

# Annual Report 2025





# Ginkgo REIT

Ginkgo REIT Inc. is a private, non-traded multifamily Real Estate Investment Trust (“REIT”) focused on acquiring, operating and enhancing established communities that remain affordable for working households across North and South Carolina.

We seek to provide investors with stable, tax-advantaged income, complemented by the potential for long-term capital appreciation. The REIT also offers a potential hedge against inflation with limited correlation to public market volatility.

With exposure to a resilient asset class in some of the fastest-growing MSAs in the U.S., Ginkgo REIT is well-positioned to deliver attractive long-term performance.

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This report showcases Ginkgo REIT's key achievements in 2025. For investment opportunities, whitepapers, webinars, and corporate updates, scan the QR code to explore GinkgoVest.



# Letter to Our Shareholders and Unit Holders

Over the past several years, the capital markets environment has been shaped by a rapid reset in interest rates. Treasury yields were repriced, borrowing costs moved sharply higher and transaction activity slowed as buyers and sellers recalibrated expectations. Nationally, 2025 marked one of the highest years of multifamily deliveries in decades, a wave that temporarily pressured occupancy and rent growth.

Against that backdrop, 2025 was a year of adjustment across the industry, but a year of deliberate execution for Ginkgo REIT. We focused on strengthening the balance sheet, stabilizing earnings and positioning the portfolio to take advantage of improving acquisition opportunities as pricing began to reset.



**Disclosure:** All metrics presented in this Annual Report are shown on a proportional ownership basis, unless otherwise stated. This means the results include (i) 100% of our wholly owned properties and (ii) our ownership percentage of properties held through joint ventures, reflecting our true economic interest in the total portfolio.

References to the "Portfolio" throughout this report represent the full set of properties in which the REIT has invested, without adjustment for proportional ownership.

## 2025 Snapshot



**+12%**

Portfolio Unit Growth\*



**1,266**

Units Acquired



**+20%**

Fixed-Rate Debt Increase



**4.92%**

Weighted Average Interest Rate at FYE



**\$7.56**

Annual Dividend per Share

\*Net of dispositions

## Financial Updates (y-y):

**+5.9%**

Revenue

**-0.9%**

AFFO / Share

**+7.4%**

Net Operating Income

**+9%**

Interest Expense

# Operating Performance in a Resetting Market

Operationally, the portfolio continued to generate steady growth. Total revenue increased 5.9% and NOI grew 7.4% year-over-year, driven primarily by same-property (organic) growth. Occupancy averaged 93.1% for the year, moderating in the back half as national multifamily deliveries reached one of the highest levels in decades.

Overall, performance remained solid, supported by meaningful improvements in rent loss and collections, alongside a notable moderation (and in certain areas, a reversal) of operating cost pressures.

## We Became a Buyer Again

After sitting largely on the sidelines during peak pricing, 2025 marked our return as an active buyer since early 2023.

### '22-'23 Market

- Compressed cap rate
- Low transaction volume
- Sellers anchored to peak values
- Limited distress

### '25 Market

- Cap rates widening modestly
- Forced sales accelerating
- Bid / ask spreads narrowing
- Refinances drives recap activity

*Our hybrid joint venture model allows us to scale selectively, align our interests with our capital partners while receiving promote participation and manage balance sheet exposure prudently.*

AFFO per share declined modestly, driven primarily by higher interest expense following refinancing activity and timing of interest rate caps expirations on ~\$180 million of portfolio-wide refinanced debt, a capital structure impact rather than an operating deterioration.

We believe 2025 represented the peak of recent supply pressure across several of our markets. As new deliveries decline and construction starts have fallen meaningfully from peak levels, we expect supply headwinds to gradually ease as new inventory is absorbed in each market. Stabilizing operating fundamentals and improving occupancy is a primary area of focus in 2026.

As overleveraged investors faced refinancing cliffs and fund vehicles are beyond hold periods with LPs seeking liquidity, opportunities emerged.

Against that backdrop, portfolio-wide acquisitions totaled eight communities, comprising 1,266 units through joint ventures, investing \$9.7 million of REIT GP capital alongside \$81.5 million of LP equity. We believe these acquisitions were made at attractive bases relative to both peak 2021–2022 pricing and current replacement cost. Proportionally, these acquisitions, together with asset dispositions, were largely neutral to the REIT's unit count, as we reallocated capital from higher ownership positions in moderating assets into a broader base of units across multiple markets, where we see greater upside potential.

## Strengthening the Balance Sheet

We made meaningful progress strengthening the balance sheet. \$205 million of portfolio debt was refinanced or newly originated (excluding acquisition financing). Approximately 80% of this activity related to joint venture assets acquired between 2021 and 2023 and resulted in partnership-level debt paydowns of \$25.4 million, including \$11 million funded directly by the REIT. These actions have corrected prior debt exposure associated with those acquisitions and reduced our overall balance sheet risk.

Fixed rate debt now comprises over 80% of total debt, and our portfolio wide average interest rate is below 5% (inclusive of the Ginkgo Notes Program). Refinancing reduced our weighted average interest rate by over 20 basis points.

	2024	2025
<b>Fixed Rate Debt</b>	64%	>80%
<b>Weighted Avg Interest Rate</b>	5.16%	4.92%

We view 2025 as a transitional year in which elevated financing costs temporarily softened the earnings impact of otherwise solid property-level performance. With refinancing activity largely complete and floating-rate exposure significantly reduced, we believe the portfolio is positioned to better reflect its underlying operating strength and improve earnings in 2026.

## Shareholder Performance and Dividend Stability

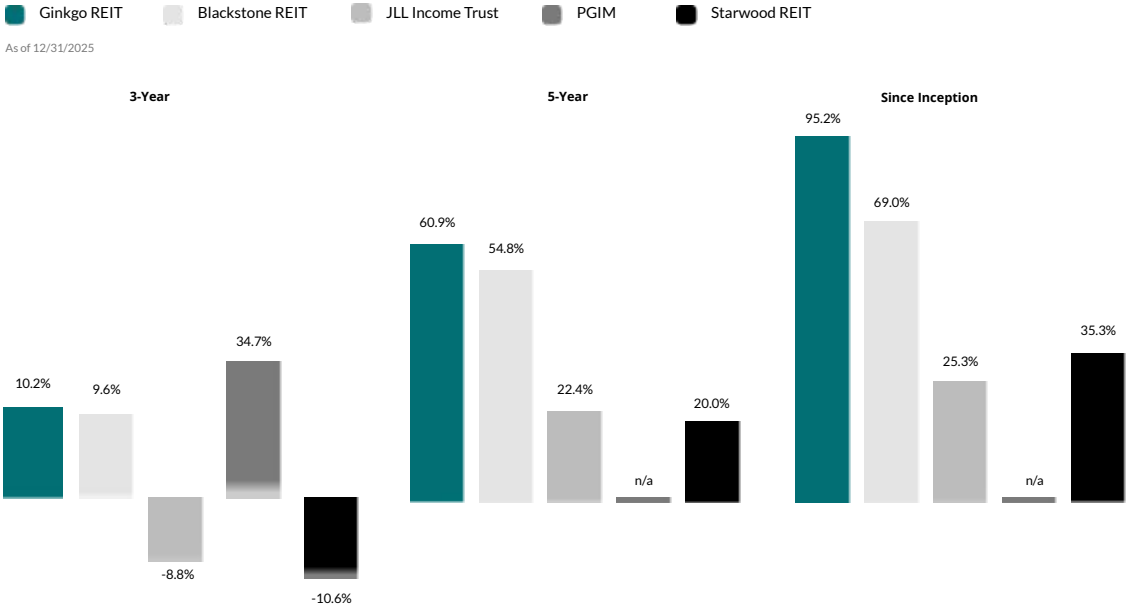
Our share price remained at \$136 throughout 2025. While our appraised portfolio cap rates increased ~9 basis points during the year (lowering valuation multiples), this was largely offset by an approximately 8% increase in cash flows.

The annual dividend also remained unchanged at \$7.56 per share, paid monthly. At the \$136 share price, this represents a 5.56% yield. Dividends continued to be classified as 100% return of capital for the seventh consecutive year since inception, preserving tax efficiency for shareholders and translating our 5.56% pre-tax distribution rate to a tax-equivalent yield of 9.46% (the yield an investor would need from another fully taxable investment to achieve the same after-tax result).

Ginkgo REIT has continued to meaningfully outperform broader real estate benchmarks, including both the non-traded and publicly listed REITs, as demonstrated in the comparative charts on the following page.

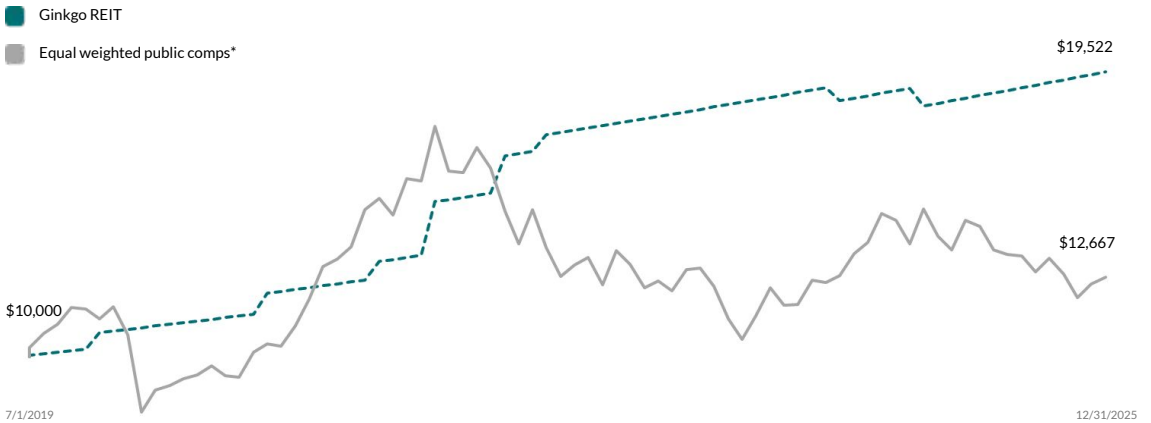
# Competitive Set Performance

## Private, Non-Traded



## Public

Growth of a \$10,000 investment (assuming dividend reinvestment)



\*Public multifamily comparables include: AMH, AVB, BRT, BHM, CPT, ELME, EQR, ESS, INVH, IRT, MAA, NXRT, SUI, UDR, UMH, VRE & VTR

# Looking Ahead: Positioning for 2026 and Beyond

We enter 2026 with cautious optimism. Same-property occupancy was 91.5% as of December 2025, reflecting the impact of elevated new supply across our markets. Rent growth expectations for 2026 are projected to be largely flat, consistent with broader market conditions as owners prioritize occupancy stabilization amid recent oversupply. With refinancing activity largely complete and floating-rate exposure significantly reduced, AFFO per share growth in 2026 is expected to be driven primarily by lower interest expense following the 2025 refinancing activity, as well as a focused effort to improve occupancy levels. There is a continued expectation of moderating to improving property insurance costs, along with lower turnover expenses as more residents are opting to renew rather than relocate.

Multifamily housing continues to benefit from durable demand drivers. Homeownership affordability remains constrained, migration to the Southeast persists and new supply is decelerating meaningfully after peak deliveries in 2024-2025. Our portfolio continues to benefit from strong population migration, with South Carolina and North Carolina ranking first and third in population growth from 2024 to 2025, according to U.S. Census data.

The past two years have tested capital structures across the industry. In 2025, we strengthened ours by locking in lower spreads and reducing floating-rate exposure. We grew the portfolio by ~12%, and for the first time in several years, we leaned back into acquisitions as pricing began to make sense again.

We believe 2025 will ultimately be viewed as the year in which the foundation was reset.

Thank you for your continued trust and partnership.

Sincerely,



**William Green**  
Co-CEO and President



**Eric Rohm**  
Co-CEO and Secretary

A handwritten signature in blue ink, appearing to read 'W Green'.

A handwritten signature in blue ink, appearing to read 'E Rohm'.

# At a Glance

## 2025 Portfolio Statistics

**6** Carolina Regions

**7,458** Units

**48** Communities



Charlotte, NC (2,890 Units)



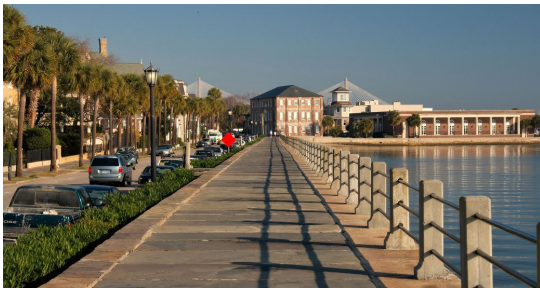
Research Triangle, NC (1,143 Units)



Columbia, SC (176 Units)



Piedmont Triad, NC (2,283 Units)



Charleston, SC (647 Units)



Wilmington, NC (219 Units)

Commencement  
July 2019

Occupancy  
92.7%

Total Asset Value  
\$516.0M

Average Rent per Unit  
\$1,215

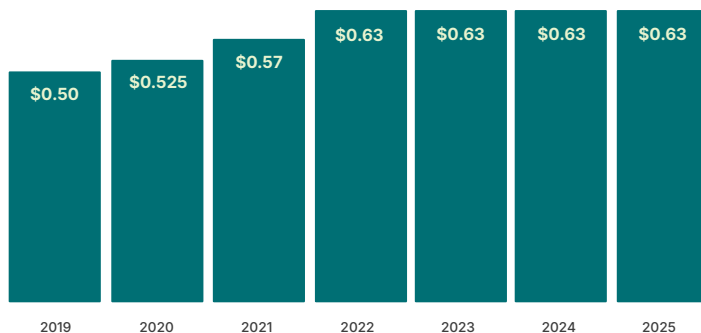
Net Asset Value  
\$202.6M

Leverage Ratio  
62.2%

# High-Yielding, Tax-Deferred Dividend

Since inception, 100% of dividends have been tax-sheltered and classified as non-dividend distributions (return of capital) on IRS Form 1099-DIV. For investors in the highest marginal tax bracket, the 2025 Tax-Equivalent Yield is 9.46%. This represents the yield an investor would need to earn on a fully taxable investment to be equivalent to the 5.56% yield that Ginkgo REIT paid in 2025.

## 26% Dividend Growth Since Inception



Dividend stated per share as of December 31st.

## Notable Benefits of Our Tax-Deferred Dividend Structure:

**Enhanced After-Tax Returns** – Since 100% of our dividends have been tax-sheltered as return of capital since inception, investors benefit from higher after-tax income compared to fully taxable dividends.

**Tax Deferral Advantage** – Taxes on distributed income are deferred until shares are sold, allowing investors to manage their tax liabilities more efficiently.

**Capital Preservation & Compounding** – By reducing immediate tax burdens, more capital remains invested (or is reinvested under the DRP program), supporting long-term wealth accumulation.

**Favorable Tax Treatment** – Return of capital distributions lowers an investor's cost basis for their investment, effectively converting ordinary income into long-term capital gains at the time of each investor's individually selected redemption.

**Consistent & Reliable Income** – Our structured approach provides stable distributions, aligning with our commitment to delivering predictable, income-driven returns.

# Strategic Partnerships

As a GP-oriented REIT, we structure our joint ventures to capture promote economics, aligning our interests with institutional capital partners while retaining meaningful upside participation as properties appreciate and performance thresholds are met.

In 2025, we formalized an exciting co-investment relationship with JPMorgan's non-traded REIT (JPMREIT), completing six acquisitions under this partnership. Each transaction was structured with Ginkgo REIT serving as General Partner and maintaining promote participation tied to performance-based IRR thresholds. This partnership reflects growing institutional participation alongside our GP-led investment strategy and highlights the strength of our operating platform and ability to source and execute attractive investment opportunities.

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Acquisitions Completed with JPMorgan

\$118MM+

Gross Asset Value Acquired

100%

GP Positions with Promote Economics

## 2025 JP Morgan Acquisitions

PROPERTY	MARKET	UNITS	ACQUISITION DATE	INTEREST ACQUIRED
Preserve at Pine Valley	Wilmington, NC	219	February 2025	10%
Brackenbrook Apartments	Charleston, SC	168	August 2025	10%
The Landing	Charleston, SC	119	August 2025	10%
North Bluff Apartments	Charleston, SC	144	August 2025	10%
Sawbranch Apartments	Charleston, SC	112	August 2025	10%
Woodlocke Apartments	Charleston, SC	104	August 2025	10%

*Our GP-led investment model enables us to grow AUM while capturing promote participation*

# Financial Summary

As of and for the year ended December 31, 2025	Combined Portfolio	Consolidated Investments	Unconsolidated Investments	Proportional Ownership
Apartment units	7,458	1,915	5,543	3,277
<b><u>Operating Performance:</u></b>				
Total Revenue	\$104.7M	\$32.0M	\$72.7M	\$51.6M
Operating expenses	(47.4M)	(15.8M)	(31.5M)	(24.6M)
<b>Net Operating Income</b>	<b>\$57.3M</b>	<b>\$16.2M</b>	<b>\$41.1M</b>	<b>\$27.0M</b>
Gross profit %	54.7%	50.5%	56.6%	52.4%
Debt Service	(37.6M)	(10.1M)	(27.5M)	(16.3M)
Recurring capital expenditures	(2.7M)	(1.1M)	(1.6M)	(1.5M)
Interest and other non-operating income	0.9M	0.3M	0.6M	0.5M
<b>Net Recurring Cash Flow</b>	<b>\$17.9M</b>	<b>\$5.3M</b>	<b>\$12.6M</b>	<b>\$9.7M</b>
<b><u>Operating Metrics:</u></b>				
Occupancy	93.1%	95.3%	91.9%	92.7%
Rent per occupied unit	\$1,239	\$1,174	\$1,262	\$1,215
<b><u>Debt:</u></b>				
Fixed-Rate Mortgages	\$527.2M	\$158.9M	\$368.3M	\$258.4M
Variable-Rate Mortgages	200.8M	4.0M	196.8M	51.9M
Unsecured Corporate Notes Program	\$8.3M	\$8.3M	\$0.0M	\$8.3M
<b>Total Debt</b>	<b>\$736.3M</b>	<b>\$171.2M</b>	<b>\$565.1M</b>	<b>\$318.6M</b>
<b><u>Debt Metrics:</u></b>				
Loan-to-Value	63.2%	60.1%	64.1%	62.2%
Weighted-average interest rate	4.98%	4.67%	5.47%	4.92%
Weighted-average maturity date	Dec 2029	Jun 2030	Nov 2029	Apr 2030

# Board and Governance

Our Board of Directors brings a diverse and highly relevant set of backgrounds and expertise to best serve the interests of management, the Company and our shareholders. The Board provides strategic oversight of our long-term investment strategy, as well as guidance on valuation practices, risk management and governance.

