of preferred stock of Simon ranking on a parity with the Series J Preferred Stock in the distribution of assets upon liquidation shall share ratably in any such distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

The consolidation or merger of Simon with or into any other entity or the sale, lease, transfer or conveyance of all or substantially all of the property or business of Simon shall not be deemed to constitute a liquidation, dissolution or winding up of the affairs of Simon.

Conversion

The Series J Preferred Stock are not convertible into or exchangeable for any other property or securities of Simon.

Optional Redemption

The Series J Preferred Stock are not redeemable prior to October 15, 2027. On and after October 15, 2027, Simon, at its option upon not less than 30 nor more than 60 days' written notice, may redeem

the Series J Preferred Stock, in whole or in part at any time or from time to time, in cash at a redemption price of \$50.00 per share, plus accumulated and unpaid dividends, if any, thereon to, but excluding, the date fixed for redemption (except as provided below), without interest, to the extent Simon will have funds legally available therefor. The redemption price of the Series J Preferred Stock (other than any portion thereof consisting of accumulated and unpaid dividends) shall be paid solely from the sale proceeds of other capital stock of Simon and not from any other source. For purposes of the preceding sentence, "capital stock" means any common stock, preferred stock, depositary shares, interests, participation, or other ownership interests (however designated) and any rights (other than debt securities convertible into or exchangeable for equity securities) or options to purchase any of the foregoing. Holders of Series J Preferred Stock to be redeemed shall surrender such Series J Preferred Stock at the place designated in the notice of redemption and shall be entitled to the redemption price upon such surrender. If notice of redemption of any Series J Preferred Stock has been given and if the funds necessary for such redemption have been irrevocably set aside by Simon in trust for the benefit of the holders of any Series J Preferred Stock so called for redemption, then from and after the redemption date dividends will cease to accumulate on such Series J Preferred Stock, such stock shall no longer be deemed outstanding and all rights of the holders of such Series J Preferred Stock will terminate, except the right to receive the redemption price. If fewer than all of the outstanding Series J Preferred Stock are to be redeemed, the Series J Preferred Stock to be redeemed shall be selected pro rata (as nearly as may be practicable without creating fractional Series J Preferred Stock) or by any other equitable method determined by Simon.

Notwithstanding the foregoing, unless full cumulative dividends on the Series J Preferred Stock shall have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment therefor set apart for such payment on the Series J Preferred Stock for all past dividend periods and the then current dividend period, no Series J Preferred Stock shall be redeemed unless all outstanding Series J Preferred Stock are simultaneously redeemed; provided, however, that the foregoing shall not prevent the purchase or acquisition of Series J Preferred Stock to preserve the REIT status of Simon or pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding Series J Preferred Stock. In addition, unless full cumulative dividends on the Series J Preferred Stock shall have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment therefor set apart for such payment on the Series J Preferred Stock for all past dividend periods and the then current dividend period, Simon shall not purchase or otherwise acquire, directly or indirectly, any Series J Preferred Stock; provided, however, that the foregoing shall not prevent the purchase or acquisition of Series J Preferred Stock to preserve the REIT status of Simon or pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding Series J Preferred Stock.

Notice of redemption will be given by publication in a newspaper of general circulation in The City of New York, such publication to be made once a week for two successive weeks commencing not less than 30 nor more than 60 days prior to the redemption date. A similar notice furnished by Simon will be mailed by the registrar, postage prepaid, not less than 30 nor more than 60 days prior to the redemption date, addressed to the respective holders of record of the Series J Preferred Stock to be redeemed at their respective addresses as they appear on the share transfer records of the registrar. No failure to give such notice or any defect thereto or in the mailing thereof shall affect the validity of the proceedings for the redemption of any Series J Preferred Stock except as to the holder to whom notice was defective or not given. Each notice shall state: (i) the redemption date; (ii) the redemption price; (iii) the number of shares of Series J Preferred Stock to be redeemed; (iv) the place or places where the Series J Preferred Stock is to be surrendered for payment of the redemption price; and (v) that dividends

on the Series J Preferred Stock to be redeemed will cease to accumulate on such redemption date. If fewer than all the shares of Series J Preferred Stock held by any holder are to be redeemed, the notice mailed to such holder shall also specify the number of shares of Series J Preferred Stock to be redeemed from such holder.