## PHILIP S. PAYNE

CHAIRMAN OF THE BOARD, INDEPENDENT DIRECTOR

- Founded The Lotus Campaign, a not-for-profit enterprise focused on increasing the availability of housing for people experiencing homelessness by engaging the private, for-profit real estate community.
- Retired principal from Ginkgo Residential LLC.
- Previously served as the Chairman of the Board of BNP Residential Properties, Inc., a publicly traded real estate investment trust.

## LAWRENCE A. BROWN

INDEPENDENT DIRECTOR

- Serves as Chairman of Starwood Mortgage Capital, one of the leading commercial real estate lenders in the United States.
- Co-founder, and previously served as Managing Director and Chief Operating Officer of AllBridge Investments, an investor in the commercial real estate capital markets.
- Founded Deutsche Bank Mortgage Capital, a wholly owned subsidiary of Deutsche Bank

## ROBERT J. SULLIVAN

INDEPENDENT DIRECTOR

- Counsel to Movement Mortgage, a fast-growing mortgage bank with over 775 locations in 50 States. He is active in all aspects of Movement Mortgage with an emphasis on financing lines.
- Retired partner from the law firm Alston & Bird LLP, where he practiced law and focused on commercial real estate and corporate finance transactions, including loan workout and restructuring, structured products, special servicing, CLO origination and servicing, and commercial lending transactions.

## CORY M. OLSON

INDEPENDENT DIRECTOR

- Serves as the Chief Operating Officer of Rialto Capital Group Holdings LLC, an integrated commercial real estate investment and asset management firm, and is engaged in the investment management business and other strategic roles with a focus on overseeing Rialto's process of sourcing, underwriting, executing and managing investments.
- Previously served as President, Chief Operating Officer and Chief Financial Officer of LNR Property LLC, the Real Estate Investing and Servicing segment of Starwood Property Trust (NYSE:STWD).

## WILLIAM C. GREEN

DIRECTOR AND CO-CHIEF EXECUTIVE OFFICER

- Principal of Ginkgo Residential LLC.
- Serves as the Lead Independent Director of Arbor Realty Inc., a publicly traded REIT (NYSE:ABR).
- Serves on the Board of Directors of Royal Oak Realty Trust Inc., a privately held REIT.
- Previously served as Global Head of Real Estate Capital Markets at Wachovia Securities and as head of Commercial Mortgage Securitization at Banc of America Securities.

## ERIC S. ROHM

DIRECTOR AND CO-CHIEF EXECUTIVE OFFICER

- Principal of Ginkgo Residential LLC.
- Previously served as Chief Legal & Administrative Officer of Babcock & Brown Residential LLC.
- Previously practiced law in the Real Estate Department of Kennedy Covington Lobdell & Hickman, LLP, focusing on all aspects of real estate acquisitions, dispositions, development and financing, as well as real estate private equity investment transactions.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Any statements contained in this report that do not describe historical facts may constitute “forward-looking statements” as that term is defined in the Private Securities Litigation Reform Act of 1995, including statements with respect to the expected financial results of the Company. These may include our financial projections and estimates and their underlying assumptions, statements about plans, objectives and expectations with respect to future operations, statements with respect to acquisitions and statements regarding future performance. The forward-looking statements are subject to a number of risks, trends and uncertainties that could cause actual performance to differ materially from these forward-looking statements. A number of those risks, trends and uncertainties are discussed within both Ginkgo REIT Inc.’s Private Placement Offering Memorandum and Ginkgo Multifamily OP LP’s Private Placement Preferred Offering Memorandum. Any forward-looking statements should be evaluated in light of these important risk factors. We disclaim any obligation to update or revise these forward-looking statements. Additionally, this report does not constitute an offer to sell any securities.

## GENERAL RISKS OF INFLATION, INTEREST RATES, DISTRIBUTIONS AND OPERATING STRUCTURE TO OUR BUSINESS

We have historically and continue to rely primarily on fixed-rate financing for our consolidated properties, locking in what we believe are favorable spreads between leverage, income yields and interest rates, and maintaining a balanced schedule of debt maturities. Our unconsolidated joint venture properties have historically used variable-rate financing due to the nature of those transactions. However, over the past two years, we have refinanced a meaningful portion of this debt to fixed-rate structures to better manage exposure to interest rate volatility. As of December 31, 2025, approximately 65% of our joint venture debt was fixed-rate. For the remaining variable-rate debt, the joint ventures utilize interest rate derivatives, including interest rate caps and swaps, to mitigate exposure to increases in benchmark rates. While these hedging instruments reduce sensitivity to short-term rate movements, the joint ventures remain exposed to interest rate risk upon maturity, refinancing or in connection with new borrowings. Increases in interest rates may increase debt service costs, reduce property-level cash flow, limit refinancing options or impact asset valuations.

As a REIT that operates a substantial portion of its portfolio through unconsolidated joint ventures, representing approximately 75% of our apartment units as of December 31, 2025, we rely significantly on distributions from these joint ventures as a source of liquidity and cash flow. While we serve as the manager or general partner of these investments, they are governed by joint venture agreements that provide our partners with certain participation rights. As a result, we do not have unilateral control over distribution policies. Accordingly, distributions may be delayed, reduced or suspended for several reasons, including, but not limited to:

- joint venture partners electing to retain cash to fund redevelopment programs or capital improvements;
- decisions made at the discretion of our joint venture partners regarding timing and amount of distributions;
- lender requirements that influence cash retention, reserve funding or limitations on capital movement;
- increased operating or financing costs, including higher interest expense on variable-rate debt and derivative instruments; and
- broader economic or capital market conditions affecting property-level performance.

The operating distributions received from our joint ventures, including \$1.8 million for the year ended December 31, 2025, represent a meaningful source of our liquidity and operating cash flow.

While we have paid consecutive monthly distributions to our shareholders and unitholders since inception, primarily funded by cash flows generated by operations, liquidity and market risks can and have hinder our ability to pay distributions solely from operating cash flow. Global, national, and local economic conditions, real estate market conditions and capital markets volatility may negatively impact our communities’ performance and the Company’s cash position. We may not always generate sufficient operating cash flow to fully fund distributions and may use other investing and financing sources, including but not limited to capital raising proceeds, borrowings or refinancings, dividend reinvestment programs or the sale of our assets.

The timing, source and amounts of cash flows generated by the Company are inherently sensitive to changes in interest rates, inflation, insurance costs and broader capital market conditions, all of which influence our acquisition plans, redevelopment activities and distribution capacity. Although the residential sector has historically provided some inflationary protection due to shorter lease durations that allow rents to reset to market, inflationary pressures may increase operating expenses, capital expenditure costs, insurance premiums and borrowing costs. These factors, many of which are outside our control, may adversely impact our future operating results and ability to pay distributions.

## SUPPLEMENTARY FINANCIAL INFORMATION

We present the following supplementary financial information as a supplement to the consolidated financial statements. We encourage you to read the consolidated financial statements and the notes accompanying the consolidated financial statements included within this Annual Report in conjunction with this supplementary information. This information is not intended to be a replacement for the Company's consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

References herein to "Company," "we," "us," or "our" refer to Ginkgo REIT, Inc. and Subsidiaries, including Ginkgo Multifamily OP LP (the "Operating Partnership"). References herein to "Shareholder" refers to both Ginkgo REIT, Inc. shareholders and Operating Partnership unitholders.

## SECTION 1: COMMON EQUITY AND ISSUANCES OF EQUITY SECURITIES

### Offering of Common Stock and Operating Partnership Units

#### *Common Stock*

The Company's private offering of shares of common stock, \$0.01 par value per share, is issued pursuant to the terms of its Private Placement Offering Memorandum, as amended from time to time. As of December 31, 2025, we had 469 shareholders with shares of common stock.

During 2023 and 2024, the Company offered for sale shares of common stock with warrants to purchase additional shares of common stock pursuant to the terms and conditions set forth in the Private Placement Offering Memorandum. Each unit of the offering consisted of one share of common stock and one warrant exercisable for one-tenth (1/10) of a share of common stock, subject to certain limitations. The warrants are exercisable during the three-month period beginning on the third anniversary of the respective issuance date at an exercise price of \$0.01 per warrant. The warrants do not entitle holders to receive dividends on the warrants issued until exercised. The warrant offering expired on December 31, 2024. As of December 31, 2025, there were 42 warrant holders with warrants exercisable into an aggregate of 4,433 shares of common stock. The terms of the warrants also provide that warrants may be forfeited, on a proportional basis, to the extent a holder requests repurchases of the Company's common stock during the three-year vesting period preceding the warrant exercise window. As of December 31, 2025, 7,532 warrants have been forfeited, which would have been exercisable into 752 shares of common stock.

The following details the warrants outstanding and exercisable years as of December 31, 2025:

<b>Year Exercisable</b>	<b>Number of Warrants Outstanding<sup>(1)</sup></b>	<b>Common Stock Value at Current Price</b>
2026	26,007	\$ 353,695
2027	17,689	240,570
	<b>43,696</b>	<b>\$ 594,266</b>

(1) Each outstanding warrant is exercisable for 1/10 of a share of common stock (4,370 shares of common stock). All the Company's per share calculations, including the Company's Net Asset Value per Share, are inclusive of these warrants being exercised.

### *Operating Partnership Units*

Operating Partnership units (“Common OP Units”) are typically issued to limited partners in connection with contributions of properties or ownership interests in properties to the Operating Partnership. Common OP Units may also be issued for cash purchases or upon conversion of certain events, as described below. Common OP Units are economically equivalent to shares of common stock and are generally redeemable for cash or, at the Company’s election, shares of common stock, subject to the terms of the partnership agreement.

As of December 31, 2025, we have 131 limited partners with Common OP Units.

### *Convertible Preferred Operating Partnership Units*

On July 1, 2021, the Operating Partnership entered into an offering of \$25,000,000 Convertible Preferred Operating Partnership Units (“Preferred OP Units”), under which the Operating Partnership may offer and sell or exchange 250,000 Preferred OP Units, with a par value of \$100. The offering was fully subscribed and closed on September 1, 2022.

The Preferred OP Units pay an annual distribution yield of 7%, payable monthly. Holders of Preferred OP Units may be entitled to receive a 2% cumulative distribution at redemption, should the unitholder not elect to convert. It should be noted that changes in the common dividend have no impact on the Preferred OP Unit distribution.

Each Preferred OP Unit is convertible, at the option of the holder, after two years from its issuance date into shares of the Company’s common stock or Common OP Units. The number of shares or units issued upon conversion is determined by multiplying the number of Preferred OP Units offered for conversion multiplied by the applicable conversion ratio. The conversion ratio is calculated based on the NAV per share of common stock at the time the Preferred OP Units were originally issued. As of December 31, 2024, 2,500 Preferred OP Units have been converted into 2,083 shares of common stock.

As of December 31, 2025, we have 69 unitholders with Preferred OP Units.

The following table provides a summary of the conversion option for the Preferred OP Units issued and outstanding as of December 31, 2025:

	<b>Preferred OP Units</b>	<b>Common Stock Price at Issuance</b>	<b>Conversion Ratio</b>	<b>Common Stock Issuable at Conversion</b>	<b>Earliest Open Conversion Date</b>
	40,750	\$ 111.00	0.833	33,958	6/30/2023
	156,520	\$ 116.00	0.784	122,665	10/18/2023
	47,730	\$ 131.00	0.694	33,123	3/31/2024
	2,500	\$ 145.00	0.627	1,567	8/31/2024
<b>Total/Wtd Average</b>	<b>247,500</b>		<b>0.773</b>	<b>191,313</b>	<b>11/3/2023</b>

### *Charleston Series Class Operating Partnership Units*

On October 1, 2025, the Operating Partnership commenced an offering of up to \$3,600,000 Charleston Series Class Operating Partnership units (the “Charleston OP Units”), each with a par value of \$10,000 per Charleston OP Unit, in connection with its investment in Charleston Portfolio Venture LLC (the “Charleston Joint Venture”), an unconsolidated joint venture that owns five multifamily communities in Charleston, South Carolina, comprising 647 units. The Operating Partnership holds a 10% ownership interest in the venture. The Charleston OP Units provide holders with an indirect economic interest representing 90% of the Operating Partnership’s interest in the venture. The offering was completed on December 16, 2025 when all 360 Charleston OP Units were sold.

Distributions to holders of Charleston OP Units are derived solely from distributions received by the Operating Partnership from the Charleston Joint Venture. Distributions are allocated to Charleston OP Unit holders on a pro rata

basis in accordance with their respective ownership interests and are subject to the distribution waterfall provisions contained in the Charleston Joint Venture operating agreement and the Operating Partnership agreement.

The Operating Partnership agreement also provides that if the cumulative internal rate of return realized by Charleston OP Unit holders from distributions received by the Charleston Joint Venture is less than the internal rate of return that would have been achieved had such holders invested in Common OP Units over the same period, the Operating Partnership will make an additional distribution to each Charleston OP Unit holder to equalize such return.

As of December 31, 2025, we have 16 unitholders with Charleston OP Units.

### NAV per Share/Unit

As a privately-held REIT, shares of our common stock are not listed for trading on a stock exchange or other securities market. The purchase price per share for our common stock is equal to our Net Asset Value (“NAV”) divided by the number of outstanding shares, as determined by the Board of Directors of the Company (the “Board”) and reviewed at least annually.

As Common OP Units are economically equivalent to shares of common stock, the NAV per share applicable to common stock is also applied to Common OP Units.

The following table presents our changes to our NAV per share and dividend per share since inception:

As of:	NAV per Share	Monthly Dividend per Share
July 1, 2019	\$ 100.00	\$ 0.50
January 1, 2020	105.00	0.53
January 1, 2021	111.00	0.55
August 18, 2021	116.00	0.57
January 21, 2022	131.00	0.60
May 18, 2022	141.00	0.62
August 16, 2022	145.00	0.63
May 22, 2024	141.00	0.63
November 19, 2024	136.00	0.63

### Net Asset Value and NAV per Share Calculation

We calculate NAV per share in accordance with GAAP ASC 820, *Fair Value Measurement*, guidelines, which values are approved by our Board. The Company’s NAV must be determined at least annually, but the Board’s practice is to review the NAV quarterly to review and identify if any significant changes in the property portfolio warrant a change to the NAV per share. Since inception, the Board’s current valuation process has involved utilizing external property appraisals, rather than relying solely on management’s in-house estimates. Management augments the third-party valuations by performing its own calculation of the properties fair market values by using the direct capitalization method (of the income approach), which includes using the property’s net operating income and an applicable cap rate based on the market, age and other characteristics of the property. Management also includes all non-real estate assets, liabilities and contingent liabilities of the balance sheet of the Company in its calculation. Management’s valuation calculation and comparison to the external appraised values are provided to the Board for their consideration. Differences in assumptions are evaluated and valuations are reconciled where necessary, as determined by the Board. At any time, the Board may, in its sole discretion, also engage other consultants, appraisers or real estate investment professionals to assist in the valuations and determinations of the Company’s NAV.

Our total NAV per share/unit presented in the following tables includes the NAV of our common stock, Common OP Units and Preferred OP Units (diluted).

The following table provides a breakdown of the major components of our NAV as of December 31, 2024:

<b>Components of NAV</b>	<b>December 31, 2025</b>	<b>Per Share</b>
Investments in real estate	\$ 278,106,847	\$ 186.71
Investments in unconsolidated real estate ventures	98,257,700	65.97
Cash and cash equivalents	7,831,754	5.26
Restricted cash	2,118,912	1.42
Other assets	1,536,166	1.03
Debt obligations	(170,298,192)	(114.33)
Other liabilities	(2,840,970)	(1.91)
Tax indemnification liability	(12,141,600)	(8.15)
<b>Net Asset Value</b>	<b>\$ 202,570,617</b>	<b>\$ 136.00</b>
Number of outstanding shares/units, diluted <sup>(1)</sup>	1,489,531	
<b>NAV per Share/Unit</b>	<b>\$ 136.00</b>	

(1) Assumes conversion of (i) all outstanding Preferred OP Units (247,500) into shares of common stock at the respective conversion ratios (191,313) and (ii) the exercise of all outstanding warrants, in connection with the warrant offering, into shares of common stock (4,370).

The following table reconciles total equity under GAAP per our consolidated balance sheet to our NAV as of December 31, 2025:

<b>Reconciliation of Total Equity to NAV</b>	<b>December 31, 2025</b>	<b>Per Share</b>
Total equity under GAAP	\$ 84,505,232	\$ 56.73
Adjustments:		
Unrealized real estate appreciation from investments in real estate	58,877,684	39.53
Accumulated depreciation	40,889,137	27.45
Unrealized fair value changes from unconsolidated real estate ventures	31,587,821	21.21
Unamortized debt acquisition costs	(2,028,623)	(1.36)
Debt obligations marked to fair value	880,966	0.59
Tax indemnification liability	(12,141,600)	(8.15)
<b>Net Asset Value</b>	<b>\$ 202,570,617</b>	<b>\$ 136.00</b>

The following details the adjustments to reconcile GAAP total equity to our NAV:

- Our investments in real estate are presented under historical cost in our GAAP consolidated financial statements. Additionally, our debt obligations (“Debt”) are recorded at their carrying value in our consolidated financial statements. As such, any increases or decreases in the fair market value of our investments in real estate or our Debt are not recorded in our GAAP results. For purposes of determining our NAV, our investments in real estate and our Debt are recorded at fair value.
- Our investments in unconsolidated real estate ventures are initially recorded at cost using the equity method of accounting. As such, any fluctuations in the fair value of these investments due to appreciation in value, depreciation in value or fair value of expected promote income are not recorded in our GAAP results.

- We depreciate our investments in real estate in accordance with GAAP. Such depreciation is excluded for purposes of determining our NAV.
- We report our unamortized debt acquisition costs as a direct reduction to the carrying value of our Debt in accordance with GAAP. Such costs are excluded for purposes of determining our NAV as these costs are expensed as incurred when our Debt is marked to fair value.
- The Operating Partnership has indemnified each holder of Common OP Units against certain tax consequences in the event of a taxable sale of the property contributed by such Common OP holder(s). As defined in the respective tax indemnification agreements, the Operating Partnership agrees to pay to the holder(s) of Common OP Units the aggregate income tax payable under applicable federal and state law in effect at the time of the sale, up to a period of 10 years. For purposes of determining our NAV, the estimated potential tax liability in accordance with the tax indemnification agreements is included assuming complete liquidation of the Company in a single sale of all the assets, free and clear. While the Company may have the ability to employ further tax deferral strategies in the case of periodic, individual asset sales of these contributed properties, the whole portfolio methodology in calculating the Company's NAV reflects the potential cost of complying with the indemnity agreements. It should be noted that this liability is the Company's management's best estimate. Management has not performed detailed tax analyses or engaged a professional tax advisor to calculate, assess, review or audit this estimate. Accordingly, our NAV calculation is inherently subjective, and our NAV may not accurately reflect the impact of the potential tax indemnifications.

The following table provides a reconciliation of the fair value of the Company's investments in unconsolidated real estate to the amount reported on our NAV as of December 31, 2025:

	<b>December 31, 2025</b>	
	<b>Total Combined</b>	<b>Proportionate Share</b>
<b>Assets</b>		
Real estate assets, at fair value	\$ 894,144,538	\$ 235,675,046
Unrealized promote income, at fair value	-	4,094,552
Cash and cash equivalents	22,730,162	5,256,160
Restricted cash	7,563,125	1,748,910
Accounts receivable, prepaid expenses and other assets	1,740,234	402,415
Interest rate caps, at fair value	970,543	294,221
<b>Total assets</b>	<b>\$ 927,148,602</b>	<b>\$ 247,471,304</b>
<b>Liabilities</b>		
Mortgage notes payable, at fair value	\$ 564,993,302	\$ 147,858,276
Other liabilities	5,861,091	1,355,328
<b>Total liabilities</b>	<b>\$ 570,854,393</b>	<b>\$ 149,213,604</b>
<b>Net Asset Value</b>	<b>\$ 356,294,209</b>	<b>\$ 98,257,700</b>

## Dividends and Distributions

Beginning July 1, 2019, we declared monthly distributions for our common stock and Common OP Units, which are generally paid one to three days after month-end. We have paid distributions consecutively each month since such time. Both our common stock and Common OP Units receive the same distribution per share, which was declared at \$7.56 for the years ended December 31, 2025 and 2024. It should be noted that declared dividends are paid one month in arrears, making cash receipts lag by a month when comparing to dividends declared.

The following table details the distributions declared for the years ended December 31, 2025 and 2024:

Declaration Month	2025	2024
January	\$ 0.63	\$ 0.63
February	0.63	0.63
March	0.63	0.63
April	0.63	0.63
May	0.63	0.63
June	0.63	0.63
July	0.63	0.63
August	0.63	0.63
September	0.63	0.63
October	0.63	0.63
November	0.63	0.63
December	0.63	0.63
	<b>\$ 7.56</b>	<b>\$ 7.56</b>

The following table summarizes our common stock and Common OP Units distributions paid and sourced during the years ended December 31, 2025 and 2024:

	2025		2024			
	Amount	Percentage	Amount	Percentage		
<b>Dividends and Distributions</b>						
Payable in cash	\$ 7,004,903	72%	\$ 6,665,202	72%		
Reinvested into common shares	2,768,504	28%	2,577,308	28%		
Total dividends and distributions	<b>\$ 9,773,407</b>	<b>100%</b>	<b>\$ 9,242,510</b>	<b>100%</b>		
<b>Sources of Dividends and Distributions</b>						
Cash flows from operating activities	\$ 5,875,120	84%	\$ 5,739,424	86%		
Cash flow from investing/financing activities	1,129,783	16%	925,778	14%		
Total sources of dividends and distributions	<b>\$ 7,004,903</b>	<b>100%</b>	<b>\$ 6,665,202</b>	<b>100%</b>		
		<b>Dividend Coverage</b>		<b>Dividend Coverage</b>		
	Amount	Total	Cash	Amount	Total	Cash
Cash flows from operating activities – GAAP	\$ 5,875,120	0.60x	0.84x	\$ 5,739,424	0.62x	0.86x
Funds from Operations – non-GAAP	\$ 3,150,026	0.32x	0.45x	\$ 4,154,586	0.45x	0.62x
Adjusted Funds from Operations – non-GAAP	\$ 5,584,443	0.57x	0.80x	\$ 5,354,797	0.58x	0.80x

## SECTION 2: RESULTS OF OPERATIONS AND NON-GAAP FINANCIAL MEASURES

### Results of Operations

As of December 31, 2025, our portfolio consisted of 48 multifamily properties, all located in North and South Carolina, comprising 7,458 apartment homes that was 92.6% leased with a weighted average monthly effective rent per occupied apartment unit of \$1,234. See Section 3 for a listing of our real estate investments.

The following financial information reflects the property-level results of our portfolio and is presented to highlight the operational performance of our properties. This is a supplemental, non-GAAP measure of our property operating results that we believe is meaningful because it enables management to evaluate the impact of occupancy, rents, leasing activity and other controllable property operating results at our real estate. All corporate-level expenses, including general and administrative costs, asset management fees and other overhead items are eliminated as they do not reflect the continuing operating costs of the property owner.

#### *1) Property Results – Proportionate Ownership*

The following table presents revenues, operating expenses, net operating income (“NOI”) and property-level net earnings for the Company’s proportionate ownership of the properties in which it held an interest for the years ended December 31, 2025 and 2024.

Management evaluates portfolio performance and allocates capital based on proportionate ownership results, which reflect (i) 100% of our wholly owned, consolidated properties and (ii) our ownership percentage share for properties held through unconsolidated joint ventures. Accordingly, proportionate ownership results adjust each line item to include the full results of our wholly-owned, consolidated properties and our ownership percentage in each of our unconsolidated joint ventures. We believe this presentation provides a more meaningful view of our operating results, trends in property-level performance and the economic interest in our properties, rather than presenting joint venture performance as a single summarized GAAP financial statement line item. The proportionate results presented below are representative of the Company’s economic interest in the total portfolio and are consistent with how management views and manages the business.

As of December 31, 2025, the Company's proportional ownership included 100% of 1,915 wholly owned units and a weighted average ownership interest of 26% in 5,543 units held through joint ventures, for a total proportionate ownership of 3,356 units.

	<b>December 31,</b>		<b>\$ Change</b>	<b>% Change</b>
	<b>2025</b>	<b>2024</b>		
<b>Revenues</b>				
Rental income	\$ 45,960,966	\$ 43,312,793	\$ 2,648,173	6.1%
Other tenant income	5,655,763	5,405,809	249,954	4.6%
Total revenue	<b>51,616,729</b>	<b>48,718,602</b>	<b>2,898,127</b>	<b>5.9%</b>
<b>Operating expenses</b>				
Property operating expenses	16,776,864	15,985,772	791,092	4.9%
Real estate taxes and insurance	5,905,200	5,617,581	287,619	5.1%
Property management fees	1,902,138	1,949,840	(47,702)	-2.4%
Total operating expenses	<b>24,584,202</b>	<b>23,553,193</b>	<b>1,031,009</b>	<b>4.4%</b>
<b>Net operating income</b>	<b>27,032,527</b>	<b>25,165,409</b>	<b>1,867,118</b>	<b>7.4%</b>
<b>Other expenses (income)</b>				
Depreciation and amortization	19,206,643	18,308,018	898,625	4.9%
Mortgage interest	16,317,532	15,128,989	1,188,543	7.9%
Gain on sale of real estate	(8,447,927)	-	(8,447,927)	100.0%
Other expenses	1,248,654	942,443	306,211	32.5%
Interest income	(272,892)	(446,507)	173,615	-38.9%
Total other expenses	<b>28,052,010</b>	<b>33,932,943</b>	<b>(5,880,933)</b>	<b>-17.3%</b>
<b>Property-level net loss</b>	<b>\$ (1,019,483)</b>	<b>\$ (8,767,534)</b>	<b>\$ 7,748,051</b>	<b>-88.4%</b>

The following table reconciles our proportionate ownership property-level net loss, as calculated in the table above, to net income (loss) under GAAP per our consolidated statements of operations for the years ended December 31, 2025 and 2024:

	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
Property-level net loss	\$ (1,019,483)	\$ (8,767,534)
<b>Adjustments to reconcile to GAAP net loss</b>		
Corporate-level general and administrative	(3,363,725)	(3,220,989)
Corporate-level notes interest	(576,303)	(95,626)
Corporate-level other expenses	(332,742)	(42,331)
Corporate-level interest income	239,932	151,350
Gain on sale of unconsolidated real estate venture	152,089	-
Gain on consolidation of real estate venture	-	75,865
Impairment of unconsolidated real estate venture	-	(9,093,916)
Realized gain on sale of derivative instrument	-	140,597
<b>GAAP Net loss</b>	<b>\$ (4,900,232)</b>	<b>\$ (20,852,584)</b>

## 2) Property Results – Combined Portfolio

The following table reflects the revenues, operating expenses, NOI and property-level net earnings for all properties in which we held an ownership interest as of December 31, 2025 and 2024. While the properties in which we have a less than 100% ownership interest are accounted for as unconsolidated joint ventures, the line items presented below reflect the full underlying operating results of those properties as if they were consolidated by the Company and have not been adjusted for the effects of noncontrolling interests in accordance with GAAP.

As of December 31, 2025 and 2024, the combined portfolio presented represents 7,458 and 6,644 units, respectively, and includes partial-period results for acquisitions and dispositions occurring during each year.

	<b>December 31,</b>		<b>\$ Change</b>	<b>% Change</b>
	<b>2025</b>	<b>2024</b>		
<b>Revenues</b>				
Rental income	\$ 93,630,266	\$ 86,100,970	\$ 7,529,296	8.7%
Other tenant income	11,032,643	10,274,675	757,968	7.4%
Total revenue	<b>104,662,909</b>	<b>96,375,645</b>	<b>8,287,264</b>	<b>8.6%</b>
<b>Operating expenses</b>				
Property operating expenses	32,172,099	31,014,962	1,157,137	3.7%
Real estate taxes and insurance	11,674,209	10,505,916	1,168,293	11.1%
Property management fees	3,525,132	3,476,292	48,840	1.4%
Total operating expenses	<b>47,371,440</b>	<b>44,997,170</b>	<b>2,374,270</b>	<b>5.3%</b>
<b>Net operating income</b>	<b>57,291,469</b>	<b>51,378,475</b>	<b>5,912,994</b>	<b>11.5%</b>
<b>Other expenses (income)</b>				
Depreciation and amortization	42,777,405	36,113,776	6,663,629	18.5%
Mortgage interest	35,389,236	31,767,672	3,621,564	11.4%
Gain on sale of real estate	(23,010,229)	-	(23,010,229)	100.0%
Other expenses	4,669,922	2,670,542	1,999,380	74.9%
Interest income	(705,174)	(1,202,040)	496,866	-41.3%
Total other expenses	<b>59,121,160</b>	<b>69,349,950</b>	<b>(10,228,790)</b>	<b>-14.7%</b>
<b>Property-level net loss</b>	<b>\$ (1,829,691)</b>	<b>\$ (17,971,475)</b>	<b>\$ 16,141,783</b>	<b>-89.8%</b>

### 3) *Property Results – Same-Property*

We evaluate our results of operations on a same-property basis, which allows us to analyze our property operating results excluding acquisitions and dispositions during the periods under comparison. Properties in our portfolio are considered same property if they were owned for the full periods presented, otherwise they are considered non-same property. Same-Property operating results assists in eliminating disparities in net income due to the acquisition and disposition of properties during the periods presented, and therefore we believe it provides a meaningful performance measure for the comparison of the operating performance of our properties.

The following table reflects the revenues, property operating expenses, NOI and property-level net earnings for the years ended December 31, 2025 and 2024 for our 2025-2024 Same-Properties. While the properties in our Same-Property portfolio in which we have a less than 100% ownership interest are unconsolidated joint ventures, each line item in the chart below is presented as if these Same-Properties are wholly owned and consolidated by us and have not been adjusted for the effects of noncontrolling interests in accordance with GAAP.

For the years ended December 31, 2025 and 2024, there are 6,188 apartment homes in our 2024-2025 Same-Property portfolio.

	<b>December 31,</b>		<b>\$ Change</b>	<b>% Change</b>
	<b>2025</b>	<b>2024</b>		
<b>Revenues</b>				
Rental income	\$ 82,181,171	\$ 80,301,740	\$ 1,879,431	2.3%
Other tenant income	9,865,868	9,341,627	524,241	5.6%
Total revenue	<b>92,047,039</b>	<b>89,643,367</b>	<b>2,403,672</b>	<b>2.7%</b>
<b>Operating expenses</b>				
Property operating expenses	27,812,238	26,275,531	1,536,707	5.8%
Real estate taxes and insurance	10,149,386	11,269,854	(1,120,468)	-9.9%
Property management fees	3,105,483	3,198,178	(92,695)	-2.9%
Total operating expenses	<b>41,067,107</b>	<b>40,743,563</b>	<b>323,544</b>	<b>0.8%</b>
<b>Net operating income</b>	<b>50,979,932</b>	<b>48,899,804</b>	<b>2,080,128</b>	<b>4.3%</b>
<b>Other expenses (income)</b>				
Depreciation and amortization	33,271,812	34,037,679	(765,867)	-2.3%
Mortgage interest	32,688,707	30,073,493	2,615,214	8.7%
Other expenses	4,691,940	3,371,159	1,320,781	39.2%
Interest income	(652,275)	(1,170,958)	518,683	-44.3%
Total other expenses	<b>70,000,184</b>	<b>66,311,373</b>	<b>3,688,811</b>	<b>5.6%</b>
<b>Property-level net loss</b>	<b>\$ (19,020,252)</b>	<b>\$ (17,411,569)</b>	<b>\$ (1,608,683)</b>	<b>9.2%</b>

#### 4) Property Results – Unconsolidated Joint Ventures

The Company has entered into various joint venture agreements whereby it owns partial ownership interests in multifamily communities. These joint ventures represent a significant portion of our real estate portfolio, accounting for approximately 43% of our net asset value and 75% of our apartment homes as of December 31, 2025. The Company generally serves as the general partner in these joint ventures, establishing a minority equity ownership but allowing for potential profit participation rights paid to us if certain investment returns are achieved for the joint venture. The allocation and distribution of cash and profits to us after these investment return achievements is generally more than that implied by our ownership interest in the joint venture as a result of the distribution provisions pursuant to the joint venture operating agreements. Our joint venture investments are accounted for under the equity method of accounting in accordance with GAAP. Under the equity method, the Company's equity and proportionate share of the joint venture investments net income or loss is presented as a single financial statement line item in the accompanying Consolidated Balance Sheets and Consolidated Statement of Operations. The Company's ownership percentage in each unconsolidated joint venture ranges from 7% - 46% and is disclosed in the accompanying consolidated financial statements. We believe presenting the full results of operations for our joint ventures provides important information about how the operating results of our joint venture investments contributes to the overall financial performance of the Company, which may not be as apparent in the single financial statement line item as presented in GAAP reporting.

The following table provides the condensed income statements of our unconsolidated properties included in Note 7 of our consolidated financial statements. Each of the line items in the chart below is presented as if these properties are consolidated by us, although our equity interests in these properties range from 7% to 46%.

As of December 31, 2025 and 2024, the joint venture portfolio presented represents 5,543 and 4,477 units, respectively, and includes partial-period results for acquisitions and dispositions occurring during each year.