The holders of Series J Preferred Stock at the close of business on a dividend record date will be entitled to receive the dividend payable with respect to the Series J Preferred Stock on the corresponding dividend payment date notwithstanding the redemption thereof between such dividend record date and the corresponding dividend payment date or Simon's default in the payment of the dividend due. Except as provided above, Simon will make no payment or allowance for unpaid dividends, whether or not in arrears, on Series J Preferred Stock to be redeemed.

The Series J Preferred Stock does not have a stated maturity and is not subject to any sinking fund or mandatory redemption provisions.

Voting Rights

Except as indicated below or except as otherwise from time to time required by applicable law, the holders of Series J Preferred Stock have no voting rights.

On any matter on which the Series J Preferred Stock are entitled to vote (as expressly provided herein or as may be required by law), including any action by written consent, each share of Series J Preferred Stock is entitled to one vote. With respect to each share of Series J Preferred Stock, the holder thereof may designate a proxy, with each such proxy having the right to vote on behalf of such holder.

If dividends on the Series J Preferred Stock are in arrears for six or more quarterly periods, whether or not such quarterly periods are consecutive, holders of the Series J Preferred Stock (voting separately as a class with all other series of Simon preferred stock upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of two additional directors to serve on the Simon board of directors at a special meeting called by the holders of record of at least ten percent of the Series J Preferred Stock (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders) or at the next annual meeting of the stockholders, and at each subsequent annual meeting until all dividends accumulated on the Series J Preferred Stock for the past dividend periods and the then current dividend period shall have been fully paid or declared and a sum sufficient for payment thereof set aside for payment. In such case, the entire Simon board of directors will be increased by two directors.

So long as any Series J Preferred Stock remains outstanding, Simon will not, without the affirmative vote or consent of the holders of at least 66 2/3% of the Series J Preferred Stock outstanding at the time, given in person or by proxy, either in writing or at a meeting (voting separately as a class), (i) authorize or create, or increase the authorized or issued amount of, any class or series of capital stock ranking senior to the Series J Preferred Stock with respect to the payment of dividends or the distribution of assets upon liquidation, dissolution or winding up of the affairs of Simon or reclassify any authorized capital stock of Simon into such capital stock, or create, authorize or issue any obligation or security convertible into or evidencing the right to purchase any such capital stock; or (ii) amend, alter or repeal the provisions of the charter (including the Certificate of Designations of the Series J Preferred Stock), whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Series J Preferred Stock or the holders thereof; provided, however, with respect to the occurrence of any of the events set forth in clause (ii) above, so long as the

Series J Preferred Stock remains outstanding with the terms thereof materially unchanged, taking into account that upon the occurrence of an event set forth in clause (ii) above Simon may not be the surviving entity, the occurrence of any such event shall not be deemed to materially and adversely affect such rights, preferences, privileges or voting powers of holders of Series J Preferred Stock; and provided, further, that (x) any increase in the amount of the authorized Simon preferred stock or the creation or the issuance of any other series of Simon preferred stock or (y) any increase in the amount of authorized Series J Preferred Stock, in each case ranking on a parity with or junior to the Series J Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to materially and adversely affect such rights, preferences, privileges or voting powers.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, all outstanding Series J Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Restrictions on Transfer

Holders of Series J Preferred Stock are subject to certain restrictions on the number of shares of Series J Preferred Stock that such holder may own in order to preserve Simon's status as a REIT. See "Description of Common Stock—Restrictions on Ownership and Transfer" above. Each holder of Series J Preferred Stock shall upon demand be required to disclose to Simon in writing such information as Simon may request in good faith in order to determine Simon's status as a REIT.

Listing

Our Series J Preferred Stock is listed on the New York Stock Exchange under the symbol "SPGJ."