	December 31,		\$ Change	% Change
	2025	2024		
<b>Revenues</b>				
Rental income	\$ 65,315,709	\$ 59,699,147	\$ 5,616,562	9.4%
Other tenant income	7,352,659	6,734,702	617,957	9.2%
Total revenue	<b>72,668,368</b>	<b>66,433,849</b>	<b>6,234,519</b>	<b>9.4%</b>
<b>Operating expenses</b>				
Property operating expenses	21,506,327	21,081,578	424,749	2.0%
Real estate taxes and insurance	7,805,942	6,882,303	923,639	13.4%
Property management fees	2,234,614	2,124,753	109,861	5.2%
Total operating expenses	<b>31,546,883</b>	<b>30,088,634</b>	<b>1,458,249</b>	<b>4.8%</b>
<b>Net operating income</b>	<b>41,121,485</b>	<b>36,345,215</b>	<b>4,776,270</b>	<b>13.1%</b>
<b>Other expenses (income)</b>				
Depreciation and amortization	32,973,037	25,807,141	7,165,896	27.8%
Mortgage interest	26,831,665	23,464,287	3,367,378	14.4%
Gain on sale of real estate	(14,562,302)	-	(14,562,302)	100.0%
Other expenses	4,369,328	2,224,966	2,144,362	96.4%
Interest income	(601,319)	(1,057,328)	456,009	-43.1%
Total other expenses	<b>49,010,409</b>	<b>50,439,066</b>	<b>(1,428,657)</b>	<b>-2.8%</b>
<b>Property-level net loss</b>	<b>\$ (7,888,924)</b>	<b>\$ (14,093,851)</b>	<b>\$ 6,204,927</b>	<b>-44.0%</b>

## **Funds from Operations and Adjusted Funds from Operations**

We believe funds from operations (“FFO”) is a meaningful supplemental, non-GAAP operating metric. Our consolidated financial statements are presented under historical cost accounting which, among other things, requires depreciation of real estate investments to be calculated on a straight-line basis. As a result, our operating results imply that the value of our real estate investments will decrease evenly over a set time period. However, we believe that the value of real estate investments will fluctuate over time based on market conditions and as such, depreciation under historical cost accounting may be less informative. FFO is a standard REIT industry metric defined by the National Association of Real Estate Investment Trusts (“NAREIT”). Pursuant to the updated guidance for FFO provided by the Board of Governors of NAREIT and as determined by the Board of Directors of the Company, we define FFO as net income or loss (computed in accordance with GAAP), excluding (i) depreciation from real property, (ii) gains or losses from sales of depreciable real property, (iii) impairment write downs on depreciable real property or investments in unconsolidated real estate ventures, (iv) performance fee allocation to our Advisor paid, or to be paid, in shares of common stock, (v) extraordinary items, and (vi) similar adjustments for noncontrolling interests and unconsolidated entities.

We also believe that adjusted funds from operations (“AFFO”) is a meaningful supplemental, non-GAAP disclosure of our operating results. AFFO further adjusts FFO in order for our operating results to reflect the specific characteristics of our business by adjusting for items we believe are not related to our core operations. Our adjustments to FFO to arrive at AFFO include removing the impact of (i) non-cash stock compensation to the Board of Directors, (ii) amortization of debt acquisition costs, (iii) non-cash asset management fees included in earnings from unconsolidated real estate ventures from the Company's position in certain unconsolidated investments, (iv) unrealized (gains) losses from changes in fair value of derivative instruments, (v) transaction, advisory, and dead deal costs, and (vi) similar adjustments for noncontrolling interests and unconsolidated entities.

The following table presents a reconciliation of net (loss) income to FFO and AFFO for the years ended December 31, 2025 and 2024:

	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
Net loss including noncontrolling interests	\$ (4,900,232)	\$ (20,852,584)
<b>Adjustments to arrive at Funds from Operations (FFO):</b>		
Depreciation	9,301,567	9,823,202
Amount attributable to unconsolidated properties for depreciation	8,604,605	7,554,562
Impairment of unconsolidated real estate ventures	-	9,093,916
Loss on early debt extinguishment	180,290	499,735
Gain on sale of rental property	(8,447,927)	-
Gain on sale from unconsolidated real estate venture	(152,089)	(75,865)
Casualty gain on rental property	-	(155,880)
Preferred distributions	(1,732,500)	(1,732,500)
Amount attributable to unconsolidated properties for above adjustments, excluding depreciation	296,312	-
<b>FFO</b>	<b>3,150,026</b>	<b>4,154,586</b>
<b>Adjustments to arrive at Adjusted Funds from Operations (AFFO):</b>		
Non-cash stock compensation to Board of Directors	150,000	150,000
Amortization of debt acquisition costs	502,801	483,433
Realized gain on sale of derivative instrument	-	(140,597)
Transaction and advisory costs	493,517	-
Amount attributable to unconsolidated properties for above adjustments	1,288,099	707,375
<b>AFFO</b>	<b>\$ 5,584,443</b>	<b>\$ 5,354,797</b>
<b>Weighted Average Shares Outstanding</b>	<b>1,294,973</b>	<b>1,230,348</b>
<b>FFO Per Unit</b>	2.43	3.38
<b>AFFO per Unit</b>	4.31	4.35
<b>Distribution Per Share</b>	7.56	7.56
<b>Distribution Per Share after Dividend Reinvestment</b>	5.40	5.48
<b>Distribution as a Percentage of FFO</b>	310.8%	223.9%
<b>Distribution as a Percentage of AFFO</b>	175.3%	173.7%
<b>Cash Distribution as a Percentage of FFO</b>	222.2%	162.3%
<b>Cash Distribution as a Percentage of AFFO</b>	125.3%	125.9%

## SECTION 3: REAL ESTATE PROPERTIES

### Real Estate Portfolio

Generally, our multifamily communities are garden apartment, mid-rise or townhome style communities that provide residents with amenities, such as a clubhouse, swimming pool, fitness center and laundry facilities. Residential leases are typically for a one-year term and may require security deposits upon lease signing. Substantially all of the units at our communities are leased at market rates.

We generally acquire and own properties with (i) strong and stable cashflows in Carolina markets where we believe there exists opportunity for rental growth and further value creation, (ii) properties that offer significant potential for capital appreciation through repositioning or rehabilitating the asset to drive rental growth, or (iii) properties available at opportunistic prices providing an opportunity for a significant appreciation in value. We often acquire properties with a joint venture partner to access opportunities for a profits interest and to contribute a significantly lesser percent of the equity than if we acquired the property directly (i.e., wholly owned and without joint venture partners).

As of December 31, 2025, our portfolio consisted of 48 apartment communities with a total of 7,458 units in North Carolina and South Carolina.

The following table provides a summary of the communities in our portfolio as of December 31, 2025:

<b>Community</b>	<b>Location</b>	<b>Acquisition Date</b>	<b>Ownership Interest<sup>(1)</sup></b>	<b>Number of Units</b>	<b>Occupancy Rate</b>
<i>Consolidated real estate<sup>(2)</sup>:</i>					
Brookford Place	Winston Salem, NC	Aug. 2019	100%	108	96.81%
Glendare Park	Winston Salem, NC	Aug. 2019	100%	600	93.01%
Salem Ridge	Winston Salem, NC	Sep. 2019	100%	120	94.61%
Bridges at Quail Hollow	Charlotte, NC	Feb. 2020	100%	90	98.12%
Matthews Lofts	Charlotte, NC	Mar. 2020	100%	81	96.71%
Pepperstone	Greensboro, NC	April 2020	100%	108	98.10%
Woodcreek Farms	Columbia, SC	April 2020	100%	176	95.34%
Savannah Place	Winston Salem, NC	Sep. 2020	100%	172	96.94%
Gardens at Country Club	Winston Salem, NC	Nov. 2020	100%	137	98.17%
Town324 Apartments	Charlotte, NC	June 2021	100%	24	83.19%
East Park	Charlotte, NC	Nov. 2021	100%	71	88.83%
Spencer Crossing	Greensboro, NC	Dec. 2021	100%	63	99.56%
Swathmore Court	High Point, NC	Dec. 2021	100%	104	96.32%
The Arden & The Davy	Charlotte, NC	Nov. 2022	100%	35	87.88%
Cedar Oaks	Charlotte, NC	Apr. 2023	100%	17	75.78%
Sharon Lakes	Charlotte, NC	Dec. 2024	100%	9	100.00%
Total consolidated real estate <sup>(2)</sup>				1,915	94.8%
<i>Unconsolidated real estate<sup>(3)</sup>:</i>					
Forest at Chasewood	Charlotte, NC	Oct. 2020	19%	220	87.70%
Kimmerly Glen	Charlotte, NC	Oct. 2020	40%	260	92.41%
Croasdaile Farms	Durham, NC	Nov. 2020	30%	272	90.31%
The Cedars	Charlotte, NC	Nov. 2020	25%	40	63.63%

The Cove	Winston Salem, NC	June 2021	7%	213	90.41%
The Station on Pineview	Winston Salem, NC	June 2021	7%	177	97.30%
Cedar Ridge	Winston Salem, NC	June 2021	7%	112	93.17%
Arbor Creek	Durham, NC	Aug. 2021	28%	347	91.63%
Boundary Village	Durham, NC	Sep. 2021	37%	186	87.13%
Yorkshire	Rock Hill, SC	Sep. 2021	36%	183	98.00%
The Flats at Salem	Winston Salem, NC	Oct. 2021	38%	259	96.11%
The Preserve	Durham, NC	Oct. 2021	15%	137	92.16%
Country Club	Charlotte, NC	Dec. 2021	25%	110	83.88%
Fieldbrook	Charlotte, NC	Mar. 2022	25%	110	94.25%
Parkwood East	Charlotte, NC	Apr. 2022	27%	128	94.48%
Bridgewood & Ridgecrest Mano	Winston Salem, NC	Apr. 2022	18%	72	89.16%
Olde North Village	Winston Salem, NC	Apr. 2022	18%	48	84.45%
Biscayne	Charlotte, NC	June 2022	25%	54	79.57%
Aurora	Charlotte, NC	Aug. 2022	38%	486	90.63%
Central Pointe	Charlotte, NC	Aug. 2022	46%	336	91.54%
Hickory Woods	Charlotte, NC	Nov. 2022	30%	202	88.88%
North Main Village	Charlotte, NC	Mar. 2023	12%	72	86.75%
Willowdaile	Durham, NC	Aug. 2023	34%	201	77.63%
Lakeside	Charlotte, NC	Sep. 2023	14%	52	71.24%
Preserve at Pine Valley	Wilmington, NC	Feb. 2025	10%	219	87.99%
Brackenbrook Apartments	Charleston, SC	Aug 2025	10%	168	89.11%
The Landing	Charleston, SC	Aug 2025	10%	119	91.48%
North Bluff Apartments	Charleston, SC	Aug 2025	10%	144	99.22%
Sawbranch Apartments	Charleston, SC	Aug 2025	10%	112	89.11%
Woodlocke Apartments	Charleston, SC	Aug 2025	10%	104	94.37%
Four Seasons Townhomes	Greensboro, NC	Sep. 2025	7%	90	86.78%
The Kelston Apartmnets	Charlotte, NC	Nov. 2025	14%	310	70.40%
Total unconsolidated real estate <sup>(3)</sup>				5,543	89.2%
<b>Total Investments in Real Estate</b>				<b>7,458</b>	<b>90.6%</b>

- (1) Certain of our joint venture agreements provide the Company with a profits interest based upon achieving certain investment return thresholds. For investments that have achieved such returns, the Ownership Interest in this table is representative of the Company's current profit participation.
- (2) Consolidated investments refer to wholly owned or majority-owned communities, where the Company holds a controlling financial interest (generally owned 50% or more or the Company owns a super-majority voting interest).
- (3) Unconsolidated investments refer to communities owned through joint venture arrangements where the Company owns (i) partial interest in the real estate and (ii) the Company does not have financial control (generally owned 50% or less). These investments are classified as investments in unconsolidated real estate ventures under GAAP.

### *Market Concentration*

The following table provides certain operating information, presented by our primary market segments, related to our portfolio of real estate communities as of December 31, 2025:

<b>Market Segment</b>	<b>Number of Units</b>	<b>Monthly Rent per Occupied Unit<sup>(1)</sup></b>	<b>Occupancy Rate</b>
Charlotte Region	2,890	\$ 1,311	88.1%
Piedmont Triad	2,383	1,042	94.3%
Research Triangle	1,143	1,338	88.2%
Columbia Region	176	1,348	95.3%
Wilmington Region	219	1,329	88.0%
Charleston Region	647	1,412	92.6%
<b>Total Portfolio</b>	<b>7,458</b>	<b>\$ 1,239</b>	<b>90.6%</b>

- (1) Monthly Rent per Occupied Unit is the weighted average of the leased rents in place as of December 31, 2025, divided by the number of units occupied as of December 31, 2025.

### *Portfolio Ownership and Purchase Structure*

The following table provides summary information regarding the date of ownership, purchase structure and investment class of units acquired for our portfolio of real estate communities as of December 31, 2025:

	<b>Purchased<sup>(1)</sup> Units</b>	<b>Contributed<sup>(2)</sup> Units</b>	<b>Total Units</b>	<b>Consolidated Units</b>	<b>Unconsolidated Units</b>	<b>Total Units</b>
2019	0	828	828	828	0	828
2020	439	1,117	1,556	764	792	1,556
2021	839	1,147	1,986	262	1,724	1,986
2022	521	950	1,471	35	1,436	1,471
2023	141	201	342	17	325	342
2024	0	9	9	9	0	9
2025	1,266	0	1,266	0	1,266	1,266
<b>Total Portfolio</b>	<b>3,206</b>	<b>4,252</b>	<b>7,458</b>	<b>1,915</b>	<b>5,543</b>	<b>7,458</b>
% of Portfolio	43%	57%	100%	26%	74%	100%

- (1) Purchased Units refer to communities acquired from third-party sellers for cash consideration.
- (2) Contributed Units refer to communities acquired from individuals and/or entities who contributed their properties or ownership interests in properties to the Operating Partnership in exchange for Operating Partnership units. Generally, these acquisitions are non-cash to the Company except in limited circumstances where Operating Partnership units and cash are exchanged for purchase.

### *Real Estate Acquisitions*

The following table provides supplemental information regarding the Company's acquisitions of real estate investments during the year ended December 31, 2025.

<b>Community</b>	<b>Location</b>	<b>Date Acquired</b>	<b>Units</b>	<b>Ownership Interest</b>	<b>Acquisition Price</b>	<b>Company's Share of Equity Contributed</b>	<b>LP Share of Equity Contributed</b>
Preserve at Pine Valley	Wilmington, NC	Feb. 2025	219	10.00%	\$ 32,100,000	\$ 3,257,244	\$ 29,315,199
Brackenbrook	Charleston, SC	Aug. 2025	168	10.00%	17,500,000	590,373	5,302,644
The Landing	Charleston, SC	Aug. 2025	119	10.00%	22,350,000	763,618	7,713,623
North Bluff	Charleston, SC	Aug. 2025	144	10.00%	18,525,000	605,253	5,535,909
Sawbranch	Charleston, SC	Aug. 2025	112	10.00%	14,750,000	542,908	4,552,296
Woodlocke	Charleston, SC	Aug. 2025	104	10.00%	13,125,000	545,656	4,325,811
Four Seasons Townhomes	Greensboro, NC	Sep. 2025	90	7.00%	9,950,000	335,795	4,461,274
The Kelston	Charlotte, NC	Nov. 2025	310	13.70%	40,750,000	2,702,271	17,027,729
<b>Total</b>			<b>1,266</b>		<b>\$ 169,050,000</b>	<b>\$ 9,343,119</b>	<b>\$ 78,234,486</b>

### *Real Estate Dispositions*

The following table provides supplemental information regarding the Company's dispositions of real estate investments during the year ended December 31, 2025.

<b>Community</b>	<b>Date Sold</b>	<b>Effective Ownership Interest at Sale</b>	<b>Sales Price</b>	<b>Net Cash Proceeds<sup>(1)</sup></b>	<b>Company's Share of Proceeds Received</b>
Weyland	Jul 2025	18.14%	\$ 29,300,000	\$ 12,163,901	\$ 2,206,893
501 Towns	Oct. 2025	100.00%	42,250,000	12,566,356	12,566,356
Lexington	Oct. 2025	100.00%	2,000,000	743,631	743,631
			<b>\$ 73,550,000</b>	<b>\$ 25,473,888</b>	<b>\$ 15,516,880</b>

(1) Net cash proceeds represent cash received at closing, calculated as the sales price less closing costs, dispositions fees, customary prorations and mortgage debt payoff.

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Consolidated Financial Statements and  
Report of Independent Certified Public  
Accountants

**Ginkgo REIT Inc. and Subsidiaries**

December 31, 2025 and 2024

## **Ginkgo REIT Inc. and Subsidiaries**

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**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

Board of Directors  
Ginkgo REIT Inc.

**Opinion**

We have audited the consolidated financial statements of Ginkgo REIT Inc. (a Maryland corporation) and subsidiaries (the “Company”), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the related consolidated statements of operations, changes in equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

**Basis for opinion**

We conducted our audits of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Responsibilities of management for the financial statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern for one year after the date the consolidated financial statements are available to be issued.