Securities Trading By Simon Personnel

Corporate and Field

Effective 12/6/93

Revised 1/28/25

Purpose

To describe Company standards concerning the handling of non-public information relating to the Company and the buying and selling of securities of the Company.

Persons Affected

This policy applies to all directors, officers and employees of the Company and of affiliates of the Company including, without limitation, Simon Property Group, L.P., Simon Property Group (Delaware), Inc., M.S. Management Associates, Inc., and its subsidiaries, Simon Property Group Administrative Services Partnership, L.P., Charles Mall Company Limited Partnership, Simon Property Group (Texas), L.P., Simon Property Group (Illinois), L.P. and the Retail Property Trust.

Policy Statement

If a director, officer or any employee of any of the Simon Companies has material non-public information relating to the Company, it is our policy that neither that person nor any related person may buy or sell securities of the Company or engage in any other action to take advantage of, or pass on to others, that information. This policy also applies to information relating to any other company, including our customers or suppliers, obtained in the course of employment with or by serving as a director of the Company or any other Simon Company.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

Material Information

In 1988, the U.S. Supreme Court defined the standard of materiality, stating that information is considered material "if there is a substantial likelihood that a reasonable shareholder would consider it important in deciding how to vote." The Court further said that for information to be material "there must be a substantial likelihood that the disclosure of the omitted (information) would have been viewed by the reasonable investor as having significantly altered the "total mix" of the information made available." The Court also stressed that the statement or omission must be **misleading** as to **material** information.

Examples

Common examples of information that will frequently be regarded as material are : information as to earnings or losses; news of a pending or proposed merger, acquisition or tender offer; news of a significant sale or purchase of assets or the disposition of a subsidiary; changes in dividend policies or the declaration of a stock split or the offering of additional securities; changes in top management; significant new products or discoveries; impending bankruptcy or financial liquidity problems; and the gain or loss of a substantial customer or supplier. Either positive or negative information may be material.

20-20 Hindsight

Remember, if your securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction you should carefully consider how regulators and others might view your transaction in hindsight.

Transactions by Family Members

The very same restrictions as described above apply to your family members and anyone else living in your household. Directors, officers and employees are expected to be responsible for compliance with this policy by members of their immediate family and personal household.

Tipping Information to Others

Whether the information is proprietary information about the Company or other information that could have an impact on our stock price, directors, officers and employees must not pass the information on to others. The above penalties apply whether or not you derive any benefit from another's actions. In fact, the SEC imposed a \$470,000 penalty on a "tipper" even though he received no profit from his tippees' trading.

When Information is Public

As you can appreciate, it is also improper for a director, officer or employee of any of the Simon Companies to enter a trade immediately after the Company has made a public announcement of material information, including earnings releases, but before the information has been disseminated to the public. Because the Company's stockholders and the investing public should be afforded a reasonable amount of time to receive the information and act upon it, as a general rule you should not engage in any transactions until the second business day after the information has been released. (Thus, if an announcement is made on a Monday, Wednesday generally would be the first day on which you should trade. If an announcement is made on a Friday, Tuesday generally would be the first day.)

New York Stock Exchange Guidelines

The New York Stock Exchange (the "NYSE"), on which the Company's common stock is traded, has adopted guidelines concerning the timing and appropriateness of market transactions, option exercises and related matters by officers, directors and key employees of listed companies.

The guidelines suggest that corporate directors usually may buy or sell securities in the public market during the 30-day period commencing one week after the annual report of their corporation has been mailed to stockholders and otherwise broadly circulated (assuming adequate coverage of corporate developments and no new undisclosed developments). The NYSE guidelines also suggest that transactions may be appropriate during the period after the release of quarterly results (including adequate comment on new developments during the period), or after current and complete information about the corporation has otherwise been disseminated widely, such as by broad distribution of a prospectus in connection with an underwritten public offering of securities (but only after the distribution has been completed).