**Auditor’s responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is

not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

**Other information included in the annual report**

Management is responsible for the other information included in the annual report. The other information comprises the Ginkgo REIT Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the consolidated financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

*Grant Thornton LLP*

Charlotte, North Carolina  
March 20, 2026

**Gingko REIT Inc. and Subsidiaries**  
**Consolidated Balance Sheets**

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
<b>Assets</b>		
Investments in real estate, net	\$ 178,340,026	\$ 219,396,896
Investments in unconsolidated real estate ventures	66,669,879	62,582,775
Cash and cash equivalents	7,831,754	7,422,769
Restricted cash	2,118,912	1,603,549
Rental accounts receivable, net of allowance	371,464	457,540
Prepaid expenses and other assets	518,692	1,221,257
Notes receivable	646,010	503,316
	<b>\$ 256,496,737</b>	<b>\$ 293,188,102</b>
Total assets	<b>\$ 256,496,737</b>	<b>\$ 293,188,102</b>
<b>Liabilities and Equity</b>		
<b>Liabilities</b>		
Mortgage notes payable, net	\$ 160,847,280	\$ 187,416,611
Unsecured notes payable	8,303,255	5,536,000
Financing obligation	857,480	865,657
Accounts payable, accrued expenses and other liabilities	1,983,490	2,489,582
Total liabilities	171,991,505	196,307,850
<b>Equity</b>		
<b>Stockholders' equity</b>		
Common stock, \$0.01 par value; 900,000,000 shares authorized, 403,701 and 390,641 issued and outstanding as of December 31, 2025 and 2024, respectively	4,037	3,906
Additional paid-in capital	49,473,625	47,656,372
Accumulated deficit and cumulative distributions	(24,037,439)	(19,689,565)
Total stockholders' equity	25,440,223	27,970,713
<b>Noncontrolling interests</b>	59,065,009	68,909,539
Total equity	84,505,232	96,880,252
Total liabilities and equity	<b>\$ 256,496,737</b>	<b>\$ 293,188,102</b>

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

**Ginkgo REIT Inc. and Subsidiaries**  
**Consolidated Statements of Operations**  
**For the Years Ended December 31, 2025 and 2024**

	<b>2025</b>	<b>2024</b>
<b>Property Revenues</b>		
Rental income	\$ 28,314,557	\$ 26,401,823
Other tenant income	3,679,984	3,539,973
Total property revenues	31,994,541	29,941,796
<b>Property Expenses</b>		
Property operating expenses	10,665,772	9,933,384
Real estate taxes and insurance	3,868,267	3,623,613
Property management fees	1,290,518	1,351,539
Total property expenses	15,824,557	14,908,536
<b>Other operating expenses (income)</b>		
Depreciation	9,301,567	9,823,202
Director and professional fees	1,017,259	1,048,597
Asset management fees	2,171,189	2,172,392
Advisory fees	175,277	-
Gain on consolidation of real estate venture	-	(75,865)
Impairment of unconsolidated real estate ventures	-	9,093,916
Total other operating expenses	12,665,292	22,062,242
<b>Operating income (loss)</b>	3,504,692	(7,028,982)
<b>Other expenses (income)</b>		
Interest expense, net:		
Interest expense	9,133,874	8,399,010
Amortization of debt acquisition costs	506,288	483,433
Realized gain on sale of derivative instrument	-	(140,597)
Loss from unconsolidated real estate ventures	7,075,229	4,889,911
Loss on early debt extinguishment	180,290	499,735
Gain on sale of real estate	(8,447,927)	-
Gain on sale from unconsolidated real estate venture	(152,089)	-
Casualty gain on real estate	-	(155,880)
Interest and other income	(343,787)	(296,062)
Other expenses, net	453,046	144,052
Total other expenses	8,404,924	13,823,602
<b>Net loss</b>	(4,900,232)	(20,852,584)
Net loss attributable to noncontrolling interests	(3,573,056)	(15,254,606)
<b>Net loss attributable to Ginkgo REIT Inc.</b>	<b>\$ (1,327,176)</b>	<b>\$ (5,597,978)</b>

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

**Gingko REIT Inc. and Subsidiaries**  
**Consolidated Statements of Changes in Equity**

	Common Stock, par value	Additional Paid-in Capital	Accumulated Deficit and Cumulative Distributions	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
<b>Balance, December 31, 2023</b>	<b>\$ 3,551</b>	<b>\$ 42,540,312</b>	<b>\$ (11,265,414)</b>	<b>\$ 31,278,449</b>	<b>\$ 86,798,862</b>	<b>\$ 118,077,311</b>
Issuance of common stock	589	8,340,924	-	8,341,513	-	8,341,513
Issuance of Operating Partnership units for contributed properties	-	-	-	-	8,508,331	8,508,331
Common stock/units repurchased	(241)	(3,324,857)	-	(3,325,098)	-	(3,325,098)
Exchange of Operating Partnership units for common stock	7	99,993	-	100,000	(100,000)	-
Dividends and distributions	-	-	(2,826,173)	(2,826,173)	(8,148,837)	(10,975,010)
Purchase of noncontrolling interests in consolidated joint venture	-	-	-	-	(2,894,211)	(2,894,211)
Net loss	-	-	(5,597,978)	(5,597,978)	(15,254,606)	(20,852,584)
<b>Balance, December 31, 2024</b>	<b>\$ 3,906</b>	<b>\$ 47,656,372</b>	<b>\$ (19,689,565)</b>	<b>\$ 27,970,713</b>	<b>\$ 68,909,539</b>	<b>\$ 96,880,252</b>
Issuance of common stock	314	4,271,252	-	4,271,566	-	4,271,566
Issuance of Operating Partnership units for contributed properties	-	-	-	-	299,393	299,393
Issuance of Charleston Series Class Operating Partnership units	-	-	-	-	3,600,000	3,600,000
Offering costs	-	(11,364)	-	(11,364)	(168,738)	(180,102)
Common stock/units repurchased	(198)	(2,642,622)	-	(2,642,820)	(1,316,918)	(3,959,738)
Exchange of Operating Partnership units for common stock	15	199,987	-	200,002	(200,002)	-
Dividends and distributions	-	-	(3,020,698)	(3,020,698)	(8,485,209)	(11,505,907)
Net loss	-	-	(1,327,176)	(1,327,176)	(3,573,056)	(4,900,232)
<b>Balance, December 31, 2025</b>	<b>\$ 4,037</b>	<b>\$ 49,473,625</b>	<b>\$ (24,037,439)</b>	<b>\$ 25,440,223</b>	<b>\$ 59,065,009</b>	<b>\$ 84,505,232</b>

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

**Gingko REIT Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the Years Ended December 31, 2025 and 2024**

	<u>2025</u>	<u>2024</u>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (4,900,232)	\$ (20,852,584)
<b>Adjustments to reconcile net loss to net cash provided by operating activities:</b>		
Depreciation	9,301,567	9,823,202
Director fees	150,000	150,000
Gain on consolidation of real estate venture	-	(75,865)
Impairment of unconsolidated real estate ventures	-	9,093,916
Amortization of debt acquisition costs	506,288	483,433
Realized gain on sale of derivative instrument	-	(140,597)
Loss from unconsolidated real estate ventures	7,075,229	4,889,911
Loss on early debt extinguishment	180,290	499,735
Gain on sale of real estate	(8,447,927)	-
Gain on sale from unconsolidated real estate ventures	(152,089)	-
Casualty gain on real estate	-	(155,880)
Operating distributions from unconsolidated real estate ventures	1,768,216	1,222,868
<b>Changes in operating assets and liabilities:</b>		
Rental accounts receivable, net of allowance	86,076	277,658
Prepaid expenses and other assets	106,911	375,014
Accounts payable, accrued expenses and other liabilities	200,791	148,613
Net cash provided by operating activities	<u>5,875,120</u>	<u>5,739,424</u>
<b>Cash flows from investing activities:</b>		
Acquisitions of real estate, net	-	(1,882,751)
Acquisition fees paid	-	(198,260)
Capital improvements to real estate	(3,223,957)	(2,912,972)
Proceeds from sale of real estate	43,427,187	-
Proceeds from sale of unconsolidated real estate joint venture	2,206,893	-
Insurance proceeds received from casualty loss	-	155,880
Proceeds received from settlement of derivative instrument	-	189,931
Contributions to investments in unconsolidated real estate ventures	(11,781,696)	(2,337,244)
Non-operating distributions from unconsolidated real estate ventures	5,150,472	-
Issuance of notes receivable	(9,672,955)	(665,897)
Collection on notes receivable	1,475,525	162,581
Deposits on real estate acquisitions	595,654	(514,643)
Net cash provided by (used in) investing activities	<u>28,177,123</u>	<u>(8,003,375)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock	926,109	2,625,085
Proceeds from issuance of Charleston Series Operating Partnership units	3,600,000	-
Dividends and distributions paid	(7,004,903)	(6,665,202)
Preferred distributions paid	(1,732,500)	(1,732,500)
Offering costs paid	(180,102)	-
Repurchase of common stock/units	(3,959,738)	(3,325,098)
Borrowings from mortgage notes payable	4,000,000	43,797,000
Repayments of mortgage notes payable—scheduled	(1,544,465)	(1,408,735)
Repayments of mortgage notes payable—payoff	(29,502,000)	(10,989,426)
Repayments of secured revolving credit facility	-	(21,218,300)
Borrowings from unsecured notes payable	11,845,935	9,286,000
Repayments of unsecured notes payable	(9,358,610)	(3,750,000)
Proceeds from financing obligation	-	873,240
Repayments of financing obligation	(8,177)	(7,583)
Payments for early debt extinguishment	-	(237,420)
Debt acquisition costs paid	(209,444)	(1,656,484)
Purchase of noncontrolling interests in consolidated joint venture	-	(1,144,832)
Net cash (used in) provided by financing activities	<u>(33,127,895)</u>	<u>4,445,745</u>
Net increase in cash and cash equivalents and restricted cash	924,348	2,181,794
Cash and cash equivalents and restricted cash, beginning of year	9,026,318	6,844,524
<b>Cash and cash equivalents and restricted cash, end of year</b>	<u><u>\$ 9,950,666</u></u>	<u><u>\$ 9,026,318</u></u>

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

## Notes to Consolidated Financial Statements

## 1. Organization

Ginkgo REIT Inc. (the “Company” or “we”), a Maryland corporation that has elected to be taxed as a real estate investment trust (“REIT”) under the Internal Revenue Code, was formed and commenced operations on January 22, 2019. The Company was formed to be the sole general partner of Ginkgo Multifamily OP LP (the “Operating Partnership”), which was formed primarily for the purpose of acquiring, through purchase or contribution, direct or indirect ownership interests in a portfolio of income-producing multifamily rental communities located primarily in North Carolina and South Carolina. Substantially all of the Company’s business is conducted through the Operating Partnership. The Company and the Operating Partnership are externally managed by Ginkgo Residential LLC (the “Advisor”), a related party to the Company. The Advisor conducts substantially all of the Company’s and Operating Partnership’s operations and provides asset management services for its real estate investments in accordance with the advisory agreement.

As of December 31, 2025 and 2024, the Operating Partnership owned or held ownership interests in 48 and 43 multifamily rental communities, respectively, comprising 7,458 and 6,644 units, respectively. The ownership of the Operating Partnership’s real estate investments is through a combination of wholly owned subsidiaries and joint venture arrangements.

The following table represents the rental communities wholly owned by the Operating Partnership and consolidated in the accompanying consolidated financial statements as of December 31, 2025:

<u>Community Name</u>	<u>Location</u>	<u>Date Acquired</u>	<u>Units</u>	<u>Ownership Percentage</u>
Glendare Park	Winston Salem, NC	August 2019	600	100.0%
Brookford Place	Winston Salem, NC	August 2019	108	100.0%
Salem Ridge	Winston Salem, NC	September 2019	120	100.0%
Bridges at Quail Hollow	Charlotte, NC	February 2020	90	100.0%
Matthews Lofts	Charlotte, NC	March 2020	81	100.0%
Pepperstone	Greensboro, NC	April 2020	108	100.0%
Woodcreek Farms	Columbia, SC	April 2020	176	100.0%
Savannah Place	Winston-Salem, NC	September 2020	172	100.0%
Gardens at Country Club	Winston Salem, NC	November 2020	137	100.0%
Town324 <sup>(1)</sup>	Charlotte, NC	June 2021	24	100.0%
East Park	Charlotte, NC	November 2021	71	100.0%
Spencer Crossing	Greensboro, NC	December 2021	63	100.0%
Swathmore Court	High Point, NC	December 2021	104	100.0%
The Arden and The Davy <sup>(2)</sup>	Charlotte, NC	November 2022	35	100.0%
Cedar Oaks	Charlotte, NC	April 2023	17	100.0%
Sharon Lakes	Charlotte, NC	December 2024	9	100.0%
			1,915	100.0%

(1) This property was consolidated on November 1, 2024, when the Operating Partnership acquired 100% of the ownership interests.

(2) This property was consolidated on December 1, 2024, when the Operating Partnership acquired 100% of the ownership interests.

UPREIT Structure

The structure of the Operating Partnership to hold substantially all of the Company’s assets is referred to as an Umbrella Partnership Real Estate Investment Trust (“UPREIT”). By using an UPREIT structure, individuals and/or entities who desire to defer taxable gains on the disposition of their properties may contribute their properties, or ownership interests in properties, to the Operating Partnership in exchange for Operating Partnership units and defer taxation until the limited

## **Ginkgo REIT Inc. and Subsidiaries**

partnership interests are disposed of in a taxable transaction. The Company is the sole general partner of the Operating Partnership and owns a minority interest. As of December 31, 2025 and 2024, the Company owned 26% and 25%, respectively, of the ownership interests of the Operating Partnership.

The Company refers to the limited partners of the Operating Partnership (the “Limited Partners”) as the majority unitholders, or the Operating Partnership’s noncontrolling interest (see Note 11). Limited Partners will generally be able to redeem their units for cash (see Note 13). UPREITs are generally structured so that distributions of cash from the Operating Partnership are allocated between the Company and the Limited Partners based on their respective unit ownership. As of December 31, 2025 and 2024, the Limited Partners owned 74% and 75%, respectively, of the ownership interests of the Operating Partnership.

## **2. Summary of Significant Accounting Policies**

### Principals of Consolidation and Basis of Accounting

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

The accompanying consolidated financial statements include the accounts of the Company and the Company’s subsidiaries, including the Operating Partnership and its subsidiaries. All intercompany accounts and transactions have been eliminated in the consolidated financial statements.

In determining whether the Company has a controlling financial interest in a partially owned entity and the requirement to consolidate the accounts of that entity, the Company considers whether the entity is a variable interest entity (“VIE”) and whether it is the primary beneficiary. The Company is the primary beneficiary of a VIE when it has (i) the power to direct the most significant activities impacting the economic performance of the VIE and (ii) the obligation to absorb losses or receive benefits significant to the VIE. The Operating Partnership is considered to be a VIE. The Company has the ability to direct the Operating Partnership’s most significant activities of the entities such as purchases, dispositions, financings, budgets and overall operating plans. Such rights, along with the obligation to absorb losses and receive benefits, require the Company to consolidate the Operating Partnership. Where the Company does not have the power to direct the activities of the VIE that most significantly impact its economic performance, the Company's interest for those partially owned entities is accounted for using the equity method of accounting.

### Use of Estimates

The preparation of the consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Cash and Cash Equivalents

The Company considers cash and investment instruments purchased with a maturity of three months or less to be cash and cash equivalents. The Company maintains cash on deposit with banks that, at times, exceeds federally insured amounts.

### Restricted Cash

Restricted cash primarily consists of amounts in escrow related to real estate taxes, insurance and other lender escrows in connection with certain mortgage notes and tenant security deposits.

### Rental Accounts Receivable, Net of Allowance

Tenant rent charges for the current month are due on the first of the month. Tenants who are evicted or move out are charged with any damages or cleaning fees as applicable. The Company accounts for all past due rents at the contract rate and recognizes other tenant charges on the date assessed at the actual amount due. The Company does not accrue interest on these accounts. Tenant receivables are charged to bad debt expense and an allowance created based upon a periodic review of the accounts by management or after 30 days.

## Ginkgo REIT Inc. and Subsidiaries

When a resident moves out, any balance on their account is immediately written off as uncollectible. The allowance for expected credit losses was \$409,968 and \$300,571 as of December 31, 2025 and 2024, respectively.

### Notes Receivable

The Company has issued related party notes receivable to its various investments in unconsolidated real estate ventures to partially fund working capital needs, capital expenditures, mortgage debt repayments and interest rate cap replacements. These notes receivable represent unpaid principal balances on promissory notes, with payment terms generally extending over a 12-month period. The notes are presented net of an allowance, if any, for expected credit losses.

The notes receivable bear interest at contractual rates, which are recognized as interest income over the life of the note. The notes receivable may be prepaid in full or part at any time without penalty. The principal and all accrued but unpaid interest are due and payable at the respective contractual maturity dates. As of December 31, 2025 and 2024, no allowance for expected credit losses has been recorded against the outstanding notes receivable balances.

### Debt Acquisition Costs

Debt acquisition costs include legal, structuring, and other loan costs incurred by the Company from obtaining its debt obligations. Debt acquisition costs related to the Company's mortgage notes payable are recorded as an offset from the carrying amount of the debt to which they relate and amortized over the term of the applicable mortgage agreement. Debt acquisition costs related to the Company's secured revolving credit facility are recorded as a component of other assets on the Company's Consolidated Balance Sheets and amortized over the term of the credit facility agreement.

### Investments in Real Estate

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, *Business Combinations*, the Company determines whether the acquisition of a property qualifies as a business combination, which requires that the assets acquired and liabilities assumed constitute a business. If the property acquired does not constitute a business, the Company accounts for the transaction as an asset acquisition. The guidance for business combinations states that when substantially all of the fair value of the gross assets to be acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the asset or set of assets is not a business. All property acquisitions to date have been accounted for as asset acquisitions.