The trading periods suggested by the NYSE guidelines may or may not serve as "safe harbors" and are not necessarily the only periods during which trading may be affected. They do, however, illustrate when it is likely that there will be no undisclosed material developments concerning the corporation. Probably, the riskiest time to engage in a transaction is immediately preceding the release by the Company to the public of important information, such as quarterly or year-end results or the signing of an acquisition agreement.

Additional Prohibited Transactions

Because we believe it is improper and inappropriate for any personnel of the Simon Companies to engage in short-term or speculative transactions involving the Company's common stock, it is the policy of the Simon Companies that directors, officers and employees should not engage in any of the following activities with respect to securities of the Company:

- "In and out" trading in securities of the Company: any Company stock purchased in the open market must be held for a minimum of six months and ideally longer. (Note that the SEC has a short-swing profit recapture rule that already effectively prohibits officers and directors from selling any stock of the Company within six (6) months of a purchase). (Because short-swing trading (i) results in the imposition of liability on the "offending" officer or director for profits made , (ii) is likely to be viewed negatively by the public and (iii) could subject officers and directors to lawsuits, the short-swing profit rule is generally seen as imposing a practical restriction on the ability of officers and directors to engage in such trading.) We are simply expanding this rule to cover all employees The rule, however, does not apply to stock option exercises, except by certain officers and directors.
- Purchases of stock of the Company on margin.
- Short sales (i.e. selling stock you do not own and borrowing the shares to make delivery.)
- Buying or selling puts or calls.

Procedure

Pre-Clearance of All Trades by Directors, Officers and Other Key Personnel (e.g., Financial, Legal, etc.)

To provide assistance in preventing inadvertent violations and avoiding even the appearance of an improper transaction (which could result, for example, where an officer engages in a trade while unaware of a pending major development), we are implementing the following procedure:

All transactions in stock of the Company (purchases, sales, transfers, etc.) by directors and officers and by personnel in the financial, accounting, controller's and legal departments must be pre-cleared by the General Counsel's office. If you contemplate a transaction, you should contact the General Counsel in advance.

This requirement does not apply to stock option exercises but would cover market sales of option stock. You must contact the General Counsel **before** contacting your broker or taking any other step to initiate a transaction in stock of the Company.

Responsibilities

Any person who has any questions about this policy statement or about specific transactions may contact the General Counsel or the Senior Vice President of Human Resources at the Company's Corporate Offices in Indianapolis. Remember, however, that the ultimate responsibility for adhering to the policy statement and avoiding improper transactions rests with you. In this regard, it is imperative that you use your best judgment.

List of Subsidiaries of Simon Property Group, Inc.

<u>Subsidiary</u>	<u>Jurisdiction</u>
Simon Property Group, L.P.	Delaware
The Retail Property Trust	Massachusetts
Simon Property Group (Illinois), L.P.	Illinois
Simon Property Group (Texas), L.P.	Texas
M.S. Management Associates, Inc.	Delaware
Simon Property Group Administrative Services Partnership, L.P.	Delaware
Kravco Simon Investments, L.P.	Pennsylvania
Premium Outlet Partners, L.P.	Delaware
SPG Mayflower, LLC	Delaware
SPG TRG Member, LLC	Delaware
Simon Services, Inc.	Delaware
Simon Global Development B.V.	Netherlands
Simon MAC S.a.r.l.	Luxembourg
Simon International S.a.r.l.	Luxembourg

List of Subsidiaries of Simon Property Group, L.P.

<u>Subsidiary</u>	<u>Jurisdiction</u>
The Retail Property Trust	Massachusetts
Simon Property Group (Illinois), L.P.	Illinois
Simon Property Group (Texas), L.P.	Texas
M.S. Management Associates, Inc.	Delaware
Simon Property Group Administrative Services Partnership, L.P.	Delaware
Kravco Simon Investments, L.P.	Pennsylvania
Premium Outlet Partners, L.P.	Delaware
SPG Mayflower, LLC	Delaware
SPG TRG Member, LLC	Delaware
Simon Services, Inc.	Delaware
Simon Global Development B.V.	Netherlands
Simon MAC S.a.r.l.	Luxembourg
Simon International S.a.r.l.	Luxembourg

Omits names of subsidiaries that as of December 31, 2024 were not, in the aggregate, "significant subsidiaries."

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-277297) of Simon Property Group, Inc.,
- (2) Registration Statement (Form S-4 No. 333-118247) of Simon Property Group, Inc.,
- (3) Registration Statements (Form S-8 Nos. 333-64313, 333-101185 and 333-183213) pertaining to the Simon Property Group L.P. Amended and Restated 1998 Stock Incentive Plan,
- (4) Registration Statement (Form S-8 No. 333-82471) pertaining to the Simon Property Group and Adopting Entities Matching Savings Plan,
- (5) Registration Statement (Form S-8 No. 333-63919) pertaining to the Corporate Property Investors, Inc. and Corporate Realty Consultants, Inc. Employee Share Purchase Plan, and
- (6) Registration Statement (Form S-8 No. 333-231285) pertaining to the Simon Property Group, L.P. 2019 Stock Incentive Plan;

of our reports dated February 21, 2025, with respect to the consolidated financial statements and schedule of Simon Property Group, Inc. and the effectiveness of internal control over financial reporting of Simon Property Group, Inc. included in this Annual Report (Form 10-K) of Simon Property Group, Inc. for the year ended December 31, 2024.

/s/ ERNST & YOUNG LLP

Indianapolis, Indiana
February 21, 2025

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-3 No. 333-277297-01) of Simon Property Group, L.P. and in the related Prospectus of our reports dated February 21, 2025, with respect to the consolidated financial statements and schedule of Simon Property Group, L.P. and the effectiveness of internal control over financial reporting of Simon Property Group, L.P., included in this Annual Report (Form 10-K) of Simon Property Group, L.P. for the year ended December 31, 2024.

/s/ ERNST & YOUNG LLP

Indianapolis, Indiana
February 21, 2025

Exhibit 31.1

Certification by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David Simon, certify that:

1. I have reviewed this Annual Report on Form 10-K of Simon Property Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 function):
 - (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: February 21, 2025

/s/ DAVID SIMON

David Simon
Chairman of the Board of Directors,
Chief Executive Officer and President

Exhibit 31.2

Certification by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Brian J. McDade, certify that:

1. I have reviewed this Annual Report on Form 10-K of Simon Property Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 function):
 - (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: February 21, 2025

/s/ BRIAN J. MCDADE

Brian J. McDade
Executive Vice President and Chief Financial Officer

EXHIBIT 31.3

**CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David Simon, certify that:

1. I have reviewed this annual report on Form 10-K of Simon Property Group, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 function):
 - (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: February 21, 2025

/s/ DAVID SIMON

David Simon
Chairman of the Board of Directors, Chief Executive
Officer and President of Simon Property Group, Inc., General
Partner

EXHIBIT 31.4

**CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Brian J. McDade, certify that:

1. I have reviewed this annual report on Form 10-K of Simon Property Group, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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: February 21, 2025

/s/ BRIAN J. MCDADE

Brian J. McDade

Executive Vice President and Chief Financial Officer of Simon
Property Group, Inc., General Partner

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Simon Property Group, Inc. on Form 10-K for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 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 Simon Property Group, Inc.

/s/ DAVID SIMON

David Simon
Chairman of the Board of Directors,
Chief Executive Officer and President

February 21, 2025

/s/ BRIAN J. MCDADE

Brian J. McDade
Executive Vice President and Chief Financial
Officer

February 21, 2025

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Simon Property Group, L.P. (the "Company") on Form 10-K for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 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 the Company.

/s/ DAVID SIMON

David Simon
Chairman of the Board of Directors,
Chief Executive Officer and President of
Simon Property Group, Inc., General Partner
Date: February 21, 2025

/s/ BRIAN J. MCDADE

Brian J. McDade
Executive Vice President and Chief Financial Officer
of Simon Property Group, Inc.,
General Partner
Date: February 21, 2025