The Company capitalizes acquisition-related costs associated with asset acquisitions as part of the allocated purchase price. The fair value of rental property acquired is allocated to tangible assets, consisting of land, buildings and improvements and identifiable intangible assets, such as amounts related to in-place leases and acquired "above-market" and "below-market" leases. Estimated fair value determinations are based on management's judgment, which is based on various factors including market conditions, the characteristics of the real estate, and/or real estate appraisals.

The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. The Company also considers an allocation of other acquired intangibles such as in-place leases and acquired "above-market" and "below-market" leases. Based on the Company's acquisitions to date, we have not allocated any amounts to intangible assets.

Rental property is carried at cost and presented net of accumulated depreciation on the accompanying Consolidated Balance Sheets. Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives by use of straight-line methods for financial reporting purposes.

The estimated lives used in determining depreciation are as follows:

Buildings and improvements	15 - 39 years
Land improvements	7 - 10 years
Fixtures, furniture and equipment	3 - 7 years

## Ginkgo REIT Inc. and Subsidiaries

Maintenance and ordinary repairs of property and equipment are charged to property operating expenses as incurred. Improvements which extend the life, increase the capacity, or improve the safety or the efficiency of an asset are capitalized. When properties are sold, their costs and related accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in net income or loss for the period.

The Company assesses its real estate properties for impairment periodically or when there is an event or change in circumstances that indicates an impaired value. The evaluation for impairment is based on a number of factors, including market conditions, capitalization rates and performance of the property including net operating income, future occupancy and rental rates. If the Company determines that the carrying amount of a real estate property is not fully recoverable, the carrying amount is evaluated. The Company evaluates the recoverability of its real estate properties based on estimated future undiscounted cash flows and the estimated liquidation value and provides for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the real estate property. If impaired, the Company will recognize an impairment loss equal to the excess of the carrying amount over the fair value of the real estate property. No impairment was recorded for the years ended December 31, 2025 and 2024.

### Investments in Unconsolidated Real Estate Ventures

Investments in unconsolidated real estate ventures are accounted for using the equity method and are initially recorded at cost using a cost accumulation model, in which such investments are recognized based on the cost to the Company, including transaction costs, and subsequently adjusted for equity in earnings and cash contributions and distributions. These investments are generally owned 50% or less by the Company or the Company does not have control but is able to exercise substantial influence. Under the equity method of accounting, the net equity investment is reflected within the accompanying Consolidated Balance Sheets, and the Company's share of earnings from investments in unconsolidated real estate ventures is included within the accompanying Consolidated Statements of Operations. The joint venture agreements may designate different percentage allocations among investors for profits and losses; however, the Company's recognition of joint venture income or loss generally follows the joint venture's distribution priorities, which may change upon the achievement of certain internal rate of return hurdles.

Upon the acquisition of a controlling financial interest of an unconsolidated real estate venture, the real estate venture is consolidated, and a gain or loss is recognized upon the remeasurement of unconsolidated real estate venture in the Consolidated Statements of Operations equal to the amount by which the fair value of the Company's previously owned unconsolidated real estate venture interest exceeds its carrying value.

On a periodic basis, the Company assesses whether there are any indicators that the value of the Company's investments in unconsolidated real estate ventures may be impaired. An investment is impaired only if the fair value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other-than-temporary. The ultimate realization of impairment is dependent on a number of factors, including the performance of each investment and market conditions. No impairment was recorded for the year ended December 31, 2025. During the year ended December 31, 2024, the Company recorded an other-than-temporary impairment charge totaling \$9,093,916 on two of its unconsolidated investments, Aurora JV LLC and Central Pointe JV LLC. The impairment charge reflects the Company's determination that the fair value of these investments declined below the carrying value, resulting in a write down that reduced the unconsolidated investments carrying value to its fair value.

### Revenue Recognition

The Company's primary sources of revenue and the related revenue recognition policies are as follows:

- Rental revenue consists of base rent arising from tenant leases at the Company's apartment communities. Revenue is recorded when due from residents and is recognized monthly as it is earned. Tenant leases for the rental of an apartment unit are generally year-to-year and are renewable upon consent of both parties on an annual basis. Advanced receipts of rental income are deferred and classified as liabilities until earned.
- Other tenant income primarily consists of utility reimbursements, late fees, pet fees, lease application fees and other one-time fees, which are recognized when earned.

## **Ginkgo REIT Inc. and Subsidiaries**

### Leases

The Company derives revenue pursuant to its lease agreements with tenants. At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the lease inception, the Company determines whether each lease is a sales-type, direct financing or operating lease. Such classification is based on whether:

- The lessee gains control of the underlying asset and the lessor therefore relinquishes control to the lessee under certain criteria (sales-type or direct-financing); or
- All other leases that do not meet the conditions of either a sales-type lease or a direct financing lease is an operating lease.

The Company's leases are classified as operating leases in accordance with relevant accounting guidelines, and the related revenue is recognized on a straight-line basis.

### Noncontrolling Interests

Noncontrolling interests reported in the accompanying Consolidated Balance Sheets includes the economic interest in the Operating Partnership held outside of the Company (see Note 11). Noncontrolling interests are reported as a separate component of equity.

Noncontrolling interests are subsequently adjusted for additional contributions, distributions to noncontrolling interest holders and the noncontrolling interest holders' proportional share of the net income or loss of each respective entity.

### Consolidated Joint Venture

On January 1, 2024, the Operating Partnership acquired the remaining 32.1% interests in Woodcreek Farms, a 176-unit multifamily community located in Columbia, South Carolina ("Woodcreek"), for total consideration of \$2,894,211. The Operating Partnership previously held Woodcreek's 67.9% ownership interest in a joint venture that was consolidated by the Operating Partnership in the accompanying consolidated financial statements as the joint venture was a VIE and the Operating Partnership was the primary beneficiary. The remaining interest was acquired through a combination of (i) issuance of 12,065 Operating Partnership units to individuals who contributed their ownership interests in the property, representing a contribution value of \$1,749,379, (ii) cash consideration of \$1,112,589 and (iii) \$32,243 in transaction-related costs. As a result of this interest acquisition, Woodcreek is now a wholly owned subsidiary of the Operating Partnership.

### Income Taxes

The Company believes it is organized and operates in such a manner as to qualify for treatment as a REIT and intends to operate in the foreseeable future in such a manner so that it will remain qualified as a REIT for federal income tax purposes. To maintain REIT status and not be subject to federal income taxation at the corporation level, the Company is generally required to distribute at least 90% of its adjusted taxable income to its stockholders and satisfy certain other organizational and operating requirements.

The Operating Partnership is treated as a partnership for income tax purposes and is not subject to income taxes. The taxable income or loss is reported on the individual income tax returns of its partners based upon the percentage of ownership. No provision for income taxes is required in the accompanying consolidated financial statements.

The Company is required to evaluate each of its tax positions to determine if they are more likely than not to be sustained if the taxing authority examines the respective position. The Company has evaluated each of its tax positions and has determined that no additional provision or liability for income taxes is necessary. The Company's tax years subject to examination by the IRS generally remain open for three years from the date of filing.

### Interest Rate Swap

On January 6, 2023, the Company entered into an interest rate swap agreement with KeyBank National Association ("KeyBank") to manage its interest rate risks. The Company's objective in using derivatives was to add stability to interest expense and to manage its exposure to interest rate movements or other identified risks.

## Ginkgo REIT Inc. and Subsidiaries

The interest rate swap agreement was accounted for at fair value in accordance with ASC 820, *Fair Value Measurement*. The FASB guidance for fair value measurement and disclosure states that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Authoritative guidance establishes a three-tier fair value hierarchy, which prioritizes observable inputs used in measuring fair value as follows:

- *Level 1*—quoted prices (unadjusted) in active markets as of the measurement date for identical assets or liabilities.
- *Level 2*—Observable inputs, other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly, as of the measurement date. Level 2 inputs are those in markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers.
- *Level 3*—Unobservable inputs for the asset or liability. Unobservable inputs are those that include instances where there is minimal, if any, market activity for the investment and market participants would use the best available information to price the asset. These inputs require significant judgment or estimation by management or third parties when determining fair value and generally represent anything that does not meet the criteria of Levels 1 and 2.

The fair value of the Company's interest rate swap agreement was determined using contractual cash flows and observable inputs such as yield curves and credit spreads (Level 2 inputs).

On March 5, 2024, the Company and KeyBank terminated the interest rate swap for proceeds of \$189,931, resulting in a realized gain of \$140,597 on the settlement of the derivative and is recorded in interest expense, net on the accompanying Consolidated Statements of Operations. Following the sale, the Company no longer holds any interest rate derivatives as all of the Company's long-term debt obligations are fixed rate upon retirement of the secured revolving credit facility with KeyBank (See Note 8).

### Share Value Determination

Shares of common stock and common Operating Partnership units (see Note 11) are offered or issued at an amount equal to the Company's net asset value ("NAV") divided by the number of outstanding shares (the "Share NAV"). Any change to the Company's NAV will require the approval of a majority of the Company's board of directors (the "Board"), including approval of a majority of the independent directors of the Board. The Company's NAV will be reviewed at least quarterly, but the Board may review the NAV more frequently if there is a significant change in the property portfolio, or material events that may affect the value of a particular property or otherwise affect the value of the common stock, or if the Board determines, in its sole discretion, that a more frequent valuation is warranted. The Board may, but is not required to, engage consultants, appraisers and other real estate or investment professionals to assist in the valuations and determinations of the Company's NAV.

As of December 31, 2025 and December 31, 2024, the Share NAV was \$136.00.

### Stock-Based Compensation

The Company recognizes costs related to all stock-based payments based on their fair value on the grant date. Such costs are expensed at the time of issuance.

Members of the Board, excluding the Co-Chief Executive Officers of the Company, receive shares of common stock each quarter as partial compensation for serving on the Board. Stock-based compensation cost for stock is issued to the Board members at the Share NAV at the respective grant date. Compensation costs related to stock issued to the Board members for the years ended December 31, 2025 and 2024 was \$150,000, and are included in director and professional fees in the accompanying Consolidated Statements of Operations.

## Ginkgo REIT Inc. and Subsidiaries

### 3. Supplemental Cash Flow Disclosures

Cash paid for interest, net of cash received from interest rate swap payments, was \$8,561,915 and \$8,261,182 for the years ended December 31, 2025 and 2024, respectively.

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported in the accompanying Consolidated Balance Sheets to amounts reported in the accompanying Consolidated Statements of Cash Flows for the years ended December 31:

	<u>2025</u>	<u>2024</u>
Cash and cash equivalents	\$ 7,831,754	\$ 7,422,769
Restricted cash	2,118,912	1,603,549
Total cash and cash equivalents and restricted cash	<u>\$ 9,950,666</u>	<u>\$ 9,026,318</u>

The following table provides a reconciliation to acquisitions of real estate, net reported on the accompanying Consolidated Statements of Cash Flows for the years ended December 31:

	<u>2025</u>	<u>2024</u>
Investments in real estate	\$ -	\$ (13,372,809)
Other assets acquired	-	(48,689)
Other liabilities assumed	-	114,252
Mortgage notes payable, net assumed	-	6,529,042
Issuance of Operating Partnership units for contributed properties	-	4,577,182
Remeasurement of previously unconsolidated real estate venture to fair value	-	318,271
Acquisitions of real estate, net	<u>\$ -</u>	<u>\$ (1,882,751)</u>

The following are noncash investing and financing activities that have been excluded from the accompanying Consolidated Statements of Cash Flows for the years ended December 31:

	<u>2025</u>	<u>2024</u>
Issuance of Operating Partnership units as consideration for purchase of noncontrolling interests in consolidated joint venture	\$ -	\$ 1,749,379
Issuance of Operating Partnership units in exchange for ownership interests in investments in unconsolidated real estate ventures	\$ 299,393	\$ 2,181,770
Common stock issued under Company's dividend reinvestment plan	\$ 2,768,504	\$ 2,577,308
Common stock issued as settlement of performance fee allocation	\$ -	\$ 2,989,120
Common stock issued as settlement of asset management fees	\$ 426,953	\$ -
Exchange of Operating Partnership units for common stock	\$ 200,002	\$ 100,000
Conversion of preferred Operating Partnership units for common stock	\$ -	\$ 250,000
Issuance of unsecured notes payable in exchange for maturing unsecured notes payable	\$ 7,709,890	\$ -
Issuance of unsecured notes payable in settlement of accrued interest on maturing unsecured notes payable	\$ 279,930	\$ -
Settlement of notes receivable as additional capital contributions to existing unconsolidated real estate ventures	\$ 8,054,736	\$ -

### 4. Acquisitions of Real Estate

#### Investments in Real Estate

During the year ended December 31, 2025, the Company had no wholly owned acquisitions or acquisitions where a controlling financial interest was acquired.

## Ginkgo REIT Inc. and Subsidiaries

During the year ended December 31, 2024, the Company acquired three wholly owned apartment communities, comprising 68 units.

The following table provides further details of the apartment communities acquired during the year ended December 31, 2024:

<u>Community Name</u>	<u>Location</u>	<u>Ownership Percentage</u>	<u>Date Acquired</u>	<u>Units</u>	<u>Purchase Price <sup>(1)</sup></u>
Town324 Apartments <sup>(2)</sup>	Charlotte, NC	100.0%	November 2024	24	\$ 5,204,554
The Arden and The Davy <sup>(3)</sup>	Charlotte, NC	100.0%	December 2024	35	7,500,720
Sharon Lakes <sup>(4)</sup>	Charlotte, NC	100.0%	December 2024	9	865,795
				<u>68</u>	<u>\$ 13,571,069</u>

(1) Purchase price is inclusive of acquisition-related costs.

(2) The Operating Partnership consolidated this entity, effective November 1, 2024, when it acquired the other 94.5% ownership interests. The prior interest holders elected to sell their membership units for cash or in exchange for Operating Partnership Units. The purchase price is representative of the agreed upon offering price, inclusive of acquisition-related costs. Prior to obtaining the other 94.5% ownership interests, the Company held its interests using the equity method of accounting and a gain on consolidation of \$55,315 was recorded in the accompanying Consolidated Statements of Operations upon consolidation.

(3) The Operating Partnership consolidated this entity, effective December 1, 2024, when it acquired the other 95.2% ownership interests. The prior interest holders elected to sell their membership units for cash or in exchange for Operating Partnership Units. The purchase price is representative of the agreed upon offering price, inclusive of acquisition-related costs. Prior to obtaining the other 95.2% ownership interests, the Company held its interests using the equity method of accounting and a gain on consolidation of \$20,549 was recorded in the accompanying Consolidated Statements of Operations upon consolidation.

(4) Apartment community acquired in an UPREIT transaction where Operating Partnership units were issued for the contributed property. The purchase price is representative of the contribution value in the UPREIT transaction.

### Investments in Unconsolidated Real Estate Ventures

During the year ended December 31, 2025, the Company acquired partial interests in four real estate investments, comprising 1,266 units, and accounts for these investments using the equity method of accounting (see Note 7).

<u>Investment</u>	<u>Location</u>	<u>Ownership Percentage</u>	<u>Date Acquired</u>	<u>Units</u>	<u>Capital Contributed <sup>(1)</sup></u>
Preserve at Pine Valley Venture LLC	Wilmington, NC	10.0%	Feb. 2025	219	\$ 3,449,946
Charleston Portfolio Venture LLC	Charleston, SC	10.0%	Aug. 2025	647	3,214,823
Four Seasons Townhomes LLC	Greensboro, NC	7.0%	Sep. 2025	90	335,795
Kelston Owner LLC	Charleston, SC	13.7%	Nov. 2025	310	2,702,271
				<u>1,266</u>	<u>\$ 9,702,835</u>

(1) Capital contributed is inclusive of acquisition-related costs.

During the year ended December 31, 2024, the Company had no joint venture investment acquisitions.

## 5. Dispositions of Real Estate

### Investments in Real Estate

In October 2025, the Company sold two apartment communities, comprising 252 units, located in Durham, North Carolina, to the same buyer pursuant to separate purchase and sale agreements that closed concurrently. The combined contract price totaled \$44,250,000. The Company received aggregate net cash proceeds of \$43,427,187, net of certain closing costs, prorations and adjustments typical in such real estate transactions, and recognized a gain on sale of \$8,447,927.

## Ginkgo REIT Inc. and Subsidiaries

The following table provides further details of the two apartment communities sold during the year ended December 31, 2025:

<u>Community Name</u>	<u>Location</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Net Cash Proceeds <sup>(1)</sup></u>	<u>Gain on Sale</u>
501 Towns	Durham, NC	Oct. 2025	\$ 42,250,000	\$ 41,466,157	\$ 8,024,792
Lexington	Durham, NC	Oct. 2025	2,000,000	1,961,030	423,135
			<u>\$ 44,250,000</u>	<u>\$ 43,427,187</u>	<u>\$ 8,447,927</u>

(1) Net cash proceeds represents the sales price, net of closing costs and other prorrations and/or adjustments.

There were no dispositions during the year ended December 31, 2024.

### Investments in Unconsolidated Real Estate Ventures

In July 2025, the Company's unconsolidated joint venture sold Weyland Apartments, a 200-unit multifamily community located in Charlotte, NC, for a gross sales price of \$29.3 million. The Company held a 12.7% voting ownership interest in the joint venture. Based on the achievement of certain investment performance hurdles at disposition, the Company participated in promote distributions, resulting in an effective economic ownership interest of 18.1% at the time of sale. The Company recognized a nominal gain on the sale. Proceeds from the disposition were used to repay the mortgage debt, satisfy closing costs and customary prorrations, and fund a distribution to the partners, with the Company receiving a distribution of \$2,206,893 at closing.

The following table provides further details of the unconsolidated real estate apartment community sold during the year ended December 31, 2025:

<u>Community Name</u>	<u>Location</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Net Cash Proceeds <sup>(1)</sup></u>	<u>Company's Share of Sale Distributin</u>
Weyland	Charlotte, NC	July 2025	\$ 29,300,000	\$ 28,909,020	\$ 2,206,893
			<u>\$ 29,300,000</u>	<u>\$ 28,909,020</u>	<u>\$ 2,206,893</u>

(1) Net cash proceeds represents the sales price, net of closing costs and other prorrations and/or adjustments.

There were no unconsolidated real estate venture dispositions during the year ended December 31, 2024.

## 6. Investments in Real Estate

The following is a summary of the Company's investment in real estate, at cost, less accumulated depreciation, as of December 31:

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Land	\$ 21,565,351	\$ 27,267,493
Land Improvements	16,766,389	18,789,007
Buildings and building improvements	164,677,397	196,266,392
Fixtures, furniture and equipment	16,220,026	16,162,782
	<u>219,229,163</u>	<u>258,485,674</u>
Less - accumulated depreciation	(40,889,137)	(39,088,778)
Investments in real estate, net	<u>\$ 178,340,026</u>	<u>\$ 219,396,896</u>

Depreciation expense was \$9,301,567 and \$9,823,202 for the years ended December 31, 2025 and 2024, respectively.

## Ginkgo REIT Inc. and Subsidiaries

### Casualty Loss

In October 2022, as a result of a fire, the Company's Savannah Place community experienced damage to one building, impacting 8 units. During the year ended December 31, 2024, the Company recognized a casualty gain of \$155,880 for additional insurance proceeds received in relation to this casualty loss.

### 7. Investments in Unconsolidated Real Estate Ventures

The Company holds ownership interests in various joint venture partnerships, which are accounted for using the equity method of accounting and were formed for the primary purpose of investing in and managing a multifamily apartment community.

The following table details the changes in the Company's investments in unconsolidated real estate ventures for the years ended December 31:

	<u>2025</u>	<u>2024</u>
Balance, beginning of year	\$ 62,582,775	\$ 73,512,862
Contributions to investments	20,135,825	4,519,014
Distributions from investments	(9,125,581)	(1,222,868)
Loss from unconsolidated real estate ventures	(7,075,229)	(4,889,911)
Gain on sale of unconsolidated real estate venture	152,089	-
Remeasurement of previously unconsolidated real estate venture to fair value	-	(318,271)
Gain on consolidation of real estate venture	-	75,865
Impairment charge	-	(9,093,916)
Balance, end of year	<u>\$ 66,669,879</u>	<u>\$ 62,582,775</u>

## Ginkgo REIT Inc. and Subsidiaries

The carrying values and ownership percentages of the Company's investments in unconsolidated real estate ventures are as follows as of December 31:

<b>Investment</b>	<b>Ownership Percentage<sup>(1)</sup></b>	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Forest at Chasewood Apartments LLC	18.6%	\$ 1,828,345	\$ 1,866,400
Ginkgo Kimmerly DE LLC	40.0%	4,038,100	4,702,668
CROJV Manager LLC	30.3%	3,018,627	3,701,741
Ginkgo Cedars LLC	25.0%	(193,644)	(143,470)
ST-GS Holding LLC	6.1%	1,439,953	1,146,958
Ginkgo Arbor Creek LLC	27.8%	5,848,512	5,898,911
Boundary Village JV LLC	36.6%	3,932,815	3,241,378
Yorkshire Apartments LLC	36.3%	(695,839)	2,694,134
Ginkgo Towergate LLC	25.0%	3,328,985	3,333,518
WeyMar Holding LLC	0.0%	-	2,037,056
Northwoods Townhomes Partners LLC	15.0%	1,182,146	1,393,131
Ginkgo Country Club LLC	25.0%	1,808,759	1,521,844
Ginkgo Fieldbrook LLC	25.0%	1,251,448	1,390,122
Parkwood JV LLC	26.5%	1,669,957	2,144,062
Phoenix Dragon Real Assets Fund LLC	17.7%	771,113	836,007
Ginkgo Biscayne II LLC	25.0%	682,896	837,833
Aurora JV LLC	38.1%	8,655,011	7,193,622
Central Pointe JV LLC	45.5%	11,137,495	8,317,378
Axiom Apartment Partners LLC	30.0%	3,742,413	3,991,062
Ginkgo North Main LLC	12.1%	847,350	912,662
WDLJV Manager LLC	33.7%	4,072,105	4,456,122
Ginkgo Lakeside II LLC	14.4%	1,079,892	1,109,636
The Preserve at Pine Valley	10.0%	1,215,939	-
Charleston Portfolio Venture LLC	10.0%	2,965,320	-
Four Seasons Townhomes LLC	7.0%	336,810	-
Kelston Owner LLC	13.7%	2,705,371	-
		\$ 66,669,879	\$ 62,582,775

(1) The stated ownership percentage reflects the Company's ownership as of December 31, 2025.

## Ginkgo REIT Inc. and Subsidiaries

Combined summarized financial statement information as of December 31, 2025 and 2024, and for the years ended December 31, 2025 and 2024 for the Company's investments in unconsolidated real estate ventures is as follows:

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
<b>Combined balance sheets:</b>		
Assets		
Investments in real estate, net	\$ 748,600,264	\$ 607,842,762
Other assets	48,919,062	44,767,586
Total assets	<u>\$ 797,519,326</u>	<u>\$ 652,610,348</u>
Liabilities and Equity		
Long-term debt	\$ 565,113,376	\$ 475,343,806
Other liabilities	6,758,280	6,277,091
Equity	<u>225,647,670</u>	<u>170,989,451</u>
Total liabilities and equity	<u>\$ 797,519,326</u>	<u>\$ 652,610,348</u>
<b>Combined statements of operations:</b>		
Total revenues	\$ 72,671,048	\$ 66,433,849
Total operating expenses	<u>31,546,883</u>	<u>30,088,634</u>
Net operating income	41,124,165	36,345,215
Depreciation	32,973,037	25,807,141
Interest expense	26,831,665	23,464,287
Gain on sale of real estate	(14,562,302)	-
Other expenses, net	<u>3,770,689</u>	<u>1,167,638</u>
Net loss	<u>\$ (7,888,924)</u>	<u>\$ (14,093,851)</u>

## Ginkgo REIT Inc. and Subsidiaries

### 8. Debt Obligations

#### Mortgage Notes Payable

Mortgage notes payable (“Mortgage Note”, and collectively, “Mortgage Notes”) are collateralized by the respective real estate community and consist of the following:

<u>Operating Properties</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Outstanding Principal</u>	
			<u>December 31, 2025</u>	<u>December 31, 2024</u>
Spencer Crossing <sup>(1)</sup>	August 2026	7.04%	\$ 4,000,000	\$ -
Glendare Park <sup>(2)</sup>	March 2028	5.22%	44,100,327	44,788,555
Matthews Lofts	March 2029	5.70%	11,306,000	11,306,000
Swathmore	March 2029	5.70%	8,322,000	8,322,000
Town324 Apartments <sup>(3)</sup>	May 2029	3.69%	3,107,849	3,166,908
East Park <sup>(4)</sup>	July 2029	5.84%	4,127,858	4,127,858
Cates <sup>(4)</sup>	July 2029	5.84%	1,447,142	1,447,142
Bridges at Quail Hollow	March 2030	3.47%	10,694,503	10,908,030
Brookford Place <sup>(5)</sup>	September 2030	4.99%	9,063,910	9,183,852
Gardens at Country Club	December 2030	3.03%	11,085,000	11,085,000
Lexington Street Annex <sup>(6)</sup>	July 2031	5.81%	-	1,204,000
501 Towns <sup>(6)</sup>	October 2031	3.72%	-	28,298,000
Savannah Place	April 2032	3.58%	18,595,000	18,595,000
Pepperstone	May 2032	3.48%	8,296,066	8,464,539
Woodcreek Farms <sup>(5)</sup>	May 2032	4.13%	15,166,248	15,461,485
Salem Ridge	January 2035	5.53%	9,411,000	9,411,000
The Arden and The Davy	January 2035	5.79%	4,153,000	4,153,000
			<u>162,875,903</u>	<u>189,922,369</u>
Unamortized debt acquisition costs			<u>(2,028,623)</u>	<u>(2,505,758)</u>
Mortgage notes payable, net			<u>\$ 160,847,280</u>	<u>\$ 187,416,611</u>

(1) Variable rate loan indexed to one-month SOFR (CME Term). The stated interest rate reflects the rate in effect as of December 31, 2025.

(2) The outstanding principal balance includes two supplemental mortgages. The stated interest rate reflects the weighted average interest rate of the three loans.

(3) The mortgage was assumed upon acquisition of the property in 2024 and the outstanding balance at acquisition approximated the fair value.

(4) These properties are financed under a single mortgage agreement and are cross-collateralized. The outstanding principal balance allocated to each property reflects its pro rata share at the time of issuance.

(5) The outstanding principal balance includes a supplemental mortgage. The stated interest rate reflects the weighted average interest rate of the two loans.

(6) The Company repaid the mortgage debt in full during 2025 in connection with the sale of the related real estate property.

Substantially all of the Company’s mortgage indebtedness is financed with fixed-rate loans, mitigating exposure to changes in market interest rates. During the year ended December 31, 2025, the Company entered into a one-year variable-rate bridge loan secured by Spencer Crossing. All other mortgage loans outstanding as of December 31, 2025 were fixed-rate. The weighted average interest rate of the Company’s mortgage indebtedness was 4.69% and 4.50% as of December 31, 2025 and 2024, respectively. Interest expense related to the Mortgage Notes amounted to \$8,557,571 and \$7,890,710 for the years ended December 31, 2025 and 2024, respectively.

## **Ginkgo REIT Inc. and Subsidiaries**

Each of the Mortgage Notes is a non-recourse obligation subject to customary provisions. For each Mortgage Note interest payments are required monthly with principal amortization commencing between April 2023 and January 2035. Balloon payments are due on the maturity date. The Mortgage Notes generally require monthly payments into escrow accounts for real estate taxes, insurance and replacement reserves.

Debt acquisition costs incurred in obtaining the Mortgage Notes are capitalized and presented as a direct deduction from the carrying amount of the debt to which they relate. The debt acquisition costs are being amortized to interest expense using the straight-line method, which approximates the effective interest method over the terms of the related notes. Amortization of debt acquisition costs of \$506,288 and \$355,455 is included in interest expense in the accompanying Consolidated Statements of Operations for the years ended December 31, 2025 and 2024, respectively. Upon the early repayment of a Mortgage Note, any unamortized costs are expensed and included in loss of early debt extinguishment. During the years ended December 31, 2025 and 2024, the Company expensed unamortized debt acquisition costs of \$180,290 and \$71,368, respectively, which is included in loss of early debt extinguishment in the accompanying Consolidated Statements of Operations.

Certain Mortgage Note agreements are subject to prepayment premiums and may be terminated by the lender under certain events of default as defined under the related agreements. During the years ended December 31, 2025 and 2024 prepayment premiums of \$0 and \$214,368, respectively, were incurred and included in loss of early debt extinguishment in the accompanying Consolidated Statements of Operations. These costs were associated with a debt refinancing and extinguishment of the prior Mortgage Note.

### Secured Revolving Credit Facility

On November 30, 2021, the Operating Partnership entered into a secured revolving credit facility (the “Revolving Credit Facility”) with KeyBank National Association, as administrative agent and sole lender. The Revolving Credit Facility allowed the Company to borrow, subject to compliance with borrowing base requirements and other conditions, up to \$50,000,000 to finance the acquisition of multifamily rental communities and for working capital funding or other general corporate needs. The Revolving Credit Facility was guaranteed by the Company, the Operating Partnership and certain subsidiaries of the Operating Partnership. The Revolving Credit Facility had an original maturity date of November 2024. The facility bore interest at a rate of one-month SOFR plus 2.40%.

On May 16, 2024, the Company paid off the outstanding balance of the Revolving Credit Facility in its entirety and the facility was retired in connection with the payoff. The Company incurred a loss on early debt extinguishment of \$213,999, which resulted from the expense of unamortized debt acquisition costs and transaction-related costs incurred in terminating the facility. Interest expense related to the Revolving Credit Facility amounted to \$508,300 for the year ended December 31, 2024.

### Unsecured Notes Payable

The Company has issued unsecured notes (“Unsecured Note”, and collectively, “Unsecured Notes”) through multiple series of private placement offerings of short-term and medium-term notes with maturities ranging from 6 to 12 months, as outlined in the respective issuance agreements.

## Ginkgo REIT Inc. and Subsidiaries

Unsecured Notes are the Company's direct, unsecured debt obligations and consist of the following as of December 31:

<u>Unsecured Note Series</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Balance Outstanding</u>	
			<u>December 31, 2025</u>	<u>December 31, 2024</u>
Short-term notes due 2025	June 2025	6.93%	\$ -	\$ 1,485,000
Medium-term notes due 2025	September 2025	6.83%	-	4,051,000
Medium-term notes due 2026	March 2026	6.48%	395,000	-
Short-term notes due 2026	February 2026	6.38%	1,236,099	-
Short-term notes due 2026	March 2026	6.68%	3,997,742	-
Short-term notes due 2026	June 2026	6.25%	2,674,414	-
			<u>\$ 8,303,255</u>	<u>\$ 5,536,000</u>

The Unsecured Notes are not secured, collateralized or guaranteed by the Company, the Advisor, or any other party and are not backed by any real estate or other assets of the Company, including any interests in unconsolidated real estate ventures, and rely solely on the creditworthiness of the Company. The Company has covenanted not to incur unsecured indebtedness with a senior priority to the Unsecured Notes without the consent of the noteholders. The weighted average interest rate of the Company's unsecured note indebtedness was 6.49% and 6.86% as of December 31, 2025 and 2024, respectively.

The Company may redeem at any time some or all the Unsecured Notes at an amount equal to the outstanding principal amount, plus a "make whole" premium specified in the respective private placement memorandum, along with accrued and unpaid interest, up to the maturity date. Interest expense related to the Unsecured Notes amounted to \$576,303 and \$95,626 for the years ended December 31, 2025 and 2024, respectively. The outstanding principal balance, along with all accrued and unpaid interest, is due at maturity date.

Proceeds from the issuance of the Unsecured Notes will be used to fund new acquisitions, improvements to existing real estate, capital calls for unconsolidated real estate ventures, working capital or other general corporate needs, as specified in the respective issuance agreements.

As of December 31, 2024, a portion of the outstanding Unsecured Notes were held by related parties of the Company. These notes were issued on the same terms and conditions as those held by unaffiliated third parties.

### Financing Obligation

In October 2024, the Company completed a transaction involving the sale of 9 units within Spencer Crossing, a wholly owned 63-unit condominium community located in Greensboro, North Carolina, for total proceeds of \$873,240, net of transaction costs. Simultaneously, the Company entered into a master lease agreement with the buyer to lease back the units for a two-year term. Based on the evaluation of the transaction under applicable accounting guidance, including ASC 842, *Leases*, and ASC 606, *Revenue from Contracts with Customers*, it was determined that the buyer did not obtain control of the units at the inception of the agreement. As a result, the transaction did not meet the criteria for sale recognition and has been accounted for as a financing arrangement.

The proceeds received from the transaction have been recognized as a financing obligation on the Company's Consolidated Balance Sheets, reflecting the nature of the transaction as a borrowing arrangement. The financing obligation bears an implicit interest rate of 4% and is being amortized over the two-year lease term using the effective interest method. The monthly lease payments under the master lease agreement include both principal and interest components, which will reduce the outstanding obligation over the lease term. As of December 31, 2025 and 2024, the outstanding balance of the financing obligation was \$857,480 and \$865,657, respectively.

## Ginkgo REIT Inc. and Subsidiaries

### Other Indebtedness

The Company and/or the Operating Partnership is a guarantor on various mortgage notes payable in connection with its interests in investments in unconsolidated real estate ventures. These loans are all non-recourse to the real estate venture, subject to customary nonrecourse carve-outs and springing recourse events for the guarantor(s).

The following table details the aggregate scheduled maturities, including amortizing principal payments, of total debt due over the next five years and thereafter as of December 31, 2025:

Year	Unsecured Notes	Mortgage Notes	Total
2026	\$ 8,303,255	\$ 5,838,099	\$ 14,141,354
2027	-	2,142,208	2,142,208
2028	-	44,164,552	44,164,552
2029	-	29,663,016	29,663,016
2030	-	29,356,727	29,356,727
Thereafter	-	51,711,301	51,711,301
	\$ 8,303,255	\$ 162,875,903	\$ 171,179,158

### 9. Other Assets and Other Liabilities

The following table summarizes the components of prepaid expenses and other assets as of December 31:

	December 31, 2025	December 31, 2024
Prepaid expenses	\$ 518,692	\$ 625,907
Acquisition deposits	-	595,350
	\$ 518,692	\$ 1,221,257

The following table summarizes the components of accounts payable, accrued expenses and other liabilities as of December 31:

	December 31, 2025	December 31, 2024
Trade payables and accrued expenses	\$ 981,859	\$ 1,381,998
Advanced rental receipts	34,805	95,128
Accrued interest payable	659,786	683,339
Tenant security deposits	297,948	313,579
Other	9,092	15,538
	\$ 1,983,490	\$ 2,489,582

### 10. Related Party Transactions

Each of the Company's multifamily rental communities executed a property management agreement with the Advisor. The Advisor is wholly owned by the Co-Chief Executive Officers of the Company. The current management agreements provide for a property management fee of 3.0% of monthly cash receipts, plus support allocations and shared cost reimbursements, as defined in the respective management agreement. The amount of fees charged to operations for the years ended December 31, 2025 and 2024 was \$1,290,518 and \$1,351,539, respectively, and is included in property management fees in the accompanying Consolidated Statements of Operations. The Company has an outstanding payable

## **Ginkgo REIT Inc. and Subsidiaries**

of \$18,758 and \$10,956 related to the property management fees as of December 31, 2025 and 2024, respectively, and is included in accounts payable, accrued expenses and other liabilities in the accompanying Consolidated Balance Sheets.

The Company has an advisory agreement with the Advisor. Under the terms of the advisory agreement, the Advisor is responsible for managing, operating, directing and supervising the operations and administration of the Company and its assets. They are also responsible for providing suitable investment opportunities, determining acquisition and disposition strategies, managing financing activities and providing support to the Company's officers and directors to assist in their governance function and responsibilities. In exchange for services provided to the Company, the Advisor is compensated as provided by the advisory agreement and as summarized in the sections below.

### Asset Management Fee

Annual asset management fee payable on quarterly basis in arrears equal to the sum of (i) 1.5% of the Company's NAV up to \$50,000,000, (ii) 0% of the Company's NAV from \$50,000,001 to \$60,000,000, (iii) 1.25% of the Company's NAV from \$60,000,001 to \$500,000,000, (iv) 0% of the Company's NAV from \$500,000,000.01 to \$625,000,000, and (v) 1% of the Company's NAV in excess of \$625,000,000. The amount of fees charged to operations for the years ended December 31, 2025 and 2024 was \$2,171,189 and \$2,172,392, respectively, and is included in asset management fees in the accompanying Consolidated Statements of Operations. The weighted average rate for the fees incurred during the years ended of December 31, 2025 and 2024 was 1.23% and 1.24%, respectively. The Company has an outstanding payable of \$556,261 and \$794,354 related to the asset management fees as of December 31, 2025 and 2024, respectively, and is included in accounts payable, accrued expenses and other liabilities in the accompanying Consolidated Balance Sheets.

On March 1, 2025, the Company issued 3,139 shares of common stock, representing a total share value of \$426,953, to the Advisor and its affiliates as remaining payment for the accrued 2024 asset management fee.

### Acquisition Fee

Acquisition fee equal to 1% of the gross purchase price paid for each multifamily community acquired, including any property contributed to the Operating Partnership in exchange for Operating Partnership units or ownership interests purchased in properties and/or other ventures for cash. Total fees incurred for the years ended December 31, 2025 and 2024 were \$0 and \$198,260, respectively, and were capitalized as part of the purchase price. No amounts were outstanding related to the acquisition fees as of December 31, 2025 and December 31, 2024.

### Financing Fee

During 2025, the Company amended its Advisory agreement to include a financing fee equal to 0.5% of (i) the placement or refinancing of any mortgage debt financing with respect to a multifamily community or (ii) the placement of a secured or unsecured line of credit or similar debt or credit facility extended to the Company. In the event a multifamily community is owned through an unconsolidated real estate venture, the financing fee due with respect to such financing shall be prorated in proportion to the Company's ownership in the investment. During the year ended December 31, 2025, the Company incurred \$175,277 in financing fees related to its investments in unconsolidated real estate ventures and is included in advisory fees in the accompanying Consolidated Statements of Operations.

### Disposition Fee

Disposition fee equal to 1% of the gross sales price for each multi-family community sold. During the year ended December 31, 2025, a disposition fee of \$442,500 was incurred related to the sale of two apartment communities (see Note 5) and was included net of the gain on sale included in the accompanying Consolidated Statements of Operations. No disposition fee was incurred for the year ended December 31, 2024.

### Guarantee Fee

Guarantee fee equal to 0.5% of any principal amount guaranteed by the Advisor and/or the Advisor's principals (excluding customary non-recourse carveout guarantees). No guarantee fees were incurred for the years ended December 31, 2025 and 2024.

## Ginkgo REIT Inc. and Subsidiaries

### Performance Fee Allocation

Performance fee allocation equal to 20% of the Company's total return when compared to an annually re-established hurdle rate as defined in the advisory agreement. The total return is defined as (i) the dividend percentage paid or accrued during the year plus (ii) the rate of return calculated by the percentage change in the Share NAV from the start of the year until the end of the period. The performance fee allocation may be paid in shares of common stock or cash, at the election of the Advisor. To date, the Advisor has elected to be paid in shares of common stock, resulting in a non-cash expense.

During the years ended December 31, 2025 and 2024, the Company did not recognize any performance fee allocation expense in the Company's accompanying Consolidated Statements of Operations due to a negative total return, which will be treated as a loss carry forward until such amount is recouped.

On March 1, 2024, the Company issued 5,320 shares of common stock, representing a total share value of \$750,085, to the Advisor and its affiliates as partial payment of the 2022 performance fee allocation accrued as of December 31, 2023. Such shares were issued at the respective Share NAV as of March 1, 2024. On May 1, 2024, the Company issued 15,880 shares of common stock, representing a total share value of \$2,239,035, to the Advisor and its affiliates as remainder payment of the 2022 performance fee allocation accrued as of December 31, 2023. Such shares were issued at the respective Share NAV as of May 1, 2024.

### **11. Noncontrolling Interests in the Operating Partnership**

Interests in the Operating Partnership that are not held by the Company are referred to as Operating Partnership units and are held by the Limited Partners. The Limited Partners are the Operating Partnership's noncontrolling interest.

Operating Partnership units include Common Operating Partnership units ("Common OP Units"), Convertible Preferred Operating Partnership units ("Preferred OP Units"), and Charleston Series Class Operating Partnership units ("Charleston OP Units"). The Limited Partners consist of (i) individuals and/or entities that contributed their properties or ownership interests in properties to the Operating Partnership in exchange for Common OP Units, (ii) investors who purchased Preferred OP Units and individuals and/or entities that contributed their properties or ownership interests in properties for Preferred OP Units, and (iii) investors who purchased Charleston OP Units.

### Common Operating Partnership Units

Common OP Units are the economic equivalent of the Company's common stock and receive distributions on a per-unit basis equivalent with dividends declared on the Company's common stock. Net income or loss of the Operating Partnership is allocated to the holders of Common OP Units based on ownership percentage, calculated by dividing units owned by the total number of outstanding units.

The Common OP Units can only be exchanged if certain future events occur with the most significant being that the Company's common stock is registered with the Securities and Exchange Commission and listed on a national securities exchange, or if the Company elects to purchase directly and acquire such Limited Partnership Units by paying to the unitholder either (i) cash or (ii) in exchange for shares of its common stock, as elected by the Company and in its sole discretion. For the year ended December 31, 2025, the Company exchanged 1,471 units of Common OP Units for shares of common stock, representing a total share value of \$200,002. For the year ended December 31, 2024, the Company exchanged 690 units of Common OP Units for shares of common stock, representing a total share value of \$100,000.

The Limited Partners have the right to request repurchase of the Common OP Units, which the general partner may do in its sole discretion (see Note 13). The Operating Partnership has entered into tax indemnity agreements with certain Limited Partners that requires the Operating Partnership to pay a penalty to the impacted Limited Partners to the extent the Operating Partnership violates such tax indemnity agreements.

### Convertible Preferred Operating Partnership Units

On July 1, 2021, the Operating Partnership entered into an offering of its Preferred OP Units, under which the Operating Partnership may offer and sell or exchange 250,000 Preferred OP Units, each with a par value of \$100. Each Preferred OP Unit will be convertible at the option of the Limited Partner who has owned its Preferred OP Units for at least 2 years into

## Ginkgo REIT Inc. and Subsidiaries

shares of common stock. The perpetual offering ended on September 1, 2022, when the Operating Partnership completed its offering of the 250,000 Preferred OP Units. As of December 31, 2025 and 2024, there were 247,500 Preferred OP Units outstanding. Holders of Preferred OP Units participate in the Operating Partnership's net income or loss only to the extent of their preferred distributions. Preferred OP Units have a priority over the other Operating Partnership units with respect to distributions and rights in the event of a liquidation of the Operating Partnership.

The holders of Preferred OP Units are entitled to receive a preferred distribution equal to a 7% cumulative but not compounded annual return on the purchase price of each Preferred OP Unit (the "Preferred Distribution"). The Preferred Distribution accrues daily and is payable monthly. In addition to the Preferred Distribution, holders of Preferred OP Units may be entitled to receive an accrued distribution equal to a 2% cumulative but not compounded annual return on the purchase price of each Preferred OP Unit (the "2% Distribution"). The 2% Distribution will accrue daily beginning on the date the Preferred OP Units are issued and will become payable only in the event that the Operating Partnership (i) exercises its right to redeem any Preferred OP Units that have been held for at least 4 years or (ii) repurchases any Preferred OP Units upon the request of a Preferred OP Unit holder who has held its Preferred OP Units for at least 5 years. If a Preferred OP Unit holder elects to exercise its conversion right with respect to its Preferred OP Units, such holder will forfeit the 2% Distribution for the Preferred OP Units which have been converted into shares of common stock of the Company.

At any time beginning 4 years after a Limited Partner acquired its Preferred OP Units, the Operating Partnership may, at its sole discretion, redeem all or any portion of the Limited Partner's Preferred OP Units for a cash price per Preferred OP Unit equal to \$100 plus an amount equal to all accrued and unpaid Preferred Distributions and the 2% Distribution. Since issuance of the Preferred OP Units, no Preferred OP Units have been redeemed by Operating Partnership.

At any time beginning 2 years after a Limited Partner acquired its Preferred OP Units, the Limited Partner may request the conversion of its Preferred OP Units into shares of common stock of the Company. The number of shares of common stock to be issued upon conversion will be equal to the number of Preferred OP Units offered for conversion multiplied by the conversion ratio, determined by the underlying Share NAV per Unit at the time of subscription. For the years ended December 31, 2025 and 2024, no Preferred OP Units were converted into shares of common stock.

In the event that any Preferred OP Units have not been redeemed or converted into shares of common stock of the Company after 5 years from the date a Limited Partner acquired its Preferred OP Units, the Limited Partner will have the right to require the Operating Partnership to purchase all of its Preferred OP Units for a cash price per Preferred OP Unit equal to the purchase price plus an amount equal to all accrued and unpaid Preferred Distributions and the 2% Distribution. Since issuance of the Preferred OP Units, no Limited Partner has requested the Operating Partnership to repurchase its Preferred OP Units.

### Charleston Series Class Operating Partnership Units

On October 1, 2025, the Operating Partnership entered into an offering for sale up to 360 Charleston OP Units, each with a par value of \$10,000. The Charleston OP Units were issued in connection with the Operating Partnership's investment in Charleston Portfolio Venture LLC (the "Charleston Joint Venture"), an unconsolidated real estate venture that owns five multifamily communities located in Charleston, South Carolina, comprising 647 units. The Operating Partnership holds a 10% ownership interest in the Charleston Joint Venture.

The Charleston OP Units were offered to provide holders with an indirect economic interest in the Operating Partnership's investment in the Charleston Joint Venture. Pursuant to the partnership agreement, the economic interests attributable to the Charleston OP Units represent a 90% participation in the Operating Partnership's economic interest in the Charleston Joint Venture, with the remaining 10% retained by the Operating Partnership. Proceeds from the issuance of Charleston OP Units were used by the Operating Partnership to (i) fund its equity investment in the Charleston Joint Venture, (ii) establish reserves related to planned renovation and capital improvement programs within the Charleston Joint Venture, and (iii) pay offering and formation costs. The offering was completed on December 16, 2025 when all 360 Charleston OP Units were sold.

Distributions to holders of Charleston OP Units are derived solely from distributions received by the Operating Partnership from the Charleston Joint Venture, including distributions of operating cash flow, capital event proceeds, and liquidation

## Ginkgo REIT Inc. and Subsidiaries

proceeds. Distributions are allocated to Charleston OP Unit holders on a pro rata basis in accordance with their respective ownership interests and are subject to the distribution waterfall provisions contained in the Charleston Joint Venture operating agreement and the Operating Partnership agreement.

The Operating Partnership agreement also provides that if the cumulative internal rate of return realized by Charleston OP Unit holders from distributions received by the Charleston Joint Venture is less than the internal rate of return that would have been achieved had such holders invested in Common OP Units over the same period, the Operating Partnership will make an additional distribution to each Charleston OP Unit holder to equalize such return.

### 12. Dividend Reinvestment Plan and Distribution Investment Plan

The Company has a Dividend Reinvestment Plan and the Operating Partnership has a Distribution Investment Plan (collectively, the “DRP”) available to holders of shares of common stock, Common OP Units and Charleston OP Units, subject to certain limitations. The DRP allows stockholders and unitholders to elect to have their dividends and distributions reinvested or invested into shares of common stock. The per share purchase price for shares purchased pursuant to the DRP will be equal to the Share NAV at the time the distribution is made payable. As of December 31, 2025 and 2024, there were 83,155 and 62,798 shares of common stock, respectively, issued and outstanding under the DRP.

### 13. Share and Unit Repurchase Plans

The Company and the Operating Partnership each have a share and unit repurchase plan whereby, subject to certain limitations, stockholders and unitholders may request that the Company or Operating Partnership repurchase all or a portion of their common stock or Common OP Units, respectively. The Company or Operating Partnership may choose to repurchase all, some or none of the shares/units that have been requested to be repurchased, in the Company’s discretion, subject to any limitations in the respective share repurchase plan. Further, the Board may, in its sole discretion, reject any request for repurchase and may, upon notice to the stockholders and unitholders, amend, suspend or terminate the repurchase of shares/units at any time. The Company will limit the total shares/units repurchased in a calendar quarter to no more than 1.25% of the total number of shares/units outstanding as of the beginning of the calendar quarter. This limitation is separate between the Company’s outstanding common stock and Operating Partnership’s outstanding Common OP Units. Shares/units are repurchased at a price equal to the Share NAV on the applicable repurchase date, subject to any early repurchase deduction. Shares/units that have not been outstanding for at least one year are not eligible for repurchase.

Shares and units held by stockholders and unitholders will be repurchased as follows:

- (1) Beginning one year after the date a stockholder or unitholder acquired its shares (the “Share Acquisition Date”) and continuing for one year thereafter, the purchase price for the repurchased shares will be equal to 95% of the Share NAV;
- (2) Beginning two years after the Share Acquisition Date and continuing for one year thereafter, the purchase price for the repurchased shares will be equal to 96% of the Share NAV;
- (3) Beginning three years after the Share Acquisition Date and continuing for one year thereafter, the purchase price for the repurchased shares will be equal to 97% of the Share NAV;
- (4) Beginning four years after the Share Acquisition Date and continuing for one year thereafter, the purchase price for the repurchased shares will be equal to 98% of the Share NAV; and
- (5) Beginning five years after the Share Acquisition Date and thereafter, the purchase price for the repurchase shares will be equal to 100% of the Share NAV.

For the year ended December 31, 2025, the Company repurchased 19,819 shares of common stock for a total of \$2,642,820. For the year ended December 31, 2024, the Company repurchased 24,052 shares of common stock for a total of \$3,325,098. For the year ended December 31, 2025, the Operating Partnership repurchased 9,901 Common OP Units for a total of \$1,316,918. No Common OP Units were repurchased by the Operating Partnership for the year ended December 31, 2024.

During the year ended December 31, 2025, the Company had unfulfilled repurchased requests due to Company reaching the maximum number of shares allowed to be repurchased under the share repurchase agreement. The Operating Partnership

## **Ginkgo REIT Inc. and Subsidiaries**

did not have any unfulfilled repurchase requests during the year ended December 31, 2025. Neither the Company nor the Operating Partnership had any unfulfilled repurchase requests during the year ended December 31, 2024.

### **14. Subsequent Events**

The Company has evaluated subsequent events through March 20, 2026, the date the accompanying consolidated financial statements were available to be issued. All subsequent events requiring recognition or disclosure have been incorporated into the accompanying consolidated financial statements.

During the period of January 1, 2026 through March 1, 2026, the Company raised \$762,187 through monthly equity closings, inclusive of reinvestments through the Company's DRP.



On February 10, 2026, the Operating Partnership commenced a private offering of up to \$7,000,000 of Series B Convertible Preferred Limited Partnership Units (the "Series B Units") at a price of \$100.00 per Series B Unit, in exchange for up to 85.61% of the ownership interests in Lakeside Apartment Homes, a 52-unit multifamily community located in Davidson, North Carolina ("Lakeside"). The Company currently owns a 14.39% interest in Lakeside, which is accounted for as an investment in an unconsolidated joint venture. The Operating Partnership intends to acquire the remaining 85.61% ownership interests in Lakeside through the exchange of Series B Units. Upon completion of the exchange transactions, the Operating Partnership would own 100% of Lakeside, at which time Lakeside would become a wholly owned subsidiary of the Operating Partnership and consolidated in the accompanying consolidated financial statements.

# How to Invest

To learn more about investing in Ginkgo REIT,  
visit [www.ginkgovest.com/offerings](http://www.ginkgovest.com/offerings)

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